



VENTUS AQUA LIMITED
ACN 632 790 660

PROSPECTUS

INITIAL PUBLIC OFFERING

Proposed NSX Code: VAQ

Offers

- For an offer to the public of 6,666,667 Shares at an issue price of \$0.30 per Share to raise \$2,000,000 (before costs), with the ability to accept oversubscriptions of up to an additional 3,333,333 Shares to raise up to an additional \$1,000,000 (before costs) (Public Offer).
- For the offer of a total of 36,139,920 Shares to the SSG Vendors in accordance with the Share Purchase Agreement (SSG Offer).
- For the offer of 11,666,667 Shares to BauMart Holdings in accordance with the Asset Purchase Agreement (BauMart Offer).

Refer to Section 4 of this Prospectus for more information in respect of the Offers.

Underwriting

The Public Offer is conditionally underwritten up to the minimum subscription of 6,666,667 Shares to raise \$2,000,000 (before costs). Refer to Section 4.1 of this Prospectus for more information.

Lead Manager and Underwriter:



TOWNSHEND
CAPITAL

Townshend Capital Pty Ltd (AFSL No 219326)



IMPORTANT NOTICE

This Prospectus and the accompanying Application Forms contain important information and should be read in their entirety. If you have any questions about the Offers or this Prospectus, you should speak to your professional adviser. The Shares offered by this Prospectus should be considered as a speculative investment and potential investors should consider the risk factors outlined in Section 7 of this Prospectus.

This Prospectus has been lodged with ASIC in accordance with section 718 of the Corporations Act 2001 (Cth).

CORPORATE DIRECTORY

DIRECTORS

Sok Kiang Teoh – Executive Director
Seok San “Susan” Tan – Executive Director
Michael Liew – Non-Executive Director

PROPOSED DIRECTOR

Shengqiang “Sunny” Chi – Proposed Managing Director

COMPANY SECRETARY

Natalie Teo

REGISTERED OFFICE

15 McCabe Street
North Fremantle, Western Australia 6159

PRINCIPAL PLACE OF BUSINESS

82 Belmont Avenue
Rivervale, Western Australia 6103
Telephone: +61 8 9277 9197
Email: info@ventusaqua.com.au
Website: www.ventusaqua.com.au

SHARE REGISTRY*

Advanced Share Registry Ltd
110 Stirling Highway
Nedlands, Western Australia 6009
Telephone: +61 8 9389 8033
Facsimile: +61 8 6370 4203

AUDITOR*

BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco, Western Australia 6008

LEAD MANAGER AND UNDERWRITER OF THE PUBLIC OFFER - TOWNSHEND CAPITAL PTY LTD

15 McCabe Street
North Fremantle, Western Australia 6159
Telephone: +61 8 6558 0810
Email: info@townshendcapital.com.au
AFSL No. 219326

SOLICITORS TO THE OFFERS AND NOMINATED ADVISER

Blackwall Legal LLP
Level 26, 140 St Georges Terrace
Perth, Western Australia 6000

INVESTIGATING ACCOUNTANT

BDO Corporate Finance (WA) Pty Ltd
38 Station Street
Subiaco, Western Australia 6008

PROPOSED NSX CODE

VAQ

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.



ARTIST IMPRESSION - PANORAMA BOX HILL PROJECT IN MELBOURNE

Photographs used in this Prospectus which do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown endorses the Prospectus or its content. Diagrams are illustrative only and may not be drawn to scale. The people and assets depicted in photographs in this Prospectus are not employees or assets of Ventus Aqua unless specifically stated.

IMPORTANT INFORMATION

Prospectus

This Prospectus is dated 16 June 2020 and was lodged with ASIC on that date. Neither ASIC nor NSX take any responsibility for the content of this Prospectus or the merits of the investment to which this Prospectus relates. An Application will be made to NSX for quotation of the Shares offered by this Prospectus within 7 days following the Prospectus Date.

Ventus Aqua will not issue any Shares on the basis of this Prospectus later than its expiry date of 16 July 2021, being 13 months after the Prospectus Date.

Before making an investment decision on the basis of the information considered in this Prospectus you should consider whether investing in Ventus Aqua is appropriate to you in light of your particular investment needs, objectives and financial circumstances. This Prospectus does not take into account your objectives, financial situation or needs. After reading this document you should seek professional legal, taxation or financial advice to determine whether this investment is appropriate for you. The Shares the subject of this Prospectus should be considered speculative.

Ventus Aqua has not authorised any person to give any information or make any representation in connection with the Offers which is not contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by Ventus Aqua or the Directors.

NSX Disclaimer – Listing Rule 4.7

Application will be made for listing of the Company's securities offered by this disclosure document to the National Stock Exchange of Australia Limited.

The fact that the National Stock Exchange of Australia Limited may list the securities of the Company is not to be taken in any way as an indication of the merits of the Company or the listed securities.

The National Stock Exchange of Australia Limited takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this document.

Exposure Period

This Prospectus is subject to an Exposure Period of 7 days from the date of lodgement with ASIC pursuant to the Corporations Act. ASIC may extend this period by a further 7 days. The purpose of the Exposure Period is to enable the Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in the Prospectus, and in such circumstances, any Applications received during the Exposure Period may need to be dealt with in accordance with section 724 of the Corporations Act.

The Prospectus will be available online at Ventus Aqua's website, www.ventusaqua.com.au, or in hard copy upon request during the Exposure Period. Applications received during this time will not be processed until after the expiration of the Exposure Period and preference will not be conferred on such Applications.

Electronic Prospectus

This Prospectus may be viewed in electronic form at <https://www.advancedshare.com.au/IPO-Offers> and www.ventusaqua.com.au by an Australian resident and must only be accessed from within Australia. If you receive the electronic form of the Prospectus you should ensure that you download and read the entire Prospectus. A paper copy of the Prospectus may be obtained free of charge on request during the Offer Period by calling the Share Registry. The information on Ventus Aqua's website, www.ventusaqua.com.au, does not form part of this Prospectus.

Applications

Applications for Shares may only be made on printed copies of an Application Form attached to or accompanying the Prospectus. The Corporations Act prohibits any person from distributing an Application Form unless it is included in, or accompanied by, the Prospectus.

The Application Forms included in this Prospectus may only be distributed if they are included in, or accompanied by, a complete and unaltered copy of this Prospectus. Each Application Form contains a declaration that the investor has personally received the complete and unaltered Prospectus prior to completing the Application Form. Ventus Aqua reserves the right not to accept a completed Application Form if it has reason to believe that the Applicant has not received a Prospectus or if it has reason to believe that the Application Form has been altered or tampered with in any way.

Privacy

If you apply for Shares, you will provide personal information to Ventus Aqua and the Share Registry. Ventus Aqua and the Share Registry will collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request, and carry out appropriate administration. Corporate and taxation laws require Ventus Aqua to collect some personal information. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

Jurisdictional Restrictions

Ventus Aqua has not taken any action to register or qualify Shares or the Offers, or otherwise to permit a public offering of Shares, in any jurisdiction outside Australia.

The distribution of this Prospectus (including in electronic form) in jurisdictions outside Australia may be restricted by law and therefore persons outside Australia who obtain this Prospectus should seek advice on, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer or invitation in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

Residents of the United States of America

Neither this Prospectus nor the Shares offered by it have been, nor will they be, registered under the US Securities Act of 1933 as amended (**US Securities Act**), and may not be offered, sold or resold:

- in the United States of America or to, or for the account or benefit of US Persons (as defined in Rule 902 under the US Securities Act) except in a transaction exempt from the registration requirements of the US Securities Act and applicable United States state securities laws; and
- outside the United States of America, except to non-US persons in offshore transactions in compliance with Regulation S under the US Securities Act.

Residents of Singapore

This Prospectus has not been registered with the Monetary Authority of Singapore. This Prospectus and any other materials in connection with the offer or sale, solicitation or invitation for subscription, or purchase of Shares may not be circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore, other than to the following (each an **Exempt Investor**):

- to an ‘institutional investor’ under section 274 of the Securities and Futures Act, Chapter 289 of Singapore (SFA);
- to a ‘relevant person’ pursuant to section 275(1) of the SFA, or any person pursuant to section 275(1A) of the SFA, and, in each case, in accordance with the conditions specified in section 275 of the SFA; or
- otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Shares are subscribed for or purchased, and if you are an Exempt Investor, you are subject to restrictions on transferability and re-sale. The Shares may not be transferred or re-sold in Singapore, except as permitted under the SFA. By accepting this Prospectus, you agree to be bound by the disclaimers, limitations and restrictions described herein.

This Prospectus is distributed in connection with an offer of Shares in Singapore that will not be issued to any person other than a person to whom this Prospectus is sent with the consent of Ventus Aqua. A person receiving a copy of this document in Singapore may not treat the same as constituting an invitation to that person unless such an invitation could lawfully be made to them without compliance with any registration or legal requirements, or where such registration or legal requirements have been complied with.

Residents of Hong Kong

WARNING: The contents of this Prospectus have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Offers. If you are in any doubt about any of the contents of this Prospectus, you should obtain independent professional advice.

This Prospectus has not been registered in Hong Kong and it has not been approved by the Securities and Futures Commission of Hong Kong under the Securities and Futures Ordinance (Chapter 571) of Hong Kong (SFO). This Prospectus and any other materials in connection with the offer or sale, solicitation or invitation for subscription, or purchase of Shares may not be circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Hong Kong, other than to the following:

- to a ‘professional investor’ under the SFO;
- in circumstances which will not result in the Prospectus constituting a ‘prospectus’ under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32) of Hong Kong or which do not constitute an offer to the public within the meaning of that Ordinance.

By accepting this Prospectus, you agree to be bound by the disclaimers, limitations and restrictions described herein.

Residents of Indonesia

A registration statement with respect to the Shares offered under this Prospectus has not been, and will not be, filed with the Capital Market and Financial Institutions Supervisory Agency (Bapepam-LK) of the Republic of Indonesia. Accordingly, the

Shares offered under this Prospectus may not be offered or sold or be the subject of an invitation for subscription or purchase. Neither this Prospectus nor any other document relating to the Shares offered under this Prospectus or sale, or invitation for subscription or purchase, of such Shares may be circulated or distributed, whether directly or indirectly, in the Republic of Indonesia or to Indonesian citizens, corporations or residents, except in a manner that will not be considered as a “public offer” under the law and regulations in the Republic of Indonesia.

Forward-Looking Statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as ‘intends’, ‘may’, ‘could’, ‘believes’, ‘estimates’, ‘targets’ or ‘expects’. These statements have been prepared with all reasonable care and attention, based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events are, as at the Prospectus Date, expected to take place, but there cannot be any guarantee that such events will occur as anticipated or at all given that many of the events are outside Ventus Aqua’s control. They may be affected by matters such as those outlined in Section 7.

Ventus Aqua cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Ventus Aqua does not have any intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown endorses the Prospectus or its content. Diagrams are illustrative only and may not be drawn to scale. The people and assets depicted in photographs in this Prospectus are not employees or assets of Ventus Aqua unless specifically stated.

Meaning of Terms

Capitalised terms and certain other terms used in this Prospectus are defined in the Glossary in Section 13.1.

References to “our”, “us” and “we” are references to Ventus Aqua. References to “T”, “you” and “your” are references to the Applicant.

Currency

References to “\$” are references to Australian currency, unless otherwise stated.

Time

References to time relate to the time in Perth, Western Australia, unless otherwise stated.



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KEY OFFER INFORMATION

Indicative Timetable

EVENT	TARGET DATE ¹
Lodgement of Prospectus with ASIC	16 June 2020
Expiry of Exposure Period / Opening Date of the Offers	23 June 2020
Closing Date of the Offers	22 July 2020
Completion of Acquisitions	24 July 2020
Issue of Shares under the Offers	24 July 2020
Despatch of Holding Statements	29 July 2020
Anticipated date for Shares to commence trading on NSX	31 July 2020

Note: These dates are indicative only and subject to change. Ventus Aqua, acting in consultation with the Lead Manager, may vary these dates without notice, including whether to close an Offer early, extend an Offer, or accept late Applications, either generally or in particular cases, without notification. The Opening Date will be affected by any extension of the Exposure Period.

Key Offer Details

OFFER	MINIMUM SUBSCRIPTION (\$2,000,000)	MAXIMUM SUBSCRIPTION (\$3,000,000)
Public Offer		
Price per Share under the Public Offer	\$0.30	\$0.30
Shares offered under the Public Offer	6,666,667	10,000,000
Cash proceeds of the Public Offer (before costs)	\$2,000,000	\$3,000,000
SSG Offer		
Cash price per Share under the SSG Offer	\$0.00	\$0.00
Shares offered under the SSG Offer	36,139,920	36,139,920
Cash proceeds of the SSG Offer (before costs)	\$0.00	\$0.00
BauMart Offer		
Cash price per Share under the BauMart Offer	\$0.00	\$0.00
Shares offered under the BauMart Offer	11,666,667	11,666,667
Cash proceeds of the BauMart Offer (before costs)	\$0.00	\$0.00

Note: The Shares offered under the SSG Offer and the BauMart Offer are offered as consideration for Ventus Aqua's acquisition of all of the shares in SSG and the Lease Assets respectively. Please see Sections 9.4 and 9.5 for further details.

LETTER TO INVESTORS

Dear Investor,

On behalf of the Board of Directors, I am pleased to present this Prospectus and the opportunity for you to become a Shareholder in Ventus Aqua.

Ventus Aqua seeks to establish itself as a supplier of premium treated glass products to the construction industry in Australia, including in the residential and commercial building markets. To this end, it has entered into agreements to acquire:

- Sydney Sunny Glass Pty Ltd (ACN 603 335 548) (**SSG**), a manufacturer of high quality, performance architectural glass based in New South Wales, by way of share purchase; and
- glass processing equipment and an associated leasing enterprise.

Established in 2014, SSG is a large independent glass products suppliers in New South Wales, with operations located in Smithfield, an industrial precinct of Sydney. It operates a glass supply division which manufactures and supplies a range of custom-made and architectural glass products to a range of commercial and private construction customers, as well as a glass contracting solutions division which focuses on providing integrated glass supply solutions for larger commercial development projects. SSG was recently awarded a \$12.25 million glass supply contract for the Panorama residential apartment and retail development in Box Hill, Victoria, a business district and residential suburb some 14 kilometres east of the Melbourne's Central Business District. This project, comprising 31 floors and approximately 380 residences, has commenced development and SSG is scheduled to provide glass products between July 2020 and December 2021. It represents a significant step for SSG to expand its operations into the Victorian market. Further details of this material contract are set out in Section 9.6 of this Prospectus.

Complementary to the SSG acquisition, the equipment leasing enterprise which Ventus Aqua is to acquire includes sophisticated glass-processing equipment capable of processing a wide-range of custom-made and advanced architectural glass products. This equipment currently forms part of SSG's production lines and is an integral part of its operations.

Completion of these Acquisitions is (among other things) subject to Ventus Aqua receiving conditional approval for its NSX Listing.

Under this Prospectus, Ventus Aqua offers 6,666,667 Shares to the public at an issue price of \$0.30 each to raise a minimum of \$2,000,000, with the ability to accept oversubscriptions of up to an additional 3,333,333 Shares at \$0.30 each to raise up to a further \$1,000,000 (i.e. the Public Offer). The Public Offer is conditionally underwritten up to the Minimum Subscription amount by the Lead Manager.

The Public Offer proceeds will primarily be used to fund the continued development and expansion of the SSG business, which Ventus Aqua believes is well positioned to capitalise on the growing demand for premium treated glass products in Australia. The Public Offer will strengthen Ventus Aqua's balance sheet and its NSX listing is intended to lift the profile of the SSG business with a view to expanding its operations and diversifying its activities geographically across Australia. Further details of Ventus Aqua's intended use of the Public Offer proceeds are set out in Section 4.5 of this Prospectus.

Ventus Aqua has a small but experienced executive team to which it will continue to add as its activities develop and Ventus Aqua begins to establish its presence in selected markets. The founder of SSG, Mr Shengqiang “Sunny” Chi, will be appointed managing director of Ventus Aqua upon completion of the SSG acquisition. For over 25 years, Mr Chi has developed an in-depth knowledge of the glass products industry with key management roles in Fuyao Glass Industry Group Co. Ltd which is now listed on the Hong Kong Stock Exchange.

The COVID-19 pandemic has adversely affected the Australian business climate as a result of various government policies in place to manage the crisis. SSG has implemented social distancing policies in its workplace in accordance with guidelines from various government and health authorities. SSG’s operations have returned to its normal operating mode. While the Directors believe that the pandemic will be resolved in due course, it poses as a significant investment risk that investors ought to consider in assessing this investment opportunity.

This Prospectus sets out the details of the Offers. I encourage you to read it carefully and in its entirety, particularly the risk factors in Section 7, before making your investment decision.

On behalf of my fellow Directors, I look forward to welcoming you as a shareholder of Ventus Aqua.

Yours faithfully,



Sok Kiang Teoh
Executive Director

16 June 2020

1. INVESTMENT OVERVIEW

This section is intended as a summary only of the key investment issues related to the Prospectus. Further details of each issue are set out in this Prospectus (references provided) and the reader is urged to read the Prospectus in its entirety.

TOPIC	SUMMARY	FURTHER INFORMATION
A. Prospectus		
Who is the issuer of this Prospectus?	Ventus Aqua Limited (ACN 632 790 660), referred to as “ Ventus Aqua ” or the “ Company ” in this Prospectus.	
What is the purpose of this Prospectus and the Offers?	<p>The purpose of this Prospectus is:</p> <ul style="list-style-type: none"> to make the Public Offer to existing and prospective new investors and raise up to \$2,000,000 (before costs) with an ability to accept oversubscriptions to raise up to an additional \$1,000,000 (before costs); to make the SSG Offer of 36,139,920 Shares to complete the acquisition of SSG; to make the BauMart offer of 11,666,667 Shares to complete the acquisition of the Lease Assets; to satisfy the requirements for the admission of Ventus Aqua to the Official List of NSX which will enable efficient trading of Ventus Aqua’s Shares, as well as to increase access to additional future funding after the Offers; and to position Ventus Aqua to meet its business objectives, being primarily to provide funding to facilitate the further development of the SSG business. 	Sections 2.2, 4.1(f), 4.2, 4.3, 9.4 and 9.5

TOPIC	SUMMARY	FURTHER INFORMATION
B. Business Model		
What does the Group do?	<p>Ventus Aqua was incorporated on 8 April 2019 as Ventus Aqua Pty Ltd. It converted to a public company on 12 June 2020.</p> <p>Ventus Aqua was established with the aim of acquiring and developing investments and business opportunities in the Australian glass processing and supply sector.</p> <p>As an adjunct to that focus, Ventus Aqua has entered into agreements to acquire SSG and the Lease Assets. Once acquired, Ventus Aqua will operate (through SSG) a glass production and supply business, as well as owning core equipment used in its production line.</p> <p>SSG was incorporated in December 2014. It operates a glass production and supply business from its facility located in Smithfield, New South Wales.</p> <p>SSG is a large independent glass products supplier in New South Wales and throughout the stages of its development, has advanced its ability to process custom-made and advanced architectural glass products in the eastern states.</p> <p>SSG operates:</p> <ul style="list-style-type: none"> • a glass supply division which focuses on the manufacture and supply of custom-made and architectural glass products which include a full range of safety, security, fire production, noise reduction and energy efficiency solutions for use in residential homes and commercial buildings in Australia; and • a glass contracting solutions division which focuses on providing developers and construction companies (both small and large scale) with an integrated glass supply solution on a project basis. 	Sections 2.1, 2.2, 2.3 and 2.4

TOPIC	SUMMARY	FURTHER INFORMATION
What are the Group's key assets?	<p><u>Primary assets</u></p> <p>Subject to the completion of the Offers and its NSX listing, Ventus Aqua will acquire:</p> <ul style="list-style-type: none"> • all SSG Shares such that SSG becomes a wholly-owned subsidiary of Ventus Aqua; and • the Lease Assets from BauMart Holdings. <p>The Lease Assets including various items machinery and systems which form part of SSG's automated glass processing production line, such as:</p> <ul style="list-style-type: none"> • an automatic storage and retrieval system; • high speed and high performance automatic glass cutting modules; • high-performance laminating machine; and • a high-performance washing and cleaning module. <p>The Group's key assets (other than cash) will then comprise SSG's glass production and supply business, as well as the Lease Assets.</p> <p><u>Short-term investment</u></p> <p>At the Prospectus Date, Ventus Aqua holds 2,000,000 \$1.00 units in the Mustera Property Fund, an unlisted managed investment scheme in the property sector.</p> <p>This investment does not form part of Ventus Aqua's long-term business strategy or undertaking. Ventus Aqua proposes to sell and realise its investment in the fund following listing on NSX, with the proceeds to be applied to repayment of the loans owed by SSG to Mutual Street and Mr Sunny Chi.</p>	Sections 2.2, 2.3, 2.4 and 2.12(a)

TOPIC	SUMMARY	FURTHER INFORMATION
What is the Group's business model and strategy?	<p>Following completion of the Acquisitions, it is intended that the Group will:</p> <ul style="list-style-type: none"> invest in the development and expansion of the SSG business (both the glass supply division and the glass contracting solutions division), including: <ul style="list-style-type: none"> growing its market share in New South Wales with the addition of a sales and marketing team at the Smithfield facility; diversification of SSG's activities geographically within Australia, to service the building construction industry, including residential and commercial markets. Initially, the Group will leverage off the Box Hill Contract to establish a presence in Victoria; and focus on innovation to drive product development in the glass product manufacturing sector, including continuing SSG's research and development programme on the manufacture of cyclonic glass to withstand debris impacts of up to 320km/h; and longer term, consider and assess investment/acquisition opportunities in the broader glass manufacturing and supply industry. <p>The Group's proposed boards and management include individuals with relevant experience in the glass product manufacturing sector which positions Ventus Aqua to drive the strategy forward.</p>	Sections 2.3, 2.6 and 2.7
How is the Group structured?	<p>Following completion of the Acquisitions:</p> <ul style="list-style-type: none"> SSG will become a wholly-owned subsidiary of Ventus Aqua; SSG will continue operating its glass production and supply business; the Lease Assets will become the property of Ventus Aqua; and the Lease Assets will continue to be leased to SSG for use in its Smithfield facility. 	Section 2.5

TOPIC	SUMMARY	FURTHER INFORMATION
Is the industry in which the Group operates regulated?	Following completion of the Acquisitions, the Group will operate within the flat glass market segment of the glass manufacturing industry, which is in turn, a segment of the broader construction industry. Accordingly, it will have to adhere to legislation, regulations and codes applicable to that industry, such as legal requirements related to building and construction, occupational health and safety, environmental issues, competition, and local government requirements, including the National Construction Code.	Sections 2.3(i) and 3.4
What material contracts is the Group party to?	<p><u>Ventus Aqua</u></p> <p>Ventus Aqua is party to the following material contracts:</p> <ul style="list-style-type: none"> the Share Purchase Agreement with the SSG Vendors and SSG under which it is to acquire SSG; the Asset Purchase Agreement with BauMart Holdings under which it is to acquire the Lease Assets; employment contracts with each of its executive Directors (including Mr Sunny Chi as proposed Managing Director) and appointment agreement with its non-executive Director; Deeds of Indemnity, Access and Insurance with each of its Directors and proposed Director; and the lead manager mandate and the Underwriting Agreement with the Lead Manager. <p><u>SSG</u></p> <p>SSG is party to, or is proposed to enter, the following material contracts:</p> <ul style="list-style-type: none"> the Share Purchase Agreement with Ventus Aqua and the SSG Vendors; the Box Hill Contract; the Supply Contract with Singyes Engineering (H.K.) Company Limited for the supply of materials required to deliver the Box Hill Contract; the Equipment Lease for the lease of the Lease Equipment from BauMart Holdings (to be assigned to Ventus Aqua as lessor); loan agreements with Mutual Street and Mr Sunny Chi for the provision of working capital loans; and the sublease in respect of the Smithfield facility. 	Section 9

TOPIC	SUMMARY	FURTHER INFORMATION
What are the key dependencies of the Group's business model?	<p>The Group's proposed business model will be dependent upon:</p> <ul style="list-style-type: none"> continued market demand for architectural glass products; availability of the Smithfield facility and the Leased Assets to undertake its operations; continued supply of raw materials, particularly in respect of the Box Hill Contract; the legal and regulatory regime in Australia for construction businesses not being subject to substantial change which may prohibit or substantially impede any activities of the Group, or that would make compliance cost prohibitive; and the recruitment and retention of key personnel skilled in the glass products supply industry. 	Sections 2.9 and 7

C. Investment Highlights and Key Risks

What are the perceived investment highlights and benefits?	<p>The Directors are of the view that an investment in Ventus Aqua provides the following non-exhaustive list of perceived investment highlights and benefits:</p> <ul style="list-style-type: none"> The acquisition of SSG, a specialist manufacturer and supplier of custom-made and advanced architectural glass products. The acquisition of the Lease Assets, incorporating sophisticated glass processing equipment capable of producing a range of custom-made glass products. Ventus Aqua has a credible and experienced executive team to progress its business objectives. The recruitment of Mr Sunny Chi as the Group's Managing Director upon completion of the SSG acquisition. The potential for SSG to expand the range of its custom-made glass products and advance its research and development programme into cyclonic glass products. The ability of the Group to grow its value-added glass products line on the back of increased regulations in the commercial and residential construction industry. 	Section 2
What are the key investment risks?	<p>The key risks of investing in the Group are set out below. These risks are not an exhaustive list. Further details of specific risks and general investment risks are set out in Section 7.</p>	Section 7

TOPIC	SUMMARY	FURTHER INFORMATION
<i>Business model rollout</i>	There is a risk that management of the Group will not be able to implement its growth strategy after completion of the listing on NSX. This may be influenced by matters outside of management's control. The capacity of management to properly implement and manage the strategic direction of the Group may affect the Group's operating and financial performance.	
<i>Competition</i>	<p>Aggressive competition by current or future competitors in the glass production and supply industry could result in price reductions, reduced margins and/or loss of market share which may, in turn, adversely affect the Group's growth prospects, operating results and financial performance.</p> <p>The competitive nature of the industry means that there can be no assurance that the Group's business will remain competitive against current or future competition.</p>	
<i>Reliance on the building construction industry</i>	The Group's financial performance is sensitive to the level of activity within the building construction industry. The level of activity in the industry can be cyclical and sensitive to a number of factors beyond the Group's control such as economic conditions in Australia, commodity prices, interest rates and currency fluctuation. Any reduction in demand from the building industry, or a reduction in the reliance by the building industry on glass and glass products may negatively affect the growth prospects, operating results and financial performance of the Group.	
<i>Reliance on key personnel</i>	The responsibility of overseeing the day-to-day operations and the strategic management of the Group depends substantially on its senior management and its key personnel, including the proposed Managing Director, Mr Sunny Chi. The Group may suffer detrimental impact if one or more of these key personnel cease their employment with the Group.	

TOPIC	SUMMARY	FURTHER INFORMATION
	<i>Operational risk</i>	The Group is exposed to a range of operational risks in both its current and future operations. Such risks include equipment failure, product defects liability, information technology systems failure and external services failure which may materially adversely impact the performance of the Group.

D. Financial Information

What is the Group's financial position?	<p>Ventus Aqua has limited operating history and historical financial information on which an assessment of its prospects can be made.</p> <p>Ventus Aqua has completed general purpose financial statements for the period ended 30 June 2019 that have been audited and a half year ended 31 December 2019 that have been reviewed.</p> <p>In addition, SSG has completed general purpose financial statements for the financial year ended 30 June 2019 with comparative for 30 June 2018 that have been audited and a half year ended 31 December 2019 that have been reviewed.</p> <p>Ventus Aqua has not yet generated any material revenue or profit as it does not have a trading history. Ventus Aqua does not have any material debt financing or borrowings.</p> <p>SSG has derived consistent revenues over the past two and a half years up to 31 December 2019 but has incurred losses during the last year as it established its growth plans.</p> <p>Further financial information regarding the Group is considered in the Independent Limited Assurance Report at Section 8.</p>	Section 8
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TOPIC	SUMMARY	FURTHER INFORMATION
Does the Group have any material finance arrangements?	<p>Ventus Aqua does not have any material loan or financing arrangements in place SSG is party to the following material finance arrangements:</p> <ul style="list-style-type: none"> An unsecured, interest-free working capital loan by Mutual Street. The loan is repayable from the proceeds of sale of units held by Ventus Aqua in the Mustera Property Fund. The balance outstanding under the loan at the Prospectus Date is approximately \$2,000,000. Ventus Aqua proposes to sell its units in the Mustera Property Fund following listing on NSX and repay the loan in full using the proceeds of sale. An unsecured, interest-free working capital loan by Mr Sunny Chi for approximately \$102,000. Under the terms of the Share Purchase Agreement, the Group will repay this loan within 6 months of completion occurring under the Share Purchase Agreement. It is proposed that the loan will be repaid using SSG's working capital. <p>Further discussion of these loans is included in the Independent Limited Assurance Report in Section 8 of the Prospectus.</p>	Sections 8, 9.10 and 9.11
How will the Group generate revenue?	The Group will primarily generate revenue through SSG's business. SSG currently generates revenue from the sale of architectural glass products to the building construction industry and the provision of incidental services (e.g installation).	Sections 2.6, 2.7, 2.8 and 2.10
Will Ventus Aqua pay dividends?	<p>Any future determination as to the payment of dividends by Ventus Aqua will be at the discretion of the Directors and will depend on the availability of distributable earnings and the operating results and financial condition of Ventus Aqua, future growth opportunities and capital requirements and general business and other factors considered relevant by the Directors.</p> <p>No assurance can be given by Ventus Aqua in relation to the payment of dividends or franking credits attaching to dividends.</p>	Section 2.13
Will this Prospectus contain forecasts?	<p>No. The Directors have considered the matters detailed in ASIC Regulatory Guide 170 and believe they do not have reasonable grounds to accurately forecast future earnings. Accordingly, any financial forecast or projection would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.</p> <p>The Directors consequently believe that, given these inherent uncertainties, it is not appropriate to include a financial forecast in this Prospectus.</p>	Section 4.21

TOPIC	SUMMARY	FURTHER INFORMATION
E. Directors and Key Management		
Who are the Directors?	<p>The Board consists of:</p> <ul style="list-style-type: none"> • Sok Kiang Teoh – Executive Director; • Seok San “Susan” Tan – Executive Director; and • Michael Liew – Non-Executive Director. <p>In accordance with the Share Purchase Agreement, Ventus Aqua will appoint the founder and managing director of SSG, Mr Sunny Chi as the Group’s managing director upon completion of the acquisition of SSG. Mr Chi will remain a Director of SSG and Mr Sok Kiang Teoh will be appointed as a second Director.</p>	Section 5
What payments and benefits are to be made or given to Directors?	<p>The Directors are to receive the following key payments and benefits:</p> <ul style="list-style-type: none"> • salary and benefits to be provided to each executive Director, Mr Sok Kiang Teoh and Ms Susan Tan, under their Employment Agreements with Ventus Aqua (see Sections 9.13, 9.14 and 11.1); • director’s fees to be paid to the Mr Michael Liew as a non-executive Director (see Sections 9.15 and 11.1); • the benefit of an indemnity from Ventus Aqua in respect of certain liabilities that the Directors may incur acting in that capacity (see Section 9.16); and • liability insurance premiums which are to be paid by Ventus Aqua (see Section 9.16). <p>In accordance with the Share Purchase Agreement, the appointment of Mr Sunny Chi as Managing Director of the Group will be formalised under an Employment Agreement with Ventus Aqua upon completion of the acquisition of SSG (see Section 9.12). He will receive a salary and benefits under that agreement, and will be offered an indemnity and insurance on the same terms as the other Directors.</p>	Sections 9.12, 9.13, 9.14, 9.15, 9.16 and 11.1
What are the interests of Directors in Ventus Aqua?	<p>Each Director’s/proposed Director’s interest in Ventus Aqua is set out at Section 11.2.</p> <p>The Directors may participate in the Public Offer by subscribing for Shares on the same terms and conditions as other Applicants.</p> <p>Mr Sunny Chi will be entitled to participate in the SSG Offer as an SSG Vendor.</p>	Sections 4.2 and 11.2

TOPIC	SUMMARY	FURTHER INFORMATION
F. Overview of the Offers		
What is being offered by this Prospectus?	<p>Public Offer</p> <p>The offer to the public of 6,666,667 Shares at \$0.30 per Share to raise up to \$2,000,000 (before costs), with the ability to accept oversubscriptions of up to an additional 3,333,333 Shares to raise up to an additional \$1,000,000 (before costs).</p> <p>SSG Offer</p> <p>The offer to the SSG Vendors of 36,139,920 Shares for nil cash consideration, pursuant to the terms of the Share Purchase Agreement, with each SSG Vendor being entitled to subscribe for Shares in proportion to the SSG Shares which are sold to Ventus Aqua.</p> <p>BauMart Offer</p> <p>The offer to BauMart Holdings of 11,666,667 Shares for nil cash consideration, pursuant to the terms of the Asset Purchase Agreement.</p>	Sections 4.1, 4.2 and 4.3
Are the Offers underwritten?	<p>The Lead Manager, Townshend Capital, will, in accordance with the lead manager mandate and on a best endeavours' basis, seek to facilitate Applications under the Public Offer.</p> <p>The Lead Manager has conditionally agreed to underwrite the shortfall under the Public Offer up to the Minimum Subscription.</p> <p>The Lead Manager will receive the following fees:</p> <ul style="list-style-type: none"> a lead manager fee of 1% of the total amount raised under the Offer (see Sections 4.1(d) and 9.3); and an underwriting fee of 3% on the underwritten amount (see Sections 4.1(e) and 9.2). <p>Neither the SSG Offer nor the BauMart Offer is underwritten.</p>	Sections 4.1(d), 4.1(e), 9.2 and 9.3
What are the terms of the Shares offered?	All Shares offered under this Prospectus are fully paid ordinary shares in the capital of Ventus Aqua that will rank equally with all Existing Shares. A summary of the material rights and liabilities attaching to the Shares offered under the Offer is set out in Section 10.	Section 10

TOPIC	SUMMARY	FURTHER INFORMATION																		
How will the Offers affect the capital structure?	<p>If Minimum Subscription is achieved under the Public Offer and the other Offers close fully subscribed, the number of Shares on issue will increase from 31,583,334 to 86,056,588. In the event that the Public Offer is fully oversubscribed, the maximum number of shares on issue will be 89,389,921.</p> <p>The impact of the Offers on the capital structure of Ventus Aqua is outlined below:</p> <table> <tr> <th>SHARES</th><th>NUMBER MINIMUM SUBSCRIPTION (\$2,000,000)</th><th>NUMBER MAXIMUM SUBSCRIPTION (\$3,000,000)</th></tr> <tr> <td>Existing Shares</td><td>31,583,334</td><td>31,583,334</td></tr> <tr> <td>Shares to be issued under Public Offer</td><td>6,666,667</td><td>10,000,000</td></tr> <tr> <td>Shares issued under the SSG Offer</td><td>36,139,920</td><td>36,139,920</td></tr> <tr> <td>Shares issued under the BauMart Offer</td><td>11,666,667</td><td>11,666,667</td></tr> <tr> <td>Total Shares</td><td>86,056,588</td><td>89,389,921</td></tr> </table> <p>Further information about the pro forma capital structure following completion of the Offers can be found at Section 4.6.</p>	SHARES	NUMBER MINIMUM SUBSCRIPTION (\$2,000,000)	NUMBER MAXIMUM SUBSCRIPTION (\$3,000,000)	Existing Shares	31,583,334	31,583,334	Shares to be issued under Public Offer	6,666,667	10,000,000	Shares issued under the SSG Offer	36,139,920	36,139,920	Shares issued under the BauMart Offer	11,666,667	11,666,667	Total Shares	86,056,588	89,389,921	Section 4.6
SHARES	NUMBER MINIMUM SUBSCRIPTION (\$2,000,000)	NUMBER MAXIMUM SUBSCRIPTION (\$3,000,000)																		
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Shares issued under the BauMart Offer	11,666,667	11,666,667																		
Total Shares	86,056,588	89,389,921																		
How will funds raised from the Offers be used?	<p>Ventus Aqua intends to use the funds raised from the Public Offer as follows:</p> <ul style="list-style-type: none"> • implement the Group's business objectives as set out in Part B of Section 1 above; • for general working capital purposes; • to pay for the outstanding costs of the Offers; and • to enable its admission to the Official List of NSX. <p>The above intended uses may be affected by new circumstances and financial requirements that arise. The Board reserves the right to vary the way in which funds are applied.</p> <p>Please refer to Section 4.5 for a more detailed overview on the intended use of funds.</p>	Sections 4.1(f) and 4.5																		
Will the Shares be quoted?	Ventus Aqua will apply for quotation of Shares with NSX under the code "VAQ".	Section 4.18																		

TOPIC	SUMMARY	FURTHER INFORMATION
Is there a minimum subscription requirement for the Offers?	<p>The Minimum Subscription amount for the Public Offer is 6,666,667 Shares to raise \$2,000,000 (before costs). Shares will not be issued unless and until Applications for this amount are received.</p> <p>The other Offers are not subject to a minimum subscription condition.</p>	Sections 4.1(b) and 4.4
What are the expenses of the Offers?	<p>The expenses of the Offer will be approximately:</p> <ul style="list-style-type: none"> • \$340,000 if only the Minimum Subscription is raised under the Public Offer; and • \$350,000 if the full oversubscription amount of all Offers is raised. 	Section 11.3
Will any Shares be subject to escrow restrictions?	<p>Certain existing Shares may be subject to NSX imposed escrow restrictions for between 6 months from issue and 24 months from the date of official quotation.</p> <p>During the period in which these Shares are prohibited from being transferred, trading in Shares may be less liquid which may impact the ability of Shareholders to dispose of their Shares in a timely manner.</p>	Section 4.8
Are there any taxation consequences of investing?	<p>The acquisition and disposal of Shares may have tax consequences for Applicants depending on their individual taxation circumstances and affairs.</p> <p>Each Applicant should consult their own taxation advisers for advice about any taxation consequences associated with subscribing for and disposing of Shares.</p> <p>Neither Ventus Aqua nor any of the Directors have given any advice regarding the taxation consequences of subscribing for Shares.</p> <p>To the extent permitted by law, Ventus Aqua, the Directors and Ventus Aqua's advisers and officers, do not accept any responsibility or liability for any taxation consequences for persons subscribing for Shares.</p>	Section 11.4
What are the key dates of the Offers?	The key dates of the Offer are set out in the indicative timetable in the Key Offer Information Section of this Prospectus.	

TOPIC	SUMMARY	FURTHER INFORMATION
G. Applying for Shares		
Who can apply for Shares under the Offers?	<p>Public Offer</p> <p>Members of the public resident in Australia may apply for Shares under the Public Offer.</p> <p>SSG Offer</p> <p>Only SSG Vendors may apply for Shares under the SSG Offer.</p> <p>BauMart Offer</p> <p>Only BauMart Holdings may apply for Shares under the BauMart Offer.</p>	Sections 4.1, 4.2 and 4.3
What is required to apply for Shares?	<p>This Prospectus is accompanied by separate Application Forms for each Offer.</p> <p>An Applicant must complete the relevant Application Form accompanying this Prospectus for an Offer, in accordance with the instructions on that Application Form.</p> <p>Under the Public Offer, a cheque for the relevant Application Money must accompany the completed Public Offer Application Form when submitted to Ventus Aqua's Share Registry unless the Applicant pays by BPay® or makes other payment arrangements through the Lead Manager.</p>	Sections 4.10, 4.11 and 4.12
Can the Offers be withdrawn?	<p>Ventus Aqua reserves the right to withdraw any Offer at any time before the issue of Shares to Applicants under the Offer.</p> <p>If the Public Offer is withdrawn, Application Moneys will be refunded to relevant Applicants in full without interest.</p>	Sections 4.1(a), 4.2 and 4.3
H. Further Information		
What are the corporate governance principles and policies of Ventus Aqua?	<p>Ventus Aqua's main corporate governance policies and practices as at the Prospectus Date are outlined in Section 6.</p> <p>In addition, copies of Ventus Aqua's full corporate governance charters and policies are available on Ventus Aqua's website at www.ventusaqua.com.au.</p>	Section 6 and Annexure A
Who will act as Ventus Aqua's Nominated Adviser?	Upon listing on NSX, it is proposed that Blackwall Legal LLP will act as Ventus Aqua's Nominated Adviser for the purposes of the NSX Listing Rules.	Section 11.9
Where can I find more information?	<p>An eligible person considering applying under an Offer should read this Prospectus in full and should consult their own qualified investment advisors if they have any questions. Further information may be obtained:</p> <ul style="list-style-type: none"> • by contacting the Share Registry on +61 8 9389 8033; • by contacting the Lead Manager on +61 8 6558 0810; or • by contacting the Company Secretary on +61 8 6389 2688. 	

2. COMPANY AND BUSINESS OVERVIEW

2.1 Company background

Ventus Aqua was incorporated as a proprietary company on 8 April 2019. It was founded by Directors Sok Kiang Teoh and Seok San (“Susan”) Tan with the aim of identifying, acquiring and developing business investments in the Australian glass production and supply industry.

Ventus Aqua has raised approximately \$3,000,000 (before costs) in seed capital through the issue of Shares to founding and seed investors in 2019.

Ventus Aqua converted from a proprietary company to a public company limited by shares on 12 June 2020 in preparation for the IPO and NSX listing.

2.2 Proposed Acquisitions

Ventus Aqua has entered into agreements to acquire:

- Sydney-based glass production and supply company, SSG, from the SSG Vendors by way of share purchase; and
- the Lease Equipment and associated leasing enterprise from BauMart Holdings as a going concern.

The Lease Equipment is leased by SSG from BauMart Holdings and is integral in the operation of SSG’s business. Its purchase of this equipment and the associated lease will enable the Group to control all of its key manufacturing equipment.

These Acquisitions will allow Ventus Aqua to secure and consolidate all of the key components required for a glass production and supply business that is both an established and scalable operation.

In addition, the Acquisitions bring with them an experienced team led by SSG’s managing director, Mr Sunny Chi. Mr Chi is proposed to be appointed as the Group’s Managing Director going forward. His wealth of industry experience and networks will assist the Group in pursuing its growth strategy through securing additional supply arrangements with builders and contractors for the residential and commercial building industry, as well as creating and maintaining relationships with key industry suppliers.

The consideration payable by Ventus Aqua for the Acquisitions is:

- 36,139,920 Shares to the SSG Vendors, to be allocated as follows:
 - 15,201,532 Shares to Mr Sunny Chi;
 - 11,200,000 Shares to Mr Liwei “Eric” Chi;
 - 8,400,000 Shares to Ms Xianjin “Rachel” Yan; and
 - 1,338,388 Shares to Mutual Street; and
- 11,666,667 Shares to BauMart Holdings.

Consideration in the form of Shares aligns the interests of the sellers with the financial and operational success of Ventus Aqua such that they will obtain a benefit if the value of their Shares increases.

Summaries of the material terms for each Acquisition can be found in Sections 9.4 and 9.5.

2.3 Overview of SSG

(a) Corporate information

SSG is a proprietary company that was incorporated in 2014 by its founder and sole director, Mr Sunny Chi.

SSG currently has 36,139,920 shares on issue which are held by the SSG Vendors as follows:

- Mr Sunny Chi – 15,201,532 SSG Shares;
- Mr Eric Chi – 11,200,000 SSG Shares;
- Ms Rachel Yan – 8,400,000 SSG Shares; and
- Mutual Street – 1,338,388 SSG Shares.

Ms Rachel Yan and Mr Eric Chi are family members of Mr Sunny Chi, being his wife and son respectively.

(b) Business overview

SSG operates a glass production and supply business from its facility in Smithfield, New South Wales.

SSG has two distinct operating divisions: a glass supply division; and a glass contracting solutions division.

- The glass supply division manufactures and supplies custom-made and architectural glass products which include a full range of safety, security, fire production, noise reduction and energy efficiency solutions for use in residential homes and commercial buildings in Australia.
- The recently established glass contracting solutions division focuses on providing developers and construction companies (both small and large scale) with an integrated glass supply solution on a project basis. This involves SSG working closely with the project operators to develop multiple integrated supply solutions which cover all stages of the design, manufacturing, logistic, installation and completion of glass products to be used in their project.

(c) Supply chain management

SSG has strong relationships with raw material suppliers, both internationally and in Australia. The SSG team has developed a large network of suppliers located in Asia, North America and Europe to mitigate the risk of disruption in manufacturing should one supply route experience difficulties.

SSG sources raw material stock sheets in float, pre-laminated and low-e for its manufacturing process. Its large range of raw material suppliers means that there are alternative products and suppliers for all its manufacturing inputs, allowing the business to negotiate favourable terms for its raw materials purchases.

As a sub-segment of the broader building and construction industry, the glass products manufacturing market is regulated by the National Construction Code (formerly known as the Building Code of Australia) and specific industry standards. SSG may implement a pre-qualification process for its major suppliers to ensure they have a quality assurance plan as part of the assessment process. This process is intended to ensure that the raw materials purchased are of high quality and come with the required Australian certified standard that it will be fit for use.

Outlined below are the supply chains for the glass products division and the glass contracting solutions division respectively, providing the key elements, inputs and capabilities of each division.

Glass Products Supply Chain



Glass Contracting Solutions Supply Chain



(d) Manufacturing facility

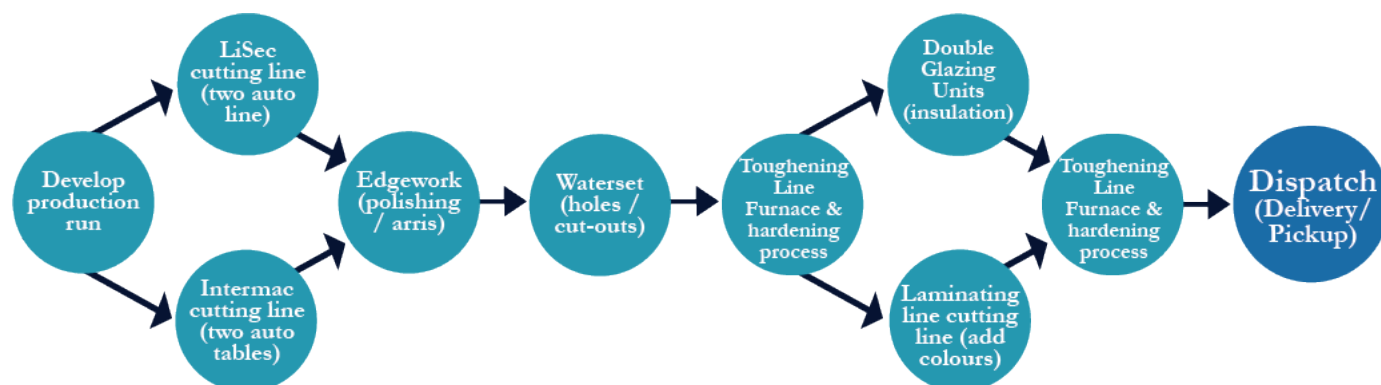
SSG's Smithfield facility is one of the most comprehensive glass processing facilities in New South Wales. The 20,000sqm facility provides the support for the entire business, from logistics, storage, manufacturing and distribution to administration and sales.

The facility has separate and distinct production lines which are fully automated and operated using specialised LiSEC production systems. Dependent on a customer's needs, the raw materials may pass through as many as five different processes before the product is complete.

The production lines are fully automated and have the following key features:

- an automatic storage and retrieval system – the LiSEC gantry glass loading system transports the glass throughout processing by using suction cup frames;
- glass cutting modules – the high speed/high performance automatic glass cutting modules which are pre-programmed to optimise efficiency and accuracy of the products, including an edge grinding and trimming module for all types of glass;
- high-performance laminating machine and autoclave furnace – which allow for the one-stop production of laminated, toughened glass and toughened laminated glass to be manufactured on site;
- a high-performance washing and cleaning module – this ensures that each manufactured product is cleaned to remove all dirt from the surface after the manufacturing process is completed;
- an automatic double glazing machine which produces customised energy efficient double glazing unit glass on site; and
- three separate stand-alone automatic glass cutting machines to cater for adhoc, less complex and smaller quantity orders.

The diagram below shows the facility production lines depicted as a single integrated production line.



These production lines have been designed so that the automation and integration from one process to the next reduces labour requirements and excludes manual glass handling, which in turn is intended to increase the quality of products being supplied.

The development of the production runs using the LiSEC systems optimises the raw material used in the cutting process to ensure accuracy, quality, efficiency and speed while minimising wastage. The system allows large volumes of batched orders to be entered concurrently to enhance cost-effective stock usage and to lower manufacturing costs.

The LiSec supplier has a local support team that is available within short time periods, meaning that any issues with the production equipment can be dealt with promptly and production down-time is minimised.

The facility has a large surplus production capacity at present. The Directors are of the opinion that this is a strategic benefit for the Group as SSG will not require additional workplace in New South Wales as it looks to expand the glass supply business.

(e) Product range

SSG manufactures a broad range of architectural glass product types for a variety of end users, primarily for residential and commercial construction applications. Its business' core product categories, descriptions and application and uses are summarised in the table below.

CATEGORY	DESCRIPTION	TYPICAL USES/ APPLICATIONS
Flat glass/ float glass	<p>Glass that is cut to size / annealed to a customer's specifications.</p> <p>Product finishes are available in tinted float glass and in a variety of colours.</p> <p>Primarily designed for solar control and energy efficiency.</p> <p>SSG has the ability to produce clear float glass, tinted float glass, ultra-clear float glass, solar-reflective flat glass, low-e flat glass and art glass, and can cater to custom orders.</p>	<ul style="list-style-type: none"> • Windows and doors for residential and non-residential use. • Exterior façade for buildings. • Substrates for various compound glass. • Interior decoration. • Architectural features. • Show windows.
Laminated glass	<p>Two or more pieces of glass that are bonded together by an interlayer.</p> <p>The interlayer allows the glass to bend to a certain degree, making it more flexible and harder to break than annealed glass, thereby reducing the safety hazard associated with shattered glass fragments, as well as the security risk associated with easy penetration.</p>	<ul style="list-style-type: none"> • Building windows. • House windows. • Transport industry.
Toughened glass	<p>Made from annealed glass treated with a thermal tempering process.</p> <p>Toughened glass has greater strength resistance and safety performance.</p> <p>SSG can produce a range of toughened glass, including curved toughened glass and ceramic frit glass.</p>	<ul style="list-style-type: none"> • Windows and doors. • Various household applications such as shower screens and tabletops. • Architectural applications for building facades and green building design.
Heat-strengthened glass	<p>Glass that provides necessary resistance to thermal stress associated with high performance glazing materials.</p> <p>Heat-strengthened glass also results in less optical distortion in the façade and retains normal properties of annealed glass including chemical resistances, hardness, expansion and deflection.</p>	<ul style="list-style-type: none"> • Vertical vision spandrel areas. • Laminated sloped glazing.
Insulating glass units	<p>Comprises two or more plies of glass that are separated with an aluminium spacer bar fully filled with desiccant, where sides are sealed with high-strength sealant.</p>	<ul style="list-style-type: none"> • Commercial or residential fixed and operable windows. • Curtain wall. • Storefronts. • Sloped or overhead glazing. • Non-vision (spandrel) locations.

These products can be custom-made to the design specifications required by a customer, including the colour, size, finish required for a high quality precision product.

One of SSG's key capabilities is its ability to manufacture double glazing units at its Smithfield facility. With the greater focus on energy efficiency by both the public and private sectors, double glazing products are becoming more widely used within developments. SSG has an advantage of local manufacturing capabilities, as most other local manufacturers use overseas suppliers with slower turnaround times.

(f) Customers

The extensive range of products which SSG is able to supply enables it to service most customers in the glass product industry.

Architectural glass is predominately used in the residential and commercial building sectors, for both large and small scale project.

SSG has grown its range of target customers over the last 3 years as it adds more product lines and builds its presence and reputation in the marketplace.

SSG's customers include:

- building and construction businesses, both large and smaller scale, for residential and commercial property developments;
- other glass product manufacturers without local facilities;
- glaziers and façade installers;
- architects and designers;
- kitchen, bathroom and interior glass fitters; and
- building renovation businesses.

(g) Box Hill Contract

Over the last year, SSG has focused its efforts on enhancing its capabilities in managing mid to large scale glass supply projects and establishing its glass contracting solutions division. This work culminated in SSG securing the Box Hill Contract, being a subcontract to supply and install glass products for the Panorama Box Hill construction project.

The Panorama project is a mixture of residential apartment and retail space located approximately 14 kilometres east of Melbourne's Central Business District. Construction of the development, comprising 31 floors with approximately 380 residences, has already commenced, with supply and installation of the glass components scheduled to start in July 2020 and continue through to December 2021.

Under the Box Hill Contract:

- SSG will supply and install, among other things, windows and curtain walls, glazed roofing, automated windows, double height wind screens, glazed winter garden louvres and AL1 Slab Edge Cladding required for the entire residential apartment project;
- SSG is to receive a contract sum of approximately \$12.25 million, subject to any project variations; and
- revenue and cash flows are currently scheduled to commence in July 2020 and continue through to December 2021 for practical completion.

As the delivery of the contract progresses, SSG will manage the logistics for the receipt of finished goods into Melbourne and then onto the building site. It will be responsible for installation and completion of all glass products.

The Box Hill Contract has validated SSG's decision to establish its glass contracting solutions division, as it showcases SSG's capabilities, including its ability to:

- manage the entire glass solution supply chain for a large scale project;
- leverage off existing relationships to source local and overseas suppliers with strong capabilities in design and manufacture – this allowed the developer to short list and pre-qualified appropriate suppliers for the contract;

- work between a developer and supplier to ensure all design requirements are met and the specifications for the building materials are compliant with Australian standards, including provision of certain engineering sign-offs; and
- assess supplier facilities to ensure capability of equipment and quality standards are in place.

A summary of the materials terms of the Box Hill Contract can be found in Section 9.6.

(h) Research and development

In 2017, SSG commenced a research and development programme to develop cyclonic glass through the use of new laminating and bonding techniques. The traditional toughened glass markets of bullet proof glass and aircraft windshields use these methods, but this results in the glass being too heavy and thick for the residential and commercial real estate application. The aim of the programme is to develop a glass that can withstand debris impacts of up to 320 km/h but is much thinner and lighter than the existing alternatives.

SSG has received research and development tax incentives for the programme during the development period. While the programme is on-going, it has not yielded a product design which can withstand high velocity impacts at this stage.

It is proposed that the Group will continue to invest in this programme in the short to medium-term due to the significance a product of this nature could have on the building industry in areas of the community which have a heightened the risk of damage caused by cyclonic activity or climate change. However, it is not considered to be a core activity of the business at this time.

Ongoing investment in the programme will be reviewed periodically having regard to the advancement of a product and to the Group's ability to continue funding based on its financial circumstances.

(i) Regulation and accreditation

A wide range of standards govern the safety and quality of glass products manufactured in Australia. Those applicable to the Group's SSG business are as follows:

STANDARD	DESCRIPTION
AS/NZS 4667:2000 – Quality requirements for cut-to-size and processed glass	Sets out the quality requirements for cut sizes of flat, transparent, clear ordinary annealed, tinted heat-absorbing, patterned and wired glass for general glazing and/or further processing.
AS/NZS 2208:1996 – Safety glazing materials in buildings	Specifies the functional properties of various safety glazing materials, including toughened glass, laminated glass, wired glass, organic-coated glass and plastic. The standard also sets out the requirements for the Grade A and Grade B classifications, according to performance requirements, including weathering and ageing.
AS/NZS 2080:2006 – Safety glazing for land vehicles	Specifies the requirements and includes methods of tests for flat and curved toughened and laminated safety glazing for windscreens and other glazing for land vehicles.

SSG holds a current Certificate of Compliance in relation to AS/NZS 2208:1996 – Safety glazing materials in buildings and AS/NZS 2080:2006 – Safety glazing for land vehicles.

2.4 Overview of Lease Assets

(a) Nature of assets

The Lease Assets which are to be acquired by Ventus Aqua relate to the leasing enterprise conducted by BauMart Holdings under the Equipment Lease. Under the Lease, BauMart Holdings leases the Lease Equipment to SSG.

Ventus Aqua has agreed to purchase from BauMart Holdings:

- the Lease Equipment; and
- BauMart Holdings' rights under the Equipment Lease, which are to be assigned to Ventus Aqua.

The assets do not include BauMart Holdings' entitlement to receive a final payment of \$55,000 (inclusive of GST) for outstanding amounts owed by SSG under the Equipment Lease, nor goodwill related to the leasing enterprise.

(b) Lease Equipment

The Lease Equipment comprises various items of machinery and systems which form part of SSG's automated glass processing production line (see Section 2.3(d)).

The equipment includes:

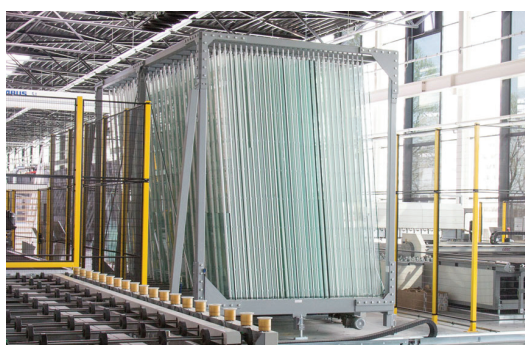
- an automatic storage and retrieval system;
- high speed and high-performance automatic glass cutting modules;
- high-performance laminating machine; and
- a high-performance washing and cleaning module.



AUTOMATIC GLASS CUTTING MACHINE

The Lease Equipment is integral to SSG's automated production lines. It covers the cutting, polishing and toughening of raw materials to the customised laminating and double-glazing unit end product, amongst other processes, as described in the diagram in Section 2.3(d).

The LiSec system collects production data, enabling feedback and sensor data to be analysed for predictive and preventive maintenance. The equipment and software allow this automated and integrated system to reduce labour costs and minimises manual glass handling which in turn increases the quality of products being supplied.



GLASS BUFFER SYSTEM



AUTOMATIC CRANE STOCKING

The majority of the equipment was manufactured by Austrian manufacturer, LISEC Holding GMBH, a company which has over 50 years of history in the manufacture of specialty processing machines and system solutions in the field of flat glass processing and refining.

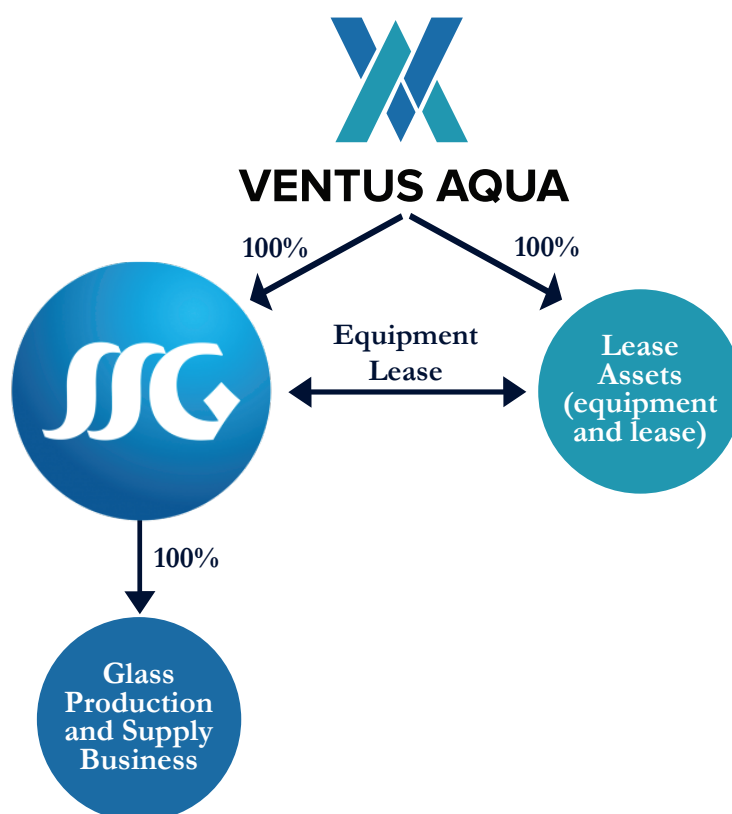
In addition to the specialised LiSEC machinery and systems, the Lease Equipment also comprises:

- three separate stand-alone automatic glass cutting machines to cater for adhoc, less complex and smaller quantity orders;
- water-jet cutting machines;
- a ceramic roller; and
- a diamond polishing wheel for the finishing process.

2.5 Proposed corporate structure

Following completion of the Acquisitions, SSG will become a wholly-owned subsidiary of Ventus Aqua. It will continue to have access to the Lease Assets under the Equipment Lease which will remain in effect.

The proposed structure of the Group following completion of the Acquisitions is outlined below.



Ventus Aqua may establish other operational subsidiaries in the future, but does not presently have any plans to do so.

2.6 Proposed operations

After completion of the Acquisitions and listing on NSX, the Group's trading activities will be conducted through SSG as Ventus Aqua's wholly-owned operational subsidiary. The Group's primary business undertaking will be SSG's glass production and supply business.

Ventus Aqua will remain a largely passive holding entity which will not conduct any day-to-day trading activities.

2.7 Proposed business model

After completion of the Acquisitions and listing on NSX, Ventus Aqua will hold an investment in SSG's business through its shareholding in SSG.

The Group is focussed on growing both divisions within SSG and delivering sustainable earnings growth to its

shareholders.

The SSG business will continue operating its two business divisions: glass supply and glass contracting solutions. It will provide the full range of safety, security, fire production, noise reduction and energy efficiency glass solutions for use in residential homes and commercial buildings, primarily to SSG's traditional customer base in New South Wales.

The Board considers operating these two distinct but complementary divisions is an appropriate risk mitigation strategy in that it diversifies the Group's exposure to market fluctuations by servicing both larger construction projects (e.g. the Box Hill Contract) as well as smaller, higher volume work (e.g. home renovations, residential construction).

The primary focus in the near term will be the Group's delivery of the Box Hill Contract which is currently anticipated to be its primary source of revenue between July 2020 and December 2021.

The Group will invest in further developing and expanding the business' market share in New South Wales, but will also look to leverage on SSG's engagement under the Box Hill Contract to support its expansion into Victoria. SSG is in the process of establishing a Melbourne facility which will initially support the Box Hill Contract delivery, as well as future operations in Victoria.

The Group will not concentrate on one specific category of client or contract type but look to develop relationships and win contracts in the Victorian market while continuing to grow market share in New South Wales.

2.8 Competitive advantages

The Board believes that the Group's proposed business model will be mainly driven by its key competitive advantages, including:

- positioning of SSG as a specialist supplier of value-added and custom-made glass products;
- SSG's range of products and capability to deliver all types of manufactured glass without the need to outsource any element of the process to a third party supplier;
- SSG's ability to leverage its extensive supply chain to ensure delivery of quality raw materials within short lead times;
- SSG's existing large-scale facility at Smithfield, including its fully automated production lines and LiSEC systems, which give it the capability to produce, high quality, custom-made products with accuracy, efficiency and speed to meet customer specific requirements; and
- SSG's experienced executive management with a significant understanding of the glass manufacturing and supply industry and the Australian market.

The Board believes that an NSX listing will be a strategic step in the development of the SSG business by lifting its profile within the industry, providing additional capital to fund future growth, and improving access to future capital.

2.9 Key dependencies

The Group's proposed business model will be primarily dependent upon the following:

- continued market demand for architectural glass production
- availability of the Smithfield facility and the Leased Assets to undertake its operations;
- continued supply of raw materials, particularly to deliver on the Box Hill Contract;
- the legal and regulatory regime in Australia for construction businesses not being subject to substantial change which may prohibit or substantially impede any activities of the Group, or that would make compliance cost prohibitive; and

- the recruitment and retention of key personnel skilled in the glass products supply industry.

2.10 Business development

(a) Victorian expansion

SSG is in the process of establishing a Melbourne facility, primarily to support its delivery of the Box Hill Contract. This facility will be used as the logistics centre and home base for the Box Hill Contract team and will double as the Group's Victorian headquarters.

The market for high end architectural glass and in particular, the opportunities in facade installation and double glazing unit sales, provides the backdrop for the Group to expand operations to Melbourne and establish its presence in Victoria.

The Group will look to employ additional personnel to staff its Victorian operations, but proposes to use its existing workforce to deliver the Box Hill Contract initially. The Group anticipates the staff at its Victorian office will grow by approximately 24 employees over the first 12 months of the Box Hill Contract. This is a key milestone for SSG as it establishes the glass solutions business and provides a footprint in the Victorian market.

Further, the Group will look to establish a sales team to expand the glass products business (initial serviced by the Smithfield facility) into the Victorian market.

SSG is currently reviewing commercial premises in the greater Melbourne area as a potential site for a facility. It may look to take advantage of the currently favourable conditions for tenants in the Melbourne commercial property market by securing a leasehold property prior to or shortly after completion of SSG's acquisition by Ventus Aqua. The potential rent and other costs associated with a lease property have been accounted for in the Group's budget for 2020/2021.

(b) Order pipeline

A fundamental objective of the Group's business development strategy for SSG is to increase the number and size of customer orders in the pipeline to replace existing orders as they are completed. The Group will target existing relationships and build new channels with the increased sales and marketing staff.

The Board is confident that the current market position of SSG will enable the business to continue to grow through the award of new orders, and the executive team maintains a watching brief over a number of potential projects.

(c) Product innovation

In addition to growth through securing new projects, the Group acknowledges that innovative and sustainable product offerings are a key to maintaining a competitive advantage in the industry. The Group will continue to support the research and development programme initiated by SSG in the development of cyclonic glass through the use of new laminating materials and bonding techniques in the short to medium term, subject to the progress of the programme and the Group's financial circumstances.

The Group may also invest in other product development and innovation on a case-by-case basis.

(d) Other

The Board also aims for the Group to generate ongoing and sustainable growth by:

- increasing sales and marketing staff in New South Wales to maintain and develop current relationships with the existing customer and establish a new customer base for the SSG business;
- developing a SSG's branded glass products range which are certified and branded as its own products;

- if required, recruiting new staff to deliver the Box Hill Contract;
- expanding the existing product and service offerings into both Melbourne and Sydney to leverage off the new glass contracting solutions division; and
- building and maintaining strategic alliances with customers, suppliers, builders and developers.

Following completion of the Offers, the Board believes that the Group will have sufficient financial capacity to enable it to pursue its growth objectives.

The Group will also continue to assess the Australian and international glass and glass product industry for opportunities involving innovative and sustainable materials and the associated equipment requirements that may present investment opportunities.

2.11 Finance arrangements

The Group members do not have any material loan or financing arrangements in place at the Prospectus Date other than the loans provided by Mutual Street and Mr Sunny Chi to SSG. Ventus Aqua proposes to repay these loans in the short-term. Please see Sections 2.12(a), 9.10 and 9.11 for further information in this regard.

The Board currently intends that the Group's operations and growth be funded from the proceeds of the Offers as described in Section 4.5, as well as revenue generated by the SSG business.

2.12 Capital management

(a) Pre-IPO

Ventus Aqua currently holds an investment in the Mustera Property Fund. This fund is an unlisted managed investment scheme in the property sector.

Ventus Aqua holds 2,000,000 of the \$1.00 units in the fund. This \$2 million investment was made as a short term placement of pre-IPO seed capital to gain an increased return compared to term deposits with banks or traditional financial institutions. It does not form part of the Group's long-term business strategy or proposed undertaking.

Ventus Aqua considers that these units have a fair value of \$2 million. The fair value of the investment is based on the observable market price of units traded by arms-length parties over the last year and is considered to be liquid.

Ventus Aqua intends to realise this investment shortly after listing on NSX and to apply the proceeds to repayment of loans owed by SSG to Mutual Street and Mr Sunny Chi.

Further information about the realisation of the investment and repayment of loans can be found in the Independent Limited Assurance Report in Section 8.

(b) IPO surplus

The Board intends to reinvest any surplus funds from the Offers firstly towards the Group's business, or otherwise towards short-term investments with lower risk and higher returns (e.g. short-term money market with Australian banking or financial institutions).

2.13 Dividend policy

Ventus Aqua does not have a dividend policy as it does not foresee payment of dividends in the immediate future. However, the Board will review this from time to time having regard to the Group's financial position and business objectives.

3. INDUSTRY AND MARKET OVERVIEW

3.1 Introduction

The Group's business and strategy is primarily focussed on opportunities in the building and construction industry as it will operate within the sub-segment of glass and glass product manufacturing, specifically in the flat glass market segment. The flat glass segment includes float-glass, glass processing and architectural glass used in buildings, and basic flat glass is processed for a variety of uses in the residential and non-residential construction industry. The flat glass products provided by SSG are processed at the Smithfield facility from raw glass materials purchased from glass manufacturers.

3.2 The Australian market

Glass manufacturing activities in Australia are predominantly situated in capital cities and major downstream manufacturing centres. New South Wales is the hub of several large-scale glass manufacturers and accounts for one-third of the industry, although industry performance in that state has fluctuated substantially over the past 5 years.

Victoria has the second largest market share of the industry, with many downstream fabrication firms operating in close proximity. South Australia is marginally overrepresented in industry enterprises owing mainly to the position of specialist glass product manufacturers. Both Victoria and South Australia currently account for high shares in terms of industry employment, reflecting the high level of concentration of activity in downstream industries.

Queensland is underrepresented in the industry which indicates that the state is mainly serviced by processed glass products sourced from other states or by imports.

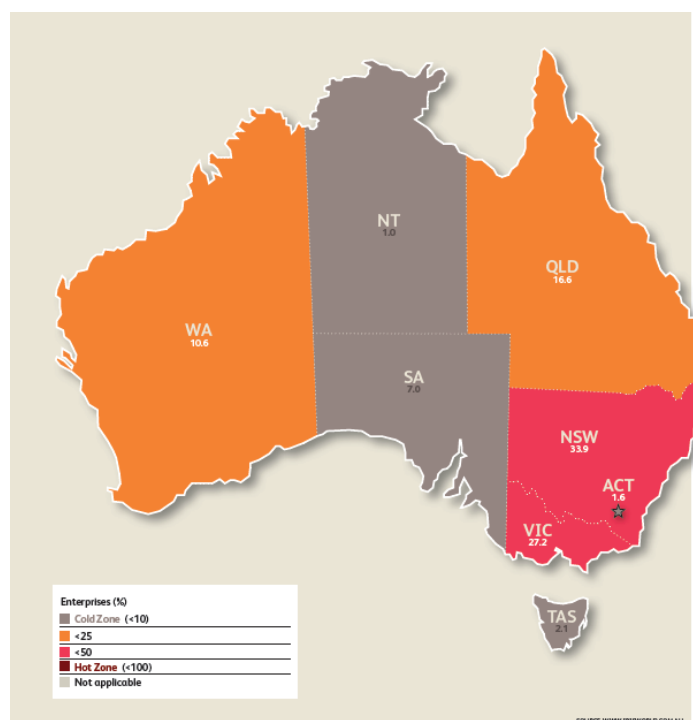


FIGURE 3.1 THE AUSTRALIAN MARKET

The Group's outlook with regard to the Australian building construction industry remains positive. Whilst the construction market is cyclical by nature, the number of residential, commercial and hotel property developments currently in planning, approval and tendering phases across the capital cities of Sydney, Melbourne and Perth indicate stable and sufficient market demand for the Group's products in the medium term.¹ Strategically, SSG is based in the industrial precinct of Smithfield, New South Wales located approximately 30km from the Sydney CBD, with a proposed new branch office to be established in Melbourne, whilst Ventus Aqua has a corporate office based in Perth.

¹ Speers, B & Martin-Henry, B. 2020. CBRE Research. *Real Estate Market Outlook - Office*

One key advantage of the Australian residential and commercial property market is that they are transparent and operate within an established legal framework comparable to other development economies.

In recent years, historically low interest rates have sustained housing demand for local investors, and supply is still supported by population growth.² Both continue to contribute to the local economy by stimulating construction activity in private and public sectors.² Importantly, although new and ongoing projects in the industry have been and will continue to be impacted by the coronavirus (COVID-19) pandemic and the strictness and duration of the lockdowns implemented by the federal and state/territory governments, it is expected that there will be a gradual recovery in the industry when restrictions begin to ease, supported by stimulus from both fiscal and monetary policy.

In Australia, population growth remains the key driver of demand for new housing supply and upgrades to public infrastructure.² According to the Australian Bureau of Statistics in a report released in September 2019, Sydney's population of 5.3 million is growing at 1.8 per cent and Melbourne is at 5.1 million with an estimated annual growth rate of 2.5 per cent.³ In the long term, New South Wales is expected to remain as the most populous state, with a projected population of over 9 million by 2027.³ Victoria is expected to experience the largest and fastest increase in population, with its population projected to reach between an estimated 7.5 million and 7.9 million people by 2027.³ While COVID-19 could impact near term growth, in the long term, these headwinds will ease given Australia's sustained competitive advantage as an education destination, as well as a tourism destination, likely enhanced by the relatively successful containment of the pandemic.

An increasing population in urban centres and the demand this would place on the housing market to provide acceptable accommodation in areas where work is available may present opportunities for suppliers of building materials such as SSG, who are capable of delivering premium products at competitive prices. The Directors are of the opinion that the Group, in line with its business objectives of developing the SSG business and enhancing its equipment investment in the sector, may be able to take advantage of market opportunities that present through the near term levels of consumer demand, as well as long term opportunities as population growth is accommodated through increasing the urban footprint of each capital city.

3.3 Market for flat glass products

It is estimated that the manufacture of flat glass products, including architectural and float glass, contributes approximately 53% of revenue in the glass and glass products industry in Australia each year. In particular, architectural glass products have seen an increase in demand over the past 5 years owing to large-scale office developments and retail stores, as well as significant investment in multi-storey apartments.

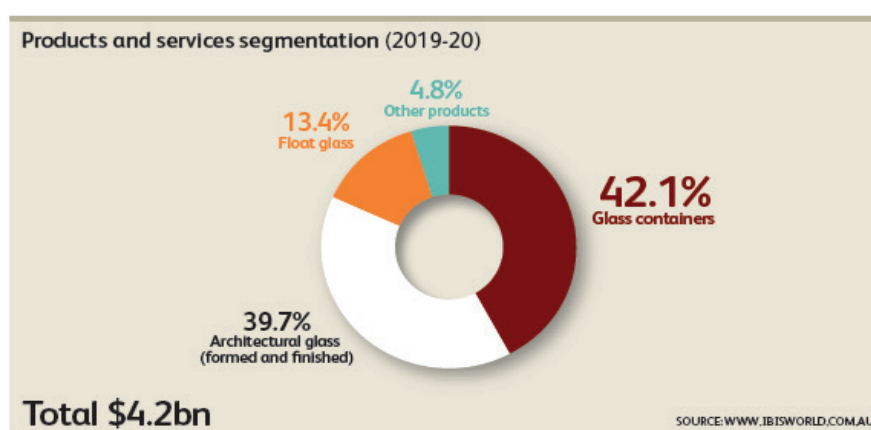


FIGURE 3.2 AUSTRALIAN GLASS PRODUCTS AND SERVICES SEGMENTATION

Demand for flat glass products is dependent upon activity in the downstream construction markets. Basic flat glass is processed for a variety of uses in the industry. The use of flat glass for windows is relatively free of competition from substitutes, as alternatives such as plastic have poor transparency and refraction properties.

The market for flat glass products displayed solid growth over the past 5 years bolstered by demand in the commercial building and apartment construction market. It is expected that industry revenue will increase at an annualised 2%

through to 2020, to reach an estimated \$4.2 billion before contracting by 2.8% in the coming year due to completion of several large-scale office, hotel and casino projects.

Despite the impact of slower growth in the near term, the Board is optimistic of an upswing in demand, due to recent estimates that place all major cities to be either back in, or very close to, a position of under-supply of residential property, specifically the apartment market, by mid-2021. Moreover, the latest round of economic stimulus packages being considered by the Australian Government to support an economy recovery from the COVID-19 pandemic could include measures for house building or residential construction.⁴

Moreover, while there are weaker glass sales associated with the falling investment in large-scale office and hospital construction projects, the industry will likely benefit from the rising demand for small-scale institutional buildings such as schools, retail store developments and aged care facilities.

Although import competition and cyclical fluctuations in the building industry can affect market demand for flat glass products, there has been a long-term trend toward the increased use of glass in substitution for other traditional building products. For instance, the use of glass for building façade, balustrades, awnings, fencing and partitions has gained traction in recent years compared to traditional materials such as wood or metal due to growing energy efficiency and cost-awareness among builders and property owners, coupled with innovations in architectural design preferences and technological advancements.

Furthermore, since the introduction of energy efficiency regulations in Australia in 2011, the increased use of glass solutions available (such as low-e glass or double-glazing) to maximise control over energy efficiency in new houses and buildings or the building retrofit market has increased substantially.⁵

3.4 The National Construction Code

The National Construction Code (NCC) (formerly the Building Code of Australia) published by the the Australian Building Code Board (ABCB) provides a uniform set of technical provisions for the design and construction of buildings in Australia.⁶

An increasing priority of the ABCB in recent years has been energy efficiency and energy performance for residential and non-residential construction, and changes to the NCC, as recent as May 2019, include guidelines on energy efficiency transition based on the Australian Government's National Energy Productivity Plan and key measures developed cooperatively between Commonwealth, state and territory governments.⁷ For instance, changes that came into effect on 1 May 2019 identify new measures for energy efficiency improvements throughout the building system, from thermal performance to energy usage and renewable energy generation, aimed at supporting the Australian Government's commitment under the Paris Agreement on climate change to reducing greenhouse gas emissions 26-28% below 2005 levels by 2030.⁷ At present, a 6-star house energy rating is the minimum standard in most states and territories with the requirement for good thermal performance.⁸

Under the NCC, buildings must have, to the degree necessary, a level of thermal performance to facilitate the efficient use of energy for artificial heating and cooling.⁶ Furthermore, a building, including its services, must have the features that facilitate the efficient use of energy.⁶

The Commercial Building Disclosure program also requires sellers and lessors of commercial office spaces over 1000sqm to provide energy efficiency information to prospective buyers and tenants.⁹ These requirements have encouraged the increased use of glass solutions available such as low-e glass or double-glazing to maximise control over energy efficiency in buildings.¹⁰

Furthermore, the NCC has provisions applicable to vertical and sloped overhead glass assemblies in buildings that are subject to factors such as wind loading and human impact to reduce the risk of glass failure and breakage.¹¹ To ensure compliance with these provisions heat strengthened glass, laminated safety glass or toughened safety glass will need to be used in substitution of standard glass products.¹¹

⁴ Australian Government. 2020. *Australian government homebuilder stimulus package*

⁵ Canny Living 2015. *Glazing of windows and doors*. Available from <http://www.cl-windows-doors.com/glazing>

⁶ Australian Glass and Window Association 2015. *A Guide to Energy Efficiency Compliance*

⁷ Australian Glass and Window Association. 2019. *Technical factsheet: NCC 2019 – Section J*

⁸ Australian Building Codes Board. 2019. *Energy Efficiency NCC, Volume Two*

⁹ Government Priorities. Available from <https://www.energy.gov.au/government-priorities/energy-productivity-and-energy-efficiency/commercial-buildings>

¹⁰ Canny Living 2015. *Glazing of windows and doors*. Available from <http://www.cl-windows-doors.com/glazing>

¹¹ Marfella, G. 2017. When building glass breaks dangerously, it is a design problem. Available from <https://pursuit.unimelb.edu.au/articles/when-building-glass-breaks-dangerously-it-is-a-design-problem>

The recent focus on energy efficiency has also seen growing demand for glass in the field of photovoltaics with the major competitors in the industry expanding their business units to exploit this new segment. Photovoltaic technology produces free electrons when exposed to light resulting in the production of an electric current. This technology is gaining popularity in Australia and is providing architects with more flexibility when designing sustainable buildings.¹² Photovoltaic glass contributes to a building's sustainability using passive elements through low emissivity with the glass reflecting the ultraviolet rays and radiation from the sun from preventing them from heating the building's interior, while active elements generate solar-derived energy simultaneously.¹²

By providing a broad range of flat glass products, including those which assist with compliance with the energy efficiency and safety requirements of the NCC, the Board believes that the Group is well positioned to maintain a competitive advantage in the industry

3.5 Competitive landscape

(a) Key factors

The competition for the supply of glass and glass products is dependent on a number of factors as set out below and are applicable to existing operators such as the Group and any new entrants in the market:

- (i) *supply of key inputs* – being able to secure contracts for the supply of raw materials is essential for an industry operator to be able to control input costs in the long term;
- (ii) *marketing expertise* – industry operators must be able to run effective marketing campaigns;
- (iii) *economies of scale* – being able to achieve economies of scale within the industry by increasing the efficiency of the operations can position an industry operator well ahead of others;
- (iv) *control over market supply* – a successful industry operator usually dominates the flat glass segment and effectively having the ability to control total supply on the market; and
- (v) *excellent customer relations* – in a highly competitive industry, successful operators maintain close working relationships with their key clients and can customise products to meet client's needs.

(b) Cost structure benchmarks

Over the past 5 years, the cost structure of the glass and glass products industry has fluctuated; and the industry has seen a decline in profitability due to increased competition from substitutes and imports as well as decline in demand. It is expected that improvements in productivity may support profitability over the period but the rising input costs such as raw material, gas and electricity prices for production may outweigh the effects of such improvements.

Other factors that make up the cost structure of the industry include labour, depreciation, rental expenses and general operating expenses such as freight transport, marketing, accounting, insurance, communication and office administration.

(c) Basis of competition

The level of competition in the glass and glass products industry is high and increasing due to the industry's exposure to low-cost imports and competition from substitute products, and pricing remains a key basis for industry competition.

(d) Barriers to entry

The barriers to entry in the glass and glass products industry are high and steady due mainly to the dominance of existing vertically and horizontally integrated producers. A new participant would have to aggressively challenge the existing manufacturers in the market to obtain a viable foothold.

(e) Industry globalisation

While the glass and glass products industry has traditionally been highly globalised, at its current state its globalisation level is considered moderate. Exports offer growth opportunities to local manufacturers, but the import competition bring a higher risk for domestic firms as foreign companies satisfy local demand for products.

3.6 Technology and systems

The glass and glass products industry continues to experience a high degree of technological change and innovation in terms of product attributes and production methodology.

As noted above, there has been a long-term trend toward the increased use of glass in substitution for other traditional building products such as wood or metal which reflects the growing energy-cost awareness among builders and property owners. This development of new technologically advanced products is a way in which glass manufacturers and suppliers may more effectively move into new glass markets and maintain market share by introducing new innovative products.

Major manufacturers have implemented advances in technology to extract maximum efficiency from production. The availability of automated glass processing equipment in an industry where cost structure is heavily weighted towards the purchase of raw material and energy outputs into production has greatly reduced the labour costs associated with production.

The Board believes that the Group's long-term view and objectives in relation to equipment investments and research and development will not only assist the SSG business in achieving and maintaining a lean and cost-effective production line but also continue to expand its innovative product offerings.

3.7 Regulation and policy

The glass and glass product manufacturing industry operates in a highly regulated environment, with regulations across the federal, state and local government jurisdictions including product standards and production safety standards. The costs of compliance with regulatory standards is estimated to add significantly to operating in this industry but may also limit the entry of new competitors and ensure legally recognised standards of production.

3.8 Nature of information – cautionary statement

This Section 3 contains various publicly available estimates, projections, statements and opinions by government and industry bodies in relation to activity (both historical and prospective) in the glass and glass product manufacturing and building industries in Australia.

The Board considers that it is appropriate to include the information in this Section 3 to provide industry information to assist investors in their decision-making process as to whether to invest in Shares under this Prospectus. However, such estimates, projections, statements and opinions contain an element of uncertainty and risk. There cannot be any guarantee that the subject matter of the estimates, projections, statements and opinions will occur as anticipated or at all.

3.9 Source of information

Except as expressly noted otherwise, the information contained in this Section 3 has been prepared based upon the 'IBISWorld Industry Report C2010 – Glass and Glass Product Manufacturing in Australia' published by IBISWorld Pty Ltd (ACN 006 819 987) and dated October 2019.

4. DETAILS OF THE OFFERS

4.1 Public Offer

(a) Offer structure

Ventus Aqua invites Applications for 6,666,667 Shares at an issue price of \$0.30 per Share to raise \$2,000,000 (before costs) under this Prospectus.

All Shares offered under the Public Offer will be issued as fully-paid and will rank equally in all respects with all Existing Shares. Further details of the rights and liabilities attaching to Shares are set out in Section 10.

Ventus Aqua, in consultation with the Lead Manager, reserves the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for under the Public Offer.

Ventus Aqua also reserves the right to withdraw the Public Offer at any time before Shares are issued under it.

Please refer to Section 4.10 for details on how to apply for Shares under the Public Offer.

(b) Minimum subscription

The Minimum Subscription for the Public Offer is \$2,000,000 (before costs) through the issue of 6,666,667 Shares at an issue price of \$0.30 per Share.

(c) Oversubscription

Ventus Aqua may accept oversubscriptions under the Public Offer for up to an additional 3,333,333 Shares at an issue price of \$0.30 per Share to raise up to an additional \$1,000,000.

(d) Lead Manager

Ventus Aqua has appointed the Lead Manager, Townshend Capital Pty Ltd, as lead manager to the Public Offer.

The Lead Manager will receive a fee of 1% on all funds raised under the Public Offer (i.e. between \$20,000 and \$30,000 excluding GST).

Refer to Section 9.3 for full details of the Lead Manager mandate.

(e) Underwriting

The Minimum Subscription for the Public Offer is fully underwritten by the Lead Manager on a conditional basis.

The Lead Manager will be entitled to receive fee equal to 3% of the underwritten amount (i.e. \$60,000 excluding GST) as consideration for it agreeing to underwrite the Public Offer.

A summary of the terms and conditions of the Underwriting Agreement, including the circumstances in which the Lead Manager may terminate its underwriting commitment, is set out in Section 9.2.

The Lead Manager may enter into sub-underwriting agreements with a number of independent parties.

The Lead Manager has indicated that neither the Lead Manager nor any sub-underwriter will become a substantial holder (i.e. will not have a controlling interest in 5% or more of the Shares on issue) as a result of complying with their commitments under the Underwriting Agreement or the sub-underwriting agreements.

(as applicable).

(f) Purpose of the Public Offer

The purpose of the Public Offer is to:

- raise a minimum of \$2,000,000 before costs, with the ability to accept oversubscriptions of an additional \$1,000,000 before costs, to fund:
 - SSG's growth strategy in New South Wales;
 - the expansion of SSG into the Victorian market and support the Box Hill Contract; and
 - to continue SSG's research and development programme for cyclonic glass;
- provide general working capital for the Group's operations;
- repay certain of the Group's existing debt;
- pay for the outstanding costs of the Offers; and
- enable Ventus Aqua to list on NSX, and thereby provide a market for its Shares and better enable the Group to access equity capital markets.

4.2 SSG Offer

Ventus Aqua invites the SSG Vendors to apply for 36,139,920 Shares for nil cash consideration, pursuant to the terms of the Share Purchase Agreement. Further details of the Share Purchase Agreement are set out in Section 9.4 of this Prospectus.

Only an SSG Vendor may apply under the SSG Offer.

Each SSG Vendor may apply for up to the following number of Shares under the SSG Offer, in accordance with the Share Purchase Agreement:

- Mr Sunny Chi – 15,201,532 Shares;
- Mr Eric Chi – 11,200,000 Shares;
- Ms Rachel Yan – 8,400,000 Shares; and
- Mutual Street – 1,338,388 Shares.

The SSG Offer does not have a minimum subscription requirement, does not have any allocation for oversubscriptions, and is not underwritten.

All Shares issued pursuant to the SSG Offer will be issued as fully paid and will rank equally in all respects with all Existing Shares. Further details of the rights attaching to Shares are set out in Section 10.

Ventus Aqua reserves the right to withdraw the SSG Offer at any time before Shares are issued under it.

Please refer to Section 4.11 for details on how to apply for Shares under the SSG Offer.

4.3 BauMart Offer

Ventus Aqua invites the BauMart Holdings to apply for 11,666,667 Shares for nil cash consideration, pursuant to the terms of the Asset Purchase Agreement. Further details of the Asset Purchase Agreement are set out in Section 9.5 of this Prospectus

Only BauMart Holdings may apply under the BauMart Offer.

The BauMart Offer does not have a minimum subscription requirement, does not have any allocation for oversubscriptions, and is not underwritten.

All Shares issued pursuant to the BauMart Offer will be issued as fully paid and will rank equally in all respects with all Existing Shares. Further details of the rights attaching to Shares are set out in Section 10.

Ventus Aqua reserves the right to withdraw the BauMart Offer at any time before Shares are issued under it.

Please refer to Section 4.12 for details on how to apply for Shares under the BauMart Offer.

4.4 Conditions of the Offers

All of the Offers are conditional upon the below events:

- the Minimum Subscription for the Public Offer being attained;
- NSX approving Ventus Aqua's application for admission to the Official List and Ventus Aqua receiving conditional approval for quotation of its Shares on the NSX within 3 months after the Prospectus Date (refer to Section 4.18); and
- Ventus Aqua completing both Acquisitions.

BauMart Holdings must obtain shareholder approval under ASX Listing Rule 11.4 for its sale of the Lease Assets to Ventus Aqua before the Acquisition of the Lease Assets can complete. BauMart Holdings has advised it proposes to convene a general meeting for this purpose on or about 17 July 2020.

If the above conditions to the Offers are not satisfied, then Ventus Aqua may either:

- issue a supplementary or replacement prospectus to Applicants allowing them one month to withdraw their Applications and obtain a refund of their Application Money (without interest); or
- elect not to proceed with the Offers, in which case all Applications will be dealt with in accordance with section 724 of the Corporations Act.

4.5 Use of funds

In the 12 months following listing on the NSX, the Group intends to use the funds raised under the Offers as follows:

USE	MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION
Working capital for SSG's Box Hill Contract including establishing Victorian operations	\$880,000	\$880,000
Increase in sales and marketing capacity, including staff costs for Ventus Aqua and SSG	\$225,000	\$550,000
Research and development cost	\$100,000	\$300,000
Costs of the Offers	\$98,000	\$108,000
General working capital	\$697,000	\$1,162,000
TOTAL	\$2,000,000	\$3,000,000

Notes:

1. Costs of the Offers include Lead Manager's fees and the other costs set out in Sections 9.2 and 9.3.
2. Working capital costs comprises the Group's administration and overhead costs, and include operating expenses, accounting costs, auditing costs, insurance costs, legal costs, share registry costs, Directors' fees, NSX fees and regulatory compliance costs and expenses. Account has also been made for potential costs associated with SSG leasing a commercial property in Melbourne.

3. Ventus Aqua has paid approximately \$242,000 of the costs related to the Offers at the Prospectus Date.
4. Ventus Aqua does not propose to use any funds from the Public Offer to repay the loans owed by SSG to Mutual Street or Mr Sunny Chi (see Sections 9.10 and 9.11).
5. The stated use of funds is current as at the Prospectus Date. The use of funds may change depending on any intervening events or changes in the Group's circumstances. The Board reserves the right to change the way funds are used and applied.
6. The table above does not include any cash reserves of the Group at the Prospectus Date, or any potential future revenue generated by the Group (including revenue from the supply of goods and services by SSG).

4.6 Capital structure

On completion of the Offers and issue of Shares, the capital structure of Ventus Aqua is expected to be as set out in the table below, assuming both minimum and maximum subscription scenarios.

SHARES	NUMBER (% OF TOTAL) ON MINIMUM SUBSCRIPTION (\$2,000,000)	NUMBER (% OF TOTAL) ON MAXIMUM SUBSCRIPTION (\$3,000,000)
Existing Shares	31,583,334 (36.70%)	31,583,334 (35.33%)
Shares to be issued under the Public Offer	6,666,667 (7.74%)	10,000,000 (11.19%)
Shares to be issued under the SSG Offer	36,139,920 (42.00%)	36,139,920 (40.43%)
Shares to be issued under the BauMart Offer	11,666,667 (13.56%)	11,666,667 (13.05%)
Total Shares following completion of the Offers	86,056,588 (100.00%)	89,389,921 (100.00%)

Note: The figures in the above table are indicative only and are subject to change.

4.7 Substantial Shareholder

On Completion of the Offers and issue of Shares, Ventus Aqua anticipates that the parties set out in the table below will have a relevant interest in 5% or more of the Shares on issue.

NAME	SHARES HELD AT PROSPECTUS DATE	NUMBER (% OF TOTAL) ON MINIMUM SUBSCRIPTION (\$2,000,000)	NUMBER (% OF TOTAL) ON MAXIMUM SUBSCRIPTION (\$3,000,000)
Seok San ('Susan') Tan ¹	12,000,000	12,000,000 (13.94%)	12,000,000 (13.42%)
Sunny Chi ²	-	34,801,532 (40.44%)	34,801,532 (38.93%)
BauMart Holdings	-	11,666,667 (13.56%)	11,666,667 (13.05%)

Notes:

1. This assumes that none of the above-mentioned persons will subscribe for Shares under the Public Offer.
2. On completion of the acquisition of SSG, Mr Chi will receive a total of 15,201,532 Shares in Ventus Aqua. Family members of Mr Chi (Mr Liwei (Eric) Chi and Ms Xianjin (Rachel) Yan), will receive 11,200,000 Shares and 8,400,000 Shares respectively once the acquisition completes. Ventus Aqua is not aware of any basis pursuant to which those persons may be considered 'associates' of each other for the purposes of the Corporations Act.

4.8 Escrow restrictions

(a) Restricted securities

Securities in Ventus Aqua that are classified by NSX as “restricted securities” will be required to be held in escrow for a period determined by NSX. The holder will not be able to sell, mortgage, assign, or transfer them for the duration of the escrow period unless NSX otherwise provides its consent.

(b) Public Offer

Ventus Aqua does not expect that the Shares issued under the Public Offer will be subject to NSX-imposed escrow restrictions and will therefore be freely transferable from the date of their issue.

(c) SSG Offer and BauMart Offer

Ventus Aqua expects that the Shares issued under the SSG Offer and the BauMart Offer will be subject to NSX-imposed escrow restrictions for a period of 6 months from the date that those Shares are issued, in accordance with the NSX Listing Rules and NSX Practice Note 12.

(d) Estimated escrow

Ventus Aqua expects that, if it is admitted to the Official List of NSX, the Shares set out in the table below will be subject to NSX imposed escrow restrictions.

PERIOD OF RESTRICTION	SHARES	PERCENTAGE ON MINIMUM SUBSCRIPTION	PERCENTAGE ON MAXIMUM SUBSCRIPTION
6 months from the date of issue	47,806,587	55.55%	53.48%
12 months from date of quotation	19,583,334	22.76%	21.91%
24 months from the date of quotation	2,000,000	2.32%	2.24%
Total restricted securities	69,389,921	80.63%	77.63%

Note: The percentages in the table above represent the approximate percentages of Shares in each relevant class that are restricted securities, after close of the Offers.

The Shares in the table above include some or all of the Existing Shares issued to Directors, other related parties, promoters, seed capital investors and others prior to the Offers.

Ventus Aqua expects to announce to NSX the details of the Shares which are classified by NSX as “restricted securities” and the escrow restrictions applicable to those Existing Shares, prior to Shares commencing trading on NSX.

4.9 Public shares

Ventus Aqua estimates that Shares which will be held by persons who are not ‘related parties’ (for the purposes of the NSX Listing Rules) or their associates following completion of the Offers will be approximately:

- 26,088,389 Shares on Minimum Subscription, representing 30.32% of the Shares on issue; or
- 29,421,722 Shares on Maximum Subscription, representing 32.91% of the Shares on issue.

4.10 Application for Shares under Public Offer

(a) Form of Application

Applications for Shares under the Public Offer must be made on the Public Offer Application Form which accompanies this Prospectus. A Public Offer Application Form must be completed in accordance with the instructions set out on the back of the form.

Public Offer Application Forms may be submitted as paper copies or, for Applicant's using **BPAY®**, in electronic format as outlined below.

Applications under the Public Offer must be for a minimum of 6,667 Shares (\$2,000.10) and thereafter increments of 1,500 Shares (\$450). Payment for the Shares must be made in full at the issue price of \$0.30 per Share.

Brokerage or transfer/stamp duty is not payable in relation to the Public Offer.

Applicants who wish to apply under the Public Offer are urged to lodge a Public Offer Application Form as soon as possible, as the Public Offer may close early without notice.

Ventus Aqua, in consultation with the Lead Manager, reserves the right to accept or reject a lesser amount to the total amount of Shares applied for by an Applicant in a Public Offer Application Form at its complete discretion.

An original, completed and lodged Public Offer Application Form together with a cheque, money order or **BPAY®** payment for the Application Money constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in that Public Offer Application Form. The form does not need to be signed to be valid.

Ventus Aqua reserves the right to refuse a completed Public Offer Application Form.

If a Public Offer Application Form is not completed correctly or if the accompanying payment is for an incorrect amount, it may be treated by Ventus Aqua as valid at its discretion. The Directors' decision as to whether to treat such an application as valid and how to construe, amend or complete the Public Offer Application Form is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of Application Money.

(b) Payment by cheque or money order

Unless an Applicant pays using **BPAY®** as outlined below, a Public Offer Application Form must be accompanied by a personal cheque or money order, payable in Australian dollars, for an amount equal to the number of Shares for which the Applicant wishes to apply, multiplied by the Offer Price of those Shares.

Cheques or money orders must be made payable to "**Ventus Aqua Limited**" and should be marked "**Not Negotiable**".

Completed Public Offer Application Forms and accompanying cheques or money orders must be received by Ventus Aqua's Share Registry before **5:00pm (WST) on the Closing Date** for the Public Offer at either of the following addresses:

By delivery:

Advanced Share Registry Ltd
110 Stirling Highway
Nedlands Western Australia 6009

By post:

Advanced Share Registry Ltd
PO Box 1156
Nedlands Western Australia 6009

(c) Payment using BPAY®

Applicants may complete a Public Offer Application Form and pay their Application Moneys by internet or telephone using BPAY®. Applicants applying online will be directed to use an online Public Offer Application Form and make payments via BPAY®. Applicants will be given a BPAY® biller code and a customer reference number unique to the online application once the online Public Offer Application Form has been completed.

BPAY® payments must be made from an Australia dollar account of an Australian financial institution. Using the BPAY® details, investors must:

- access their participating BPAY® Australia financial institution either via telephone or internet banking;
- select to use BPAY® and follow the prompts, enter the biller code and unique customer reference number that corresponds to the online Application;
- enter the amount to be paid which corresponds to the value of the Shares under the online Application;
- select which account payment is to be made from;
- schedule the payment to occur on the same day that the online Public Offer Application Form is completed. Applications without payment will not be accepted; and
- record and retain BPAY® receipt number and date paid.

Applicants can apply online by following the instructions at <https://www.advancedshare.com.au/IPO-Offers> and completing a BPAY® payment. If payment is not made via BPAY®, the Application will be incomplete and will not be accepted. The online Public Offer Application Form and the associated BPAY® payment of Application Moneys must be received before **5:00pm (WST) on the Closing Date**.

(d) Applications through the Lead Manager

Persons who have received a firm allocation of Shares from the Lead Manager (either directly or via their stockbroker) may apply for Shares by arrangement with the Lead Manager.

Each such Applicant must submit a completed Public Offer Application Form together with the Application Money before **5:00pm (WST) on the Closing Date**, in accordance with the Lead Manager's directions.

By making an Application to the Lead Manager, an Applicant will be taken to have confirmed that they have received a copy of the Prospectus together with the Public Offer Application Form.

4.11 Applications under SSG Offer

Applications for Shares under the SSG Offer may only be submitted by the SSG Vendors and must be made using the SSG Offer Application Form that accompanies this Prospectus. The SSG Offer Application Form must be completed in accordance with the instructions set out on the form.

4.12 Applications under BauMart Offer

Applications for Shares under the BauMart Offer may only be submitted by BauMart and must be made using the BauMart Offer Application Form that accompanies this Prospectus. The BauMart Offer Application Form must be completed in accordance with the instructions set out on the form.

4.13 Application Moneys to be held in trust

The Application Money will be held in trust by Ventus Aqua in accordance with the requirements of the Corporations Act until the Shares to which the Application Money pertains are issued under the Public Offer or a refund of

Application Money occurs in the circumstances described in this Prospectus. Ventus Aqua will retain any interest earned on Application Money, including in the event of any refund of Application Money.

4.14 Applicants outside of Australia

This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make such an offer.

Ventus Aqua has not taken any action to register or qualify the Shares or the Offers, or otherwise to permit a public offering of the Shares, in any jurisdiction outside Australia.

It is the responsibility of any Applicant who is resident outside Australia to ensure compliance with all laws of any country relevant to their Application, and any such Applicant should consult their professional adviser as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be issued Shares. Return of a duly completed Application Form will constitute a representation and warranty by an Applicant that there has not been any breach of such regulations.

4.15 Allotment and issue of Shares

Subject to NSX granting approval for Ventus Aqua to be admitted to the Official List of NSX, the allotment and issue of Shares to Applicants will occur as soon as practicable after the Closing Date, following which Holding Statements will be despatched.

It is the responsibility of Applicants to determine their allocation prior to trading Shares. Applicants who sell Shares before they receive their Holding Statements do so at their own risk.

4.16 Allocation of Shares under Public Offer

The Board reserves the right to allocate Shares under the Public Offer at their discretion.

The Board, in consultation with the Lead Manager, may reject any Application or allocate to any Applicant fewer Shares than applied for.

The Board, in consultation with the Lead Manager, will generally allocate Shares at their discretion in the manner which they consider to be fair and reasonable, having regard to the requirements of the NSX Listing Rules that Ventus Aqua must have a prescribed minimum number of Shareholders that hold a \$2,000 parcel of those Shares.

If your Application is not accepted, or is accepted in part only, the relevant part of the Application Money will be returned to you without any accrued interest.

4.17 No cooling-off rights

Cooling-off rights do not apply to an investment in the Shares. Applicants cannot, in most circumstances, withdraw their Application once it has been submitted.

4.18 NSX listing and quotation

Ventus Aqua will apply to NSX within 7 days after the Prospectus Date for admission to the Official List of NSX and for quotation of the Shares offered under this Prospectus (apart from any Shares that may be designated by NSX as “restricted securities”) on the Official List of NSX.

If approval for quotation of the Shares to be issued pursuant to this Prospectus is not granted within 3 months after the Prospectus Date, Ventus Aqua will not allot or issue any Shares and will repay all Application Money without interest as soon as practicable in accordance with section 724 of the Corporations Act.

4.19 CHESS and issuer sponsorship

Ventus Aqua will apply to participate in the Clearing House Electronic Subregister System (**CHESS**), operated by ASX Settlement Pty Ltd (a wholly owned subsidiary of ASX). Ventus Aqua will operate an electronic issuer-sponsored subregister and an electronic CHESS subregister. The two subregisters together will make up Ventus Aqua's principal register of its Securities.

Under CHESS, Ventus Aqua will not issue certificates to the holders of Shares. Instead, Ventus Aqua will provide holders with a Holding Statement (similar to a bank account statement) that sets out the number of Shares allotted and issued to them under this Prospectus.

This holding statement also advises investors of either their Holder Identification Number (**HIN**) in the case of a holding on the CHESS subregister or Security Holder Reference Number (**SRN**) in the case of a holding on the issuer sponsored subregister.

A statement will be routinely sent to holders at the end of any calendar month during which their holding changes. A holder may request a statement at any other time; however, a charge may be incurred for additional statements.

4.20 Privacy disclosure

Ventus Aqua collects information about each Applicant from the Application Forms for the purpose of processing the Application and, if the Applicant is successful, for the purposes of administering the Applicant's security holding in Ventus Aqua.

By submitting an Application Form, each Applicant agrees that Ventus Aqua may use the information in the Application Form for the purposes set out in this privacy disclosure statement.

Ventus Aqua and the Shares Registry may disclose an Applicant's personal information for purposes related to the Applicant's investment to their agents and service providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth) (**Privacy Act**):

- the Share Registry for ongoing administration of Ventus Aqua's register;
- the Lead Manager for the purposes of the capital raising part of the Offers; and
- the printers and the mailing house for the purposes of preparing and distributing Holding Statements and for the handling of mail.

If an Applicant becomes a shareholder of Ventus Aqua, the Corporations Act requires Ventus Aqua to include information about the shareholder (name, address and details of the Shares held) in its public register. This information must remain in Ventus Aqua's register even if that person ceases to be a shareholder of Ventus Aqua. Information contained in Ventus Aqua's register is also used to facilitate distribution payments and corporate communications (including Ventus Aqua's financial results, annual reports and other information that Ventus Aqua may wish to communicate to its security holders) and compliance by Ventus Aqua with legal and regulatory requirements.

If an Applicant does not provide the information required on the Application Form, Ventus Aqua may not be able to accept or process their Application.

Under the Privacy Act, a person may request access to their personal information held by (or on behalf of) Ventus Aqua or the Share Registry. An Applicant can request access to their personal information by writing to Ventus Aqua through the Share Registry.

4.21 Forward-looking statements

The Board, having considered ASIC regulatory guidance, does not believe that reliable financial forecasts can be prepared in relation to the Group's proposed business, and accordingly has not included forecasts in this Prospectus. Please refer to Section 2 for further information about the Group's proposed business and activities.

Notwithstanding this, this Prospectus includes, or may include, forward-looking statements including, without

limitation, forward-looking statements regarding the Group's financial position, business strategy, and plans and objectives for its projects and future operations (including development plans and objectives), which have been based on the Group's current expectations about future events.

These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Group's present and future business strategies and the environment in which the Group will or may operate in the future.

Matters not yet known to the Group or not currently considered material may impact on these forward-looking statements. The forward-looking statements in this Prospectus reflect views held only as at the Prospectus Date. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this Prospectus might not occur. Investors are therefore cautioned not to place undue reliance on these statements.



5. BOARD AND MANAGEMENT

5.1 Directors and Proposed Directors

(a) Mr Shengqiang “Sunny” Chi

Proposed Managing Director – Non-independent

In accordance with the terms of the Share Purchase Agreement, Mr Chi will be appointed as Managing Director upon completion of the acquisition of SSG by Ventus Aqua.

Mr Chi is the founder and managing director of SSG. He graduated in 1988 in Electrical Engineering Technology and Automation from the Fujian Mechanical and Electrical Technical Institution in China. After graduating, Mr Chi joined a predecessor company to Fuyao Glass Industry Group Co Ltd (**Fuyao Group**) 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, holding roles as general manager of production planning, quality control and finally as the regional general manager of sales and marketing of the Fuyao Group.

Mr Chi is fluent in Mandarin, the Fujian dialect and English, and currently holds the position of Executive Vice President and Secretary General for the Australia Fujian Entrepreneurs Association.

Mr Chi is a citizen of Australia and a resident of Sydney.

(b) Mr Sok Kiang Teoh

Executive Director & Chief Financial Officer – Non-independent

Mr Teoh graduated from Edith Cowan University in 1990 with a Bachelor of Business in accounting and finance and was admitted as a member of CPA Australia in 1994. He has over 20 years of senior management experience with roles as a chief financial officer and director of finance for various listed companies in Malaysia, U.S.A. and Australia.

Recently, Mr Teoh held the position of chief financial officer of Townshend Capital Pty Ltd (the Lead Manager) from November 2015 until February 2020. He was also the chief financial officer of BauMart Holdings, an ASX-listed company in 2015.

Mr Teoh is fluent in English, Malay and Mandarin and speaks a number of Chinese dialects.

Mr Teoh is an Australian citizen and a resident of Perth.

(c) Ms Seok San “Susan” Tan

Executive Director – Non-independent

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.

Ms Tan is fluent in English, Mandarin, Malay languages, Cantonese and a number of Chinese dialects.

Ms Tan is a citizen of Malaysia but resides in Perth and has applied for permanent residency in Australia.

(d) Mr Michael Liew

Non-executive Director – Independent

Mr Liew has a degree in Information Technology and an MBA from Curtin University. For over 15 years, he held senior management positions with major Australian resource companies such as BHP Billiton Limited, Chevron Australia and Rio Tinto Group. He was also a senior management consultant with PwC with specific focus on mining operations. Between 1999 and 2013, he was a group finance manager and senior commercial manager with Telstra Corporation with particular responsibility for investment and acquisition activities.

Mr Liew has a strong grounding in corporate compliance issues and standards from his career with top-tier and ASX-listed entities.

Mr Liew is a citizen of Australia and currently resides in Melbourne.

Mr Liew is considered to be an independent Director because he is free from any business or other relationship with the Group that could materially interfere with, or reasonably be perceived to be a material interference with, the independent exercise of his judgement as a Director.

(e) Ms Natalie Teo

Company Secretary

Ms Teo graduated with Bachelor of Commerce majoring in Marketing and Management and a Masters in Accounting from Curtin University in Western Australia. She also holds a Graduate Diploma in Applied Corporate Governance with the Governance Institute of Australia.

Ms Teo is a Chartered Secretary and an Associate of the Governance Institute of Australia. She is currently the secretary to several ASX-listed entities and is working with a firm which provides company secretarial and accounting services to both listed and unlisted entities.

6. CORPORATE GOVERNANCE

6.1 Overview

This section explains how the Board will oversee the management of the Group's business. The Board is responsible for the overall corporate governance of Ventus Aqua and its subsidiaries. The Board monitors the operational and financial position and performance of Ventus Aqua (and upon completion of the acquisition of SSG, the Group) and oversees its business strategy including approving strategic goals of the Group.

The Board is committed to maximising performance, generating financial returns and greater value for Shareholders, and achieving growth and success of the Group's business. The Board will seek to ensure that the Group is properly managed to protect and enhance Shareholder interests, and that the Group, and its Directors, officers and personnel operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing the Group, including adopting corporate governance policies and practices it believes are appropriate for the Group's business and which are designed to promote the responsible management and conduct of the Group.

To the extent applicable, in light of the Group's anticipated size and nature, and in line with NSX recommendations, the Board has adopted the Corporate Governance Principles and Recommendations (3rd edition) as published by ASX Corporate Governance Council. These recommendations are not prescriptive, but guidelines to assist companies in meeting stakeholder expectations and to promote investor confidence. Where Ventus Aqua does not intend to follow a recommendation, it has stated the reason for its departure in a full corporate governance statement, as set out in Annexure A.

The main policies and practices adopted by Ventus Aqua, which will take effect from Ventus Aqua's listing on NSX, are summarised below. Details of Ventus Aqua's key policies and practices and the charters for the Board will be available on Ventus Aqua's website, www.ventusaqua.com.au.

6.2 Board of Directors

The Board is responsible for the overall corporate governance of the Group, and it recognises the need for the highest standards of ethical behaviour and accountability. The Board is committed to administering its corporate governance structures to promote integrity and responsible decision making.

The Board does not currently have a standing Chairperson. The Board appoints one of the Directors present at each meeting to act as chair of the meeting, on a rotational basis. The Board may consider appointing a Chairperson, who will not be the same person as the Managing Director, at a later time as and when the Group's operations grow and evolve.

6.3 Composition of the Board

The Constitution requires Ventus Aqua to have a minimum number of 3 Directors. The maximum number of Directors is fixed by the Board but may not be more than 10, unless the members of Ventus Aqua in a general meeting resolve otherwise.

The relevant provisions in the Constitution, the Corporations Act and the NSX Listing Rules determine the terms and conditions relating to the appointment and termination of Directors.

Identification of potential Board candidates includes consideration of the skills, experience, personal attributes and capability to devote the necessary time and commitment to the role.

6.3 Charters and policies

Set out in the table below is a list of Ventus Aqua's corporate governance charters and policies and a brief description of the purpose of each. Copies of the charters and policies are in the Corporate Governance section of Ventus Aqua's website.

CHARTER / POLICY	PURPOSE
Board Charter	The Board Charter sets out the various responsibilities of the Board with regard to the overall operation and stewardship of Ventus Aqua (and any future subsidiaries of Ventus Aqua).
Code of Conduct	The Code of Conduct aims to develop a consistent understanding of, and approach to, the desired standards of conduct and behaviour of the Directors, officers, employees and consultants in carrying out their roles for Ventus Aqua.
Continuous Disclosure Policy	<p>The purpose of the Continuous Disclosure Policy is to:</p> <ul style="list-style-type: none"> • ensure that Ventus Aqua, as a minimum, complies with its continuous disclosure obligations under the Corporations Act and the Listing Rules and, as much as possible, seeks to achieve best practice; • provide Shareholders and the market with timely, direct and equal access to information issued by Ventus Aqua; and • promote investor confidence in the integrity of Ventus Aqua and its Securities.
Whistleblower Policy	The Whistleblower Policy sets out Ventus Aqua's internal processes in relation to whistleblowing and the protections that whistleblowers are entitled to and how disclosure under the policy will be handled by Ventus Aqua.
Anti-Bribery and Anti-Corruption Policy	The purpose of the Anti-Bribery and Anti-Corruption Policy is to supplement Ventus Aqua's Code of Conduct to minimise the risk of bribery or corruption occurring within Ventus Aqua's operations and activities.
Securities Trading Policy	The Securities Trading Policy states the requirements for all Directors, senior executives, employees and consultants of Ventus Aqua when dealing in Ventus Aqua's Securities.
Shareholder Communication Policy	The Shareholder Communication Policy states the processes through which Ventus Aqua will endeavour to ensure timely and accurate information is provided to all Shareholders and the broader market.
Risk Management Policy	<p>The purpose of the Risk Management Policy is to:</p> <ul style="list-style-type: none"> • provide a framework for identifying, assessing, monitoring and managing risk; • communicate the roles and accountabilities of participants in the risk management system; and • highlight the status of risks to which Ventus Aqua is exposed, including any material changes to Ventus Aqua's risk profile.

CHARTER / POLICY	PURPOSE
Audit and Risk Policy	<p>The Audit and Risk Policy states the roles and responsibilities of the Board in overseeing Ventus Aqua's internal and external audit functions. The primary purpose of this policy is to set out a framework for the Board to:</p> <ul style="list-style-type: none">• monitor the integrity and quality of interim and annual financial reporting and disclosures;• identify key business, financial and regulatory risks;• monitor compliance with relevant laws, regulations, standards and codes;• monitor the adequacy of the internal control framework; and• monitor the integrity of internal and external audit.
Nomination and Remuneration Policy	<p>The Nomination and Remuneration Policy sets out the Board's policy and procedures for nomination and remuneration of officers and senior management, including in relation to the Managing Director, to ensure that they are fair and meet market conditions.</p>

7. RISK FACTORS

7.1 Introduction

Investors wishing to subscribe for Shares should read this Prospectus in its entirety in order to make an informed assessment of the effect of the issue of Shares on Ventus Aqua and the rights and liabilities attaching to the Shares.

Investors should carefully consider whether the Shares in Ventus Aqua are an appropriate investment for them and should appreciate that the price of Ventus Aqua's Shares can fall as well as rise.

The Shares offered by this Prospectus should be viewed as speculative and investors should be aware of, and take into account, the risk factors involved.

This Section 7 is not intended to be an exhaustive list of the considerations to be taken into account by investors in deciding whether to subscribe for Shares, nor all of the risk factors to which the Group is exposed. Some of these risks can be mitigated by the use of safeguards and appropriate systems and actions, but many are outside the control of the Group and cannot be mitigated.

There are risks associated with investing in any form of business and with investing in the share market generally. All investors should consult their professional advisers if they are in any doubt as to any aspect of this Prospectus, the Offers, or any other matter relating to an investment in Ventus Aqua.

7.2 Company-specific risks

The following risks have been identified as being key risks specific to an investment in the Group. These risks have the potential to have a significant adverse impact on the Group and may affect the Group's financial position, prospects and price of its quoted shares.

(a) Completion of Acquisitions

The completion of the Acquisitions is subject to various conditions precedent being satisfied or waived by either or both of the parties to the Share Purchase Agreement and the Asset Purchase Agreement. Ventus Aqua's ability to effect completion and achieve its post-completion objectives is reliant upon performance by all parties of their respective obligations under those agreements.

If one Acquisition does not complete, then the other Acquisition will also not complete. In these circumstances, the Offers will not proceed and Ventus Aqua will not pursue its application to list on NSX.

There cannot be any assurance that the Acquisitions will complete as envisaged under the Share Purchase Agreement and the Asset Purchase Agreement or without delay.

(b) Business model rollout

There is a risk that management of the Group will not be able to implement its growth strategy after completion of the listing on NSX. The capacity of management to properly implement and manage the strategic direction of Ventus Aqua may be impacted by operational and market matters outside of their control. This may affect the Group's operating and financial performance.

(c) Operational risks

The Group is exposed to a range of operational risks relating to both current and future operations. Such operational risks include the potential for:

- equipment/mechanical or information technology system failures or breakdown;
- external service or supplier failures, including utilities providers (e.g. electricity, gas or water supply);
- product or material quality problems;
- unforeseen liabilities which may not be covered by insurance;
- product defects;
- equipment maintenance problems, including equipment downtime due to unscheduled maintenance;
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment
- industrial action or disputes; and
- adverse weather conditions, accidents or natural disasters.

While the Group endeavours to take appropriate action to mitigate these operational risks or to insure against them, one or more of these risks may disrupt operations and therefore have a material adverse impact on the performance of the Group.

(d) Customer contract risk

The Group's proposed business model will involve SSG being party to contracts for it to supply glass products. Such contracts typically include provisions regarding SSG's liability for defective products or work that it supplies. In the case of larger contracts to supply construction projects (e.g. the Box Hill Contract), the contracts may also include provisions for liquidated damages payable to a customer in the case of late performance of work, broad indemnities given by SSG in favour of the customer, and rights for the customer to suspend, vary or cancel works under the contract.

As a result, SSG is exposed to considerable contractual risk. However, this is inherent with operating a supply business to the building and construction industry. The Group will seek to mitigate this risk through internal quality controls and processes, as well as appropriate insurance coverage.

Neither Ventus Aqua nor SSG is involved in any material contractual disputes or litigation with any third parties at the Prospectus Date. However, there is a risk that they may in the future have disputes with customers or other third parties (including disputes relating to payment, defects liabilities, or delay in performance). Such disputes may have an adverse impact on the Group's growth prospects, operating results and financial performance.

(e) Competition

Failure by the Group to win new projects could adversely affect its growth prospects, operating results and financial performance.

Aggressive competition by current or future competitors could result in price reductions, reduced margins and loss of market share which may, in turn, adversely affect the Group's growth prospects, operating results and financial performance.

The business in which the Group operates is highly capital-intensive and this acts as a barrier to new

competitors. However, the competitive nature of these sectors means that there can be no assurance that the Group will be able to compete successfully against current or future competition.

(f) Supply of materials

The availability of ongoing supplies of raw materials is a key driver to being able to maintain and grow revenues from the Group's business through expansion or in response to a high-volume customer demand. The Group's proposed business model will involve SSG negotiating and entering into contracts for the supply of materials. Therefore, the SSG will rely on its suppliers to provide materials in accordance with delivery timeframes and meeting particular product specifications so that SSG may in turn use those materials to perform its contractual obligations to customers.

There is a risk that if SSG's supply chain is unable to deliver raw materials, it will be unable to fulfil customer orders and therefore be unable to derive revenue and operating profits. This may also expose SSG to claims by customers, such as liquidated damages for late delivery/performance.

The Group will seek to mitigate this risk by maintaining SSG's broad range of raw materials suppliers, allowing it to source materials from alternate suppliers if required. Further, SSG has historically been able to negotiate favourable procurement terms from its network of suppliers.

This has partly due to its managing director, Mr Sunny Chi's, long-term relationship with suppliers to the glass production and supply industry. However, there cannot be any assurance that SSG's existing supplier relationships will continue to be maintained or that new ones will be successfully formed.

(g) Key supplier - Box Hill Contract

SSG has entered into a supply contract for the glass and related materials required for the Box Hill Contract (see Section 9.7). This supply agreement sets of customised material requirements specifically needed by SSG to enable it to perform its obligations under the Box Hill Contract.

In the event that the supplier is unable to provide the required materials as and when required by SSG to perform the Box Hill Contract, the Group may need to seek and negotiate alternative suppliers. Due to the bespoke nature of the materials, SSG may not be able to do so without delay in its performance of the Box Hill Contract. In these circumstances, project delivery timeframe will be delayed. Further, SSG may be exposed to liquidated damages and other claims by the project customer for late delivery/performance. These may have a material adverse effect on the financial return from the Box Hill Contract to the Group.

(h) Currency and exchange rate risks

The Group will purchase raw materials from overseas countries such as China, Germany, and the United States of America and, as a result, expenditures may be denominated in United States dollars, Euros or Chinese Renminbi. This will result in expenditure and cash flows of the Group being exposed to fluctuations and volatilities in exchange rates, as determined by the international markets. The Group may enter into strategies to mitigate the effect of foreign exchange fluctuations, however, changes in exchange rate are outside the Group's control.

(i) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Group depend substantially on its proposed senior management and its key personnel. Such personnel include Mr Sunny Chi, the proposed Managing Director of the Group. As noted in Section 2, Mr Chi is considered integral to the operations and future growth of SSG's business.

There cannot be any assurance that a detrimental impact will not be suffered by the Group if one or more of these key personnel cease their employment or engagement with the Group.

(j) Reliance on the building construction industry demand

The Group's financial performance will be sensitive to the level of activity and demand within the building construction industry. The level of activity in the industry can be cyclical and sensitive to a number of factors beyond the Group's control. In addition, the Group may not be able to predict the timing, extent or duration of the activity cycles in the industry.

Any reduction in demand from the building industry, or a reduction in the reliance by the building industry on glass and glass products where customers opt to substitute glass and glass products for other products, may negatively affect the growth prospects, operating results and financial performance of the Group.

(k) Reliance on key customer relationships

The Group has established and will continue to establish important customer relationships within the building construction industry. The loss of one or more key customers could adversely affect the growth prospects, operating results and financial performance of the Group.

Deterioration in key client relationships can result in a loss of market share, while the early termination of contracts can result in less than the full value of contracts being realised or if terminated for default, a liability to the Group.

(l) GST

Ventus Aqua's acquisition of the Lease Assets from BauMart Holdings under the Asset Purchase Agreement is intended to be the acquisition of a going concern for GST purposes. However, there is an inherent risk that the Commissioner of Taxation may dispute the characterisation of the transaction as a going concern and assess that GST is liable to be paid.

In such circumstances, unless the assessment is successfully appealed/retracted, under the terms of the Asset Purchase Agreement, Ventus Aqua would be liable to pay an additional amount to BauMart Holdings equal to the GST liability. This amount could potentially be up to \$350,000 based on the potential value of the Shares to be offered to BauMart Holdings under the BauMart Offer.

Ventus Aqua is confident that, if it was required to pay GST, it should be entitled to claim an input tax credit for GST paid, and seek a refund of the amount. However, payment of the GST liability may adversely affect the Group's cash flow position, at least on a short-term basis until any refund is obtained.

7.3 Industry-specific risks

(a) Technology

The Group's future success will partly depend on its ability to enhance products and develop new products so that it can compete in a global marketplace. This will require management to remain at the forefront of technological developments in the glass products industry. There can be no assurance that the Group will successfully develop and manufacture new products or that new products will be accepted in the marketplace.

The Group endeavours to keep itself abreast of technological developments; however, it is difficult to predict which developments will have a major effect on the market. The Group has to decide and direct its resources accordingly. Some decisions on the perceived significance of the technology and its relevance to the market may be incorrect. If the Group does not direct its resources accordingly, the ability of the Group to compete in the future will be adversely affected.

(b) Research and development

As noted in Section 2.3(h), SSG has a research and development programme in respect of cyclonic/toughened glass. The Group cannot give any assurance that this or any other of its research into or development programmes for new products will be successful, that the development milestones will be achieved, or that products that are commercially exploitable will be developed.

There are many risks inherent in the development of products, particularly where the products are in the early stages of development. Projects can be delayed or fail to demonstrate any benefit or research may cease to be viable for a range of scientific and commercial reasons.

(c) Manufacturing and quality risk

The nature of the custom-made designs of the Group's clients may mean that products cannot be processed in a timely fashion (particularly in response to elevated levels of overall customer demand) and at an appropriate cost, or to the required quality standards. The Group mitigates this risk using its quality assured processing methods, automated systems, experienced staff and clearly defined planning process before commencing production. However, there is an inherent risk of defects liability in any manufacturing or supply business. Depending upon the nature and size of the relevant contract, defects liability claims may have a significant impact on the Group's financial position.

(d) Changes in consumer preferences

The Group's competitive advantage is due in part to the ability to deliver a product range which provides appropriate solutions for customer requirements, in a timely manner at favourable margins in the event of changes in consumer and customer requirements. Changes in consumer preferences may result in some of the Group's proposed product range becoming obsolete. Furthermore, any new products may not meet market or margin expectations due to various factors, including the Group's inability to accurately predict demand, end-user preferences and evolving industry standards, to develop products that meet consumer demand in a timely and cost-effective manner, and to achieve manufacturing efficiencies.

(e) Dependence on outside parties

The Group may pursue additional contracts that form strategic business relationships with the other organisations for the manufacture and distribution of products and services. The manufacture and distribution of products and services is important to the overall success of the business. There can be no assurance that the Group will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations.

7.4 General investment risks

The business activities of the Group are subject to various general economic and investment risks that may impact on the future performance of the Group. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Group and cannot be mitigated. There are a number of economic and investment risk factors that apply to companies generally and may include economic, financial, market or regulatory conditions. These risk factors include, but are not limited to, the following:

(a) Future capital requirements

The Group's ongoing activities may require substantial further financing to enable it to implement its growth and business activities, in addition to amounts raised pursuant to the Public Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the Offer Price, or may involve restrictive covenants which limit the Group's operations and business strategy (e.g. bank finance covenants).

Although the Board believes that additional capital can be obtained, there cannot be any assurance that appropriate capital or funding, if and when needed, will be available on terms favourable to the Group or at all. If the Group is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend parts of its strategy which may result in a material adverse effect on Ventus Aqua's activities financial performance.

(b) Potential acquisitions

The Group may, in the future, pursue strategic acquisitions in the course of its business. Growth through acquisition entails numerous operational and financial risks. These risks include, but are not limited to, poor integration of the acquired businesses, entry into market segments with more risk than existing operations, and loss of managerial focus on existing businesses. These risks may have an adverse impact on the Group's financial performance.

(c) Growth strategy

Future growth of sales is dependent upon many factors both within and outside of the Group's control. There is no assurance that any growth in sales will be sustainable or indicative of future growth, profitability or ability to pay dividends. Nor is there any assurance that the Group's revenue will increase in response to research and development, marketing or promotional activities undertaken by the Group.

(d) Liquidity and volatility

Ventus Aqua will be a newly listed entity on NSX. Investment in its Shares should be regarded as speculative and Ventus Aqua will have a narrow Shareholder base.

As a consequence, there is a risk that, particularly in times of share market turbulence or negative investor sentiment, there will not be a highly liquid market for Ventus Aqua's Shares or that the price of Ventus Aqua's Shares may decrease considerably. There may be relatively few buyers or sellers of Shares on NSX at any given time and the market price may be highly volatile.

This may result in holders wishing to sell their Shares in Ventus Aqua in circumstances where they may receive considerably less than the price paid under the Public Offer.

(e) General economic conditions

Economic conditions, both domestic and global, may affect the performance of the Group. Factors such as fluctuations in currencies, commodity prices, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Group's future possible revenues and Share prices can be affected by these factors, all of which are beyond the control of the Group and its Board.

(f) Equity market conditions

Shares listed on any securities market, and in particular securities of small companies, can experience extreme price and volume fluctuations that are often seen unrelated to the operating performances of such companies. The market price of securities may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. These security market conditions may affect the value of Ventus Aqua's quoted Shares regardless of Ventus Aqua's operating performance.

General factors that may affect the market price of securities include economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(g) General changes in government policy and legislation

Any material adverse changes in relevant government policies or legislation of Australia which affects the Group or internationally (where products are provided overseas) may affect the viability and profitability of the Group, and consequent returns to investors.

(h) Investment risk

The Shares offered pursuant to this Prospectus should be considered speculative due to the nature of the Group's proposed business. There cannot be any assurance as to payment of dividends, return of capital or the market value of the Shares. In particular, the price at which an investor may be able to trade Shares may be above or below the price paid for those Shares.

Prospective investors must make their own assessment of the likely risks and determine whether an investment in the Group is appropriate having regard to their own particular circumstances.

(i) Insurance

Ventus Aqua intends to review Group's insurance for its operations in accordance with industry practice. However, in certain circumstances, the Group's insurance may not be of a nature or level to provide adequate insurance cover or insurance of a particular risk may not be available at a reasonable cost. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Group.

(j) Force majeure

Force majeure is a term used to refer to an event beyond the control of a party claiming that the event has occurred. These include, but are not limited to, acts of God, fire, flood, earthquakes, natural disasters, war and strikes. To the extent that force majeure events occur, they may adversely affect the Group's financial performance, the value and price of Shares and the Group's ability to operate.

(k) COVID-19

The Australian and the global economies are currently being affected by the impact of government's policies in response to the COVID-19 crisis. These government policies have had a detrimental effect on economic activity in Australia as a consequence of restrictions place on the movement of human capital, supply chains and client activity. The changing landscape of government policy means that the final outcome of the economic impacts is yet unknown. The Board is monitoring the situation and will implement strategies to respond to the changing economic and government policy environment.

(l) Other

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Group.

8. INDEPENDENT LIMITED ASSURANCE REPORT

VENTUS AQUA LIMITED Independent Limited Assurance Report

15 June 2020

15 June 2020

The Directors

Ventus Aqua Limited
82 Belmont Avenue
Rivervale,
WA 6103, Australia

Dear Directors

INDEPENDENT LIMITED ASSURANCE REPORT

1. Introduction

BDO Corporate Finance (WA) Pty Ltd (**'BDO'**) has been engaged by Ventus Aqua Limited (**'Ventus'** or **'the Company'**) to prepare this Independent Limited Assurance Report (**'Report'**) in relation to certain financial information of Ventus and Sydney Sunny Glass Pty Ltd (**'SSG'**), for inclusion in the Company's initial public offering prospectus (**'Prospectus'**).

Ventus was incorporated on 8 April 2019. Ventus will acquire the entire issued capital of SSG and conduct an Initial Public Offering of its shares with a view to listing on the National Stock Exchange of Australia (**'NSX'**). Broadly, the Prospectus will offer to the public, 6,666,667 shares at \$0.30 per share to raise \$2,000,000 before costs under the minimum subscription.

Oversubscriptions of up to 3,333,333 shares may be accepted to raise up to an additional \$1,000,000 before costs (**'the Public Offer'**). The Prospectus will also include an offer to the shareholders of SSG of 36,139,920 shares as consideration for the sale of their shares in SSG (**'SSG Offer'**), as well as an offer to BauMart Holdings Limited (**'BMH'**) of 11,666,667 shares as consideration for the sale of an equipment leasing enterprise (**'BauMart Offer'**), (collectively the **'Offers'**).

Expressions defined in the Prospectus have the same meaning in this Report. BDO Corporate Finance (WA) Pty Ltd (**'BDO'**) holds an Australian Financial Services Licence (AFS Licence Number 316158) and our Financial Services Guide (**'FSG'**) has been included in this report in the event you are a retail investor. Our FSG provides you with information on how to contact us, our services, remuneration, associations, and relationships.

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

2. Scope

You have requested BDO to perform a limited assurance engagement in relation to the historical and pro forma historical financial information described below and disclosed in the Prospectus.

The historical and pro forma historical financial information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

You have requested BDO to review the following historical financial information (together the **‘Historical Financial Information’**) of Ventus and SSG included in the Prospectus:

- the audited historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for Ventus for the period from incorporation to 30 June 2019 and reviewed historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for Ventus for the half year ended 31 December 2019;
- the audited historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for SSG for the years ended 30 June 2018 and 30 June 2019 and reviewed historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for the half years ended 31 December 2018 and 31 December 2019; and
- the reviewed historical Statements of Financial Position of Ventus and SSG as at 31 December 2019.

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the Company’s and SSG’s adopted accounting policies.

The Historical Financial Information for Ventus has been extracted from the financial report for the period from incorporation to 30 June 2019 which was audited by BDO Audit (WA) Pty Ltd (**‘BDO Audit’**) in accordance with the Australian Auditing Standards. Ventus’ Historical Financial Information has also been extracted from the Company’s financial report for the half year ended 31 December 2019, which was reviewed by BDO Audit in accordance with the review provisions of the Australian Auditing Standards.

The Historical Financial Information of SSG has been extracted from the financial reports of SSG for the years ended 30 June 2018 and 30 June 2019 which were audited by BDO Audit in accordance with the Australian Auditing Standards. SSG’s Historical Financial Information has also been extracted from the financial reports for the half years ended 31 December 2018 and 31 December 2019 which were reviewed by BDO Audit in accordance with the review provisions of the Australian Auditing Standards.

BDO Audit issued a modified audit opinion on the financial report of SSG for each of the periods ended 30 June 2018 and 30 June 2019. BDO Audit issued a modified review opinion on the financial report of SSG for the half year ended 31 December 2018.

The modification relates to the existence of inventory as at 30 June 2018 as BDO Audit were unable to attend the stocktake as their appointment as auditor occurred after 30 June 2018. Since opening inventories affect the determination of the results of operations for the 31 December 2018 and 30 June 2019 periods, BDO Audit were unable to determine whether adjustments to the results of operations and opening retained earnings might be necessary.

Pro Forma Historical Financial Information

You have requested BDO to review the following pro forma historical financial information (the ‘Pro Forma Historical Financial Information’) of Ventus and SSG included in the Prospectus:

- the pro forma consolidated historical Statement of Financial Position as at 31 December 2019.

The Pro Forma Historical Financial Information has been derived from the historical financial information of Ventus and SSG, after adjusting for the effects of the subsequent events described in Section 6 of this Report and the pro forma adjustments described in Section 7 of this Report. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in Section 7 of this Report, as if those events or transactions had occurred as at the date of the historical financial information. Due to its nature, the Pro Forma Historical Financial Information does not represent the Company’s actual or prospective financial position or financial performance.

The Pro Forma Historical Financial Information has been compiled by Ventus and SSG to illustrate the impact of the events or transactions described in Section 6 and Section 7 of the Report on Ventus’ financial position as at 31 December 2019. As part of this process, information about Ventus’ financial position has been extracted by the Company from its reviewed financial statements for the half year ended 31 December 2019.

3. Directors’ responsibility

The directors of Ventus are responsible for the preparation and presentation of the Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro Forma Historical Financial Information are free from material misstatement, whether due to fraud or error.

4. Our responsibility

Our responsibility is to express limited assurance conclusions on the Historical Financial Information and the Pro Forma Historical Financial Information. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or limited assurance reports on any financial information used as a source of the financial information.

5. Conclusion

Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in the Appendices to this Report, and comprising:

- the audited historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for Ventus for the period from incorporation to 30 June 2019 and the reviewed historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for Ventus for the half year ended 31 December 2019;
- the audited historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for SSG for the years ended 30 June 2018 and 30 June 2019 and the reviewed historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash Flows for the half years ended 31 December 2018 and 31 December 2019; and
- the reviewed historical Statements of Financial Position of Ventus and SSG as at 31 December 2019,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

Pro Forma Historical Financial information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information as described in the Appendices to this Report, and comprising:

- the pro forma consolidated historical Statement of Financial Position of Ventus as at 31 December 2019,

is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

6. Subsequent Events

The pro-forma statement of financial position reflects the following events that have occurred subsequent to the period ended 31 December 2019:

- SSG has entered into an agreement with Mr Shengqiang Chi and Mutual Street Pty Ltd to convert a portion of their loans to equity in SSG. On 8 June 2020, the loan amount of \$2,034,980 was converted into 8,139,920 SSG shares based on a conversion price of \$0.25 per share.

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no other material transaction or event outside of the ordinary business of Ventus or SSG not described above, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

7. Assumptions Adopted in Compiling the Pro-forma Statement of Financial Position

The pro forma historical Statement of Financial Position is shown in Appendix 1. This has been prepared based on the financial statements of Ventus and SSG as at 31 December 2019, the subsequent events set out in Section 6, and the following transactions and events relating to the acquisition of SSG and the issue of Shares under this Prospectus:

- Ventus was established as a special acquisition company. The proposed acquisition of SSG by Ventus does not qualify as a business combination in accordance with AASB 3 *Business Combinations*. Accordingly, the acquisition of SSG by Ventus is accounted for in accordance with AASB 2 *Share-based Payment*;
- Ventus has agreed to purchase a glass processing equipment leasing business ('Lease Assets') that SSG previously leased from BMH for the consideration of 11,666,667 Ventus shares. The purchase is conditional upon Ventus issuing a prospectus to raise a minimum amount of \$2,000,000, obtaining conditional approval from the NSX for admission to its official list and the acquisition of all issued shares of SSG. Ventus obtained an independent valuation which fair valued the equipment, the subject of the Lease Assets at a value of \$3,859,091 (excluding GST);
- The plant and equipment, the subject of the Lease Assets is currently being leased by SSG from BMH and upon acquisition, the right of use asset of \$418,198 and lease liability consisting of a current lease of \$30,012 and a non-current Lease of \$398,729 will be derecognised resulting in a gain of \$10,543;
- Pursuant to the Public Offer, Ventus will issue 6,666,667 shares at an offer price of \$0.30 each to raise \$2,000,000 before costs, based on the minimum subscription. Oversubscriptions of up to 3,333,333 shares at \$0.30 each may be accepted to raise up to a total of \$3,000,000 before costs;
- The total cash costs of the Offers under the minimum subscription are estimated to be \$340,000, with those costs directly attributable to the capital raising being \$94,844. These costs are offset against contributed equity. The remaining costs of the Offers of \$245,156 which are not directly attributable to the capital raising are expensed through retained earnings. Under the maximum subscription, the total cash costs of the Offers are estimated to be \$350,000, of which \$111,041 relate directly to the capital raising and have therefore been offset against contributed equity. The remaining cash costs of the Offers of \$238,959 have been expensed through retained earnings;
- Ventus has pre-paid listing costs of \$242,212 which is recorded as an other current asset as at 31 December 2019. These listing costs are included in the estimated costs of the Offers, therefore the pre-paid portion of the costs have been reversed as a pro forma adjustment. The effect of this is a decrease in other current assets and an increase in cash and cash equivalents. These costs have been expensed as a cost of the Offers that are not directly attributable to the capital raising (refer above);
- Ventus holds investments as financial assets to the value of \$2,000,000. The Directors propose to dispose of the investments and use the proceeds for the repayment of the existing borrowings in SSG; and
- Promoter services and transaction facilitation services have been provided to the Company to facilitate the proposed transactions that are detailed above. The services provided are accounted for as a share based payment and have been valued at \$382,100.

8. Independence

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the proposed acquisition and IPO other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received. BDO is the auditor of Ventus and SSG and from time to time, BDO also provides Ventus and SSG with certain other professional services for which normal professional fees are received.

9. Disclosures

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

Without modifying our conclusions, we draw attention to Section 2 of this Report, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

BDO has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

10. Financial Services Guide

Our Financial Services Guide follows this Report. This guide is designed to assist retail clients in their use of any general financial product advice in our Report.

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd



Sherif Andrawes

Director

APPENDIX 1

VENTUS AQUA LIMITED

PRO-FORMA STATEMENT OF FINANCIAL POSITION

		Ventus Reviewed as at	SSG Reviewed as at	Subsequent events	Pro-forma Adjustments Min	Pro-forma Adjustments Max	Pro-forma after Offers Min	Pro-forma after Offers Max
	Notes	31-Dec-19	31-Dec-19					
		\$	\$	\$	\$	\$	\$	\$
CURRENT ASSETS								
Cash and cash equivalents	1	707,457	33,775	-	1,902,212	2,892,212	2,643,444	3,633,444
Trade receivables		-	910,040	-	-	-	910,040	910,040
Other receivables		-	110,667	-	-	-	110,667	110,667
Inventories		-	921,698	-	-	-	921,698	921,698
Financial assets at fair value through P&L	2	2,000,000	-	-	(2,000,000)	(2,000,000)	-	-
Other current assets	3	242,212	-	-	(242,212)	(242,212)	-	-
TOTAL CURRENT ASSETS		2,949,669	1,976,180	-	(340,000)	650,000	4,585,849	5,575,849
NON-CURRENT ASSETS								
Property, plant and equipment	4	-	7,037,009	-	3,440,893	3,440,893	10,477,902	10,477,902
TOTAL NON-CURRENT ASSETS		-	7,037,009	-	3,440,893	3,440,893	10,477,902	10,477,902
TOTAL ASSETS		2,949,669	9,013,189	-	3,100,893	4,090,893	15,063,751	16,053,751
CURRENT LIABILITIES								
Trade and other payables		403	1,529,962	-	-	-	1,530,365	1,530,365
Borrowings	5	-	4,264,337	(2,034,980)	(2,000,000)	(2,000,000)	229,357	229,357
Income tax		-	195,137	-	-	-	195,137	195,137
Employee benefits		-	142,014	-	-	-	142,014	142,014
Leases	6	-	363,435	-	(30,012)	(30,012)	333,423	333,423
TOTAL CURRENT LIABILITIES		403	6,494,885	(2,034,980)	(2,030,012)	(2,030,012)	2,430,296	2,430,296
NON-CURRENT LIABILITIES								
Borrowings		-	91,378	-	-	-	91,378	91,378
Leases	7	-	6,017,256	-	(398,729)	(398,729)	5,618,527	5,618,527
TOTAL NON-CURRENT LIABILITIES		-	6,108,634	-	(398,729)	(398,729)	5,709,905	5,709,905
TOTAL LIABILITIES		403	12,603,519	(2,034,980)	(2,428,741)	(2,428,741)	8,140,201	8,140,201
NET ASSETS		2,949,266	(3,590,330)	2,034,980	5,529,634	6,519,634	6,923,550	7,913,550
EQUITY								
Issued capital	8	2,910,196	100	2,034,980	5,764,247	6,748,050	10,709,523	11,693,326
Reserves	9	-	-	-	382,100	382,100	382,100	382,100
Retained profits / (Accumulated losses)	10	39,070	(3,590,430)	-	(616,713)	(610,516)	(4,168,073)	(4,161,876)
TOTAL EQUITY		2,949,266	(3,590,330)	2,034,980	5,529,634	6,519,634	6,923,550	7,913,550

We note that the pro forma statement of financial position does not account for working capital movements over the period from 1 January 2020 to completion. We have been advised that the net operating profit of Ventus over the period from 1 January 2020 to 31 May 2020 is \$67,836 and its cash and cash equivalents at 31 May 2020 is \$350,722. Similarly, the net operating loss of SSG over the period from 1 January 2020 to 31 May 2020 is \$326,923 and its cash and cash equivalents at 31 May 2020 is \$46,572.

The pro-forma statement of financial position after the Offers is as per the statement of financial position before the Offers adjusted for any subsequent events and the transactions relating to the issue of shares pursuant to this Prospectus. The statement of financial position is to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 6 and the prior year financial information set out in Appendix 2, Appendix 3, Appendix 4 and Appendix 5.

APPENDIX 2

VENTUS AQUA LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Statement of Profit or Loss and Other Comprehensive Income	Reviewed for the half year ended 31-Dec-19 \$	Audited for the period from incorporation to 30-Jun-19 \$
Revenue		
Other Income	50,924	29,167
	50,924	29,167
Expenses		
Occupancy costs	(367)	-
General and administration expense	-	(40,654)
Profit /(loss) before income tax expense	50,557	(11,487)
Income tax expenses	-	-
Profit /(loss) after income tax expense for the period attributable to the owners of Ventus	50,557	(11,487)
Other comprehensive income/(loss), net of tax	-	-
Total comprehensive profit/(loss) for the period	50,557	(11,487)

These statements of profit or loss and other comprehensive income show the historical financial performance of the Company and are to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 6.

APPENDIX 3

SYDNEY SUNNY GLASS PTY LTD

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Statements of Profit or Loss and Other Comprehensive Income	Reviewed for the half year ended 31-Dec-19 \$	Audited for the year ended 30-Jun-19 \$	Reviewed for the half year ended 31-Dec-18 \$	Audited for the year ended 30-Jun-18 \$
Revenue	2,198,345	4,515,778	2,639,866	4,488,525
Cost of goods sold	(1,365,948)	(2,527,994)	(1,003,696)	(1,679,702)
Gross profit/(loss)	832,397	1,987,784	1,636,170	2,808,823
Other Income	-	359,040	-	93,158
Expenses				
Distribution expenses	(63,918)	(84,780)	(34,425)	(75,953)
Marketing expenses	(42,273)	(53,623)	(32,302)	(37,704)
Employment expenses	(732,393)	(1,228,898)	(759,803)	(1,200,521)
Repairs and maintenance expenses	(31,276)	(227,844)	(128,352)	(50,224)
Occupancy costs	(168,105)	(900,480)	(476,839)	(967,805)
Depreciation expense	(313,259)	(156,310)	(71,290)	(156,244)
Finance costs	(170,437)	(94,106)	(38,244)	(184,111)
General and administration expense	(241,381)	(424,196)	(139,611)	(216,570)
Profit /(loss) before income tax expense	(930,645)	(823,413)	(44,696)	12,849
Income tax expense	-	-	-	-
Profit /(loss) after income tax expense for the period attributable to the owners of SSG	(930,645)	(823,413)	(44,696)	12,849
Other comprehensive income/(loss), net of tax	-	-	-	-
Total comprehensive profit/(loss) for the period	(930,645)	(823,413)	(44,696)	12,849

These statements of profit or loss and other comprehensive income show the historical financial performance of SSG and are to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 6.

The table below sets out the impact on the statements of profit or loss and other comprehensive income if AASB 16: Leases had been adopted throughout the review period.

Prior Adoption of AASB 16	Half year ended 31-Dec-19 \$	Year ended 30-Jun-19 \$	Half year ended 31-Dec-18 \$	Year ended 30-Jun-18 \$
Profit before tax	(930,645)	(823,413)	(44,696)	12,849
Adjustments as a result of the Lease over SSG's premises				
Movement in depreciation expense	39,313	(362,731)	(181,366)	(362,731)
Movement in lease interest	26,089	(228,308)	(115,567)	(239,363)
Decrease in lease expense	-	480,000	240,000	480,000
Adjustments as a result of the Lease over SSG's equipment				
Movement in depreciation expense	(670)	(39,942)	(19,971)	(39,942)
Movement in lease interest	(1,708)	(22,148)	(11,245)	(23,501)
Decrease in lease expense	-	50,000	25,000	50,000
Profit /(loss) after income tax expense for the period after adoption of AASB 16	(867,621)	(946,542)	(107,845)	(122,688)

The table below sets out the impact on the statements of profit or loss and other comprehensive income if SSG had owned the equipment throughout the periods.

Historical impact of SSG having owned the equipment	Half year ended 31-Dec-19 \$	Year ended 30-Jun-19 \$	Half year ended 31-Dec-18 \$	Year ended 30-Jun-18 \$
Profit before tax	(930,645)	(823,413)	(44,696)	12,849
Adjustments for historical impact of SSG having owned the equipment				
Decrease in lease expense	-	50,000	25,000	50,000
Increase in depreciation expense	(167,412)*	(373,427)	(186,714)*	(373,427)
Decrease in lease interest	10,543	-	-	-
Profit /(loss) after income tax expense for the period after historical impact of SSG having owned the equipment	(1,087,514)	(1,146,840)	(206,410)	(310,578)

*The difference in the depreciation expense for the half year ended 31 December 2019 relative to the comparative half year ended 31 December 2018, is due to the application of the new AASB 16 leases standard in 2019. The adjustment for the movement in the depreciation for SSG having owned the equipment is \$187,714 less the depreciation of \$19,302 for the right of use asset which was reflected in the financial statements for the half year ended 31 December 2019.

APPENDIX 4
VENTUS AQUA LIMITED
STATEMENT OF CASH FLOWS

Statement of Cash Flows	Reviewed for the half year ended 31-Dec-19 \$	Audited for the period from incorporation to 30-Jun-19 \$
Cash flows from operating activities		
Investment income (net of GST)	92,586	485
Payments to suppliers and employees (inclusive of GST)	(634)	(295,177)
Interest paid	-	-
Income taxes paid	-	-
Net cash from/(used in) operating activities	91,952	(294,692)
Cash flows from investing activities		
Payments for investments	(100,000)	(1,900,000)
Net cash (used in) investing activities	(100,000)	(1,900,000)
Cash flows from financing activities		
Proceeds from the issue of shares	-	3,000,196
Payments for share issue costs	-	(90,000)
Net cash from financing activities	-	2,910,196
Net increase/(decrease) in cash and cash equivalents	(8,048)	715,504
Cash and cash equivalents at the beginning of the period	715,504	-
Cash and cash equivalents at the end of the period	707,457	715,504

This statement of cash flows shows the historical cash flows of the Company and are to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 6.

APPENDIX 5
SYDNEY SUNNY GLASS PTY LTD
STATEMENTS OF CASH FLOWS

Statements of Cash Flows	Reviewed for the half year ended 31-Dec-19 \$	Audited for the year ended 30-Jun-19 \$	Reviewed for the half year ended 31-Dec-18 \$	Audited for the year ended 30-Jun-18 \$
Cash flows from operating activities				
Receipts from customers (inclusive of GST)	2,394,630	4,699,480	2,403,137	3,852,068
Payments to suppliers and employees (inclusive of GST)	(2,755,298)	(4,737,263)	(2,292,056)	(3,891,536)
R&D grant received	-	256,316	-	-
Interest paid	(23,954)	(94,106)	(30,788)	(194,568)
Net cash (used in) operating activities	(384,622)	124,427	80,293	(234,036)
Cash flows from investing activities				
Payment for property, plant and equipment	(209,008)	(26,826)	(13,636)	(352,953)
Net cash (used in) investing activities	(209,008)	(26,826)	(13,636)	(352,953)
Cash flows from financing activities				
Proceeds /(Repayments) of loan to related parties	(536,833)	(56,683)	(388,013)	462,582
Receipts from/ (loan advance by) related parties	1,113,411	(140,920)	273,581	215,444
Net cash from financing activities	576,578	(197,603)	(114,432)	678,026
Net increase/(decrease) in cash and cash equivalents	(17,052)	(100,002)	(47,775)	91,037
Cash and cash equivalents at the beginning of the period	50,827	150,829	150,829	59,792
Cash and cash equivalents at the end of the period	33,775	50,827	103,054	150,829

These statements of cash flows show the historical cash flows of SSG and are to be read in conjunction with the notes to and forming part of the historical financial information set out in Appendix 6.

APPENDIX 6

VENTUS AQUA LIMITED

NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the Historical Financial Information included in this Report have been set out below for Ventus and SSG (collectively ‘the Group’).

a) New or Amended Accounting Standards and Interpretations Adopted

The Group has adopted all of the new or amended Accounting Standards and Interpretations issued by the Australian Accounting Standards Board (‘AASB’) that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been early adopted.

The following Accounting Standards and Interpretations are most relevant to the consolidated entity:

AASB 9 Financial Instruments

SSG has adopted AASB 9 from 1 July 2017. The standard introduced new classification and measurement models for financial assets. A financial asset shall be measured at amortised cost if it is held within a business model whose objective is to hold assets in order to collect contractual cash flows which arise on specified dates and that are solely principal and interest. A debt investment shall be measured at fair value through other comprehensive income if it is held within a business model whose objective is to both hold assets in order to collect contractual cash flows which arise on specified dates that are solely principal and interest as well as selling the asset on the basis of its fair value. All other financial assets are classified and measured at fair value through profit or loss unless the entity makes an irrevocable election on initial recognition to present gains and losses on equity instruments (that are not held-for-trading or contingent consideration recognised in a business combination) in other comprehensive income (‘OCI’). Despite these requirements, a financial asset may be irrevocably designated as measured at fair value through profit or loss to reduce the effect of, or eliminate, an accounting mismatch. For financial liabilities designated at fair value through profit or loss, the standard requires the portion of the change in fair value that relates to the entity’s own credit risk to be presented in OCI (unless it would create an accounting mismatch). New simpler hedge accounting requirements are intended to more closely align the accounting treatment with the risk management activities of the entity. New impairment requirements use an ‘expected credit loss’ (‘ECL’) model to recognise an allowance. Impairment is measured using a 12-month ECL method unless the credit risk on a financial instrument has increased significantly since initial recognition in which case the lifetime ECL method is adopted. For receivables, a simplified approach to measuring expected credit losses using a lifetime expected loss allowance is available.

AASB 15 Revenue from Contracts with Customers

SSG has adopted AASB 15 from 1 July 2017. The standard provides a single comprehensive model for revenue recognition. The core principle of the standard is that an entity shall recognise revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard introduced a new contract-based revenue recognition model with a

measurement approach that is based on an allocation of the transaction price. This is described further in the accounting policies below. Credit risk is presented separately as an expense rather than adjusted against revenue. Contracts with customers are presented in an entity's statement of financial position as a contract liability, a contract asset, or a receivable, depending on the relationship between the entity's performance and the customer's payment. Customer acquisition costs and costs to fulfil a contract can, subject to certain criteria, be capitalised as an asset and amortised over the contract period.

Impact of adoption

AASB 9 and AASB 15 (which make amendments to AASB 101) were adopted using the modified retrospective approach and as such comparatives have not been restated. There was no impact on opening retained profits as at 1 July 2017.

b) Basis of Preparation

The Historical Financial Information has been prepared in accordance with the recognition and measurement requirements but not the presentation requirements of Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board ('AASB') and the Corporations Act 2001, as appropriate for for-profit oriented entities. These financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Historical Cost Convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation of financial assets and liabilities at fair value through profit or loss, financial assets at fair value through other comprehensive income, certain classes of property, plant and equipment.

Critical Accounting Estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies.

c) Foreign Currency Translation

The financial statements are presented in Australian dollars, which is the Group's functional and presentation currency. Foreign currency transactions are translated into Australian dollars using exchange rate prevailing at the dates of the transactions.

d) Revenue Recognition

The Group recognises revenue as follows:

Revenue from Contracts with Customers

Revenue is recognised at an amount that reflects the consideration to which the Group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the Group: identifies the contract with a customer; identifies the performance obligations in the contract; determines the transaction price which takes into account estimates of variable consideration and the time value of money; allocates the transaction price to the separate performance obligations on the basis of the relative stand-alone selling price of each distinct good or service to be delivered; and recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Sale of Goods

Revenue from the sale of goods is recognised at the point in time when the customer obtains control of the goods, which is generally at the time of delivery.

Rendering of Services

Revenue from a contract to provide services is recognised over time as the services are rendered based on either a fixed price or an hourly rate.

Interest

Interest revenue is recognised as interest accrues using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

Other Revenue

Other revenue is recognised when it is received or when the right to receive payment is established.

Research and Development Tax Incentive Benefits

Research and Development tax incentive benefit includes Research and Development ('R&D') concessions received or receivable in respect of eligible R&D as registered with Ausindustry. The R&D concession is brought to account when the eligible R&D expenditure has been identified and the resulting expected R&D incentive amount receivable has been quantified.

The R&D concession amount is recognised in other income as it relates to spending that has been expensed to the statement of profit or loss and other comprehensive income.

e) Income Tax

The income tax expense or benefit for the period is the tax payable on that period's taxable income based on the applicable income tax rate for each jurisdiction, adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to be applied when the assets are recovered or liabilities are settled, based on those tax rates that are enacted or substantively enacted, except for:

- When the deferred income tax asset or liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting nor taxable profits; or

- When the taxable temporary difference is associated with interests in subsidiaries, associates or joint ventures, and the timing of the reversal can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities; and they relate to the same taxable authority on either the same taxable entity or different taxable entities which intend to settle simultaneously.

f) Current and Non-current Classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months of the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the Group's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

g) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

h) Trade and Other Receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any allowance for expected credit losses. Trade receivables are generally due for settlement within 30 days.

The Group has applied the simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance. To measure the expected credit losses, trade receivables have been grouped based on days overdue.

Other receivables are recognised at amortised cost, less any allowance for expected credit losses.

i) Contract Assets

Contract assets are recognised when the Group has transferred goods or services to the customer but where the Group is yet to establish an unconditional right to consideration. Contract assets are treated as financial assets for impairment purposes.

j) Inventories

Inventory only consists of raw materials and is stated at the lower of cost and net realisable value on a 'standard costing' basis. Cost comprises of direct materials and delivery costs, direct labour for raw material handling, import duties and other taxes. Costs of purchased inventory are determined after deducting rebates and discounts received or receivable.

Stock in transit is stated at the lower of cost and net realisable value. Cost comprises of purchase and delivery costs, net of rebates and discounts received or receivable.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

k) Property, Plant and Equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated on a diminishing value method to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

- Leasehold improvements, 3-10 years; and
- Plant and equipment, 1-15 years.

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

Leasehold improvements are depreciated over the unexpired period of the lease or the estimated useful life of the assets, whichever is shorter.

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the Group. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs of disposal and value-in-use. The value-in-use is the present value of the estimated future cash flows relating to the asset using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

l) Leases

The determination of whether an arrangement is or contains a lease is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset.

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to the ownership of leased assets, and

operating leases, under which the lessor effectively retains substantially all such risks and benefits.

Finance leases are capitalised. A lease asset and liability are established at the fair value of the leased assets, or if lower, the present value of minimum lease payments. Lease payments are allocated between the principal component of the lease liability and the finance costs, so as to achieve a constant rate of interest on the remaining balance of the liability.

Leased assets acquired under a finance lease are depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the Group will obtain ownership at the end of the lease term.

Operating lease payments, net of any incentives received from the lessor, are charged to profit or loss on a straight-line basis over the term of the lease.

m) Contract Liabilities

Contract liabilities represent the Group's obligation to transfer goods or services to a customer and are recognised when a customer pays consideration, or when the Group recognises a receivable to reflect its unconditional right to consideration (whichever is earlier) before the Group has transferred the goods or services to the customer.

n) Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year and which are unpaid. Due to their short-term nature they are measured at amortised cost and are not discounted. The amounts are unsecured and are usually paid within 30 - 60 days of recognition.

o) Borrowings

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

In the financial years 2018-2019, SSG entered into a sale and buy back financing arrangement with BMH. This transaction was accounted for as a financing transaction, with the funds received recognised as a liability and the mark-up recognised as a finance cost. SSG received full payment of inventory sold to BMH upfront and hold the said inventory in store on behalf of BMH. BMH then invoiced SSG based of an agreed schedule of buy back quantities at a 7% mark-up on price. This transaction completed in May 2019.

p) Employee Benefits

Short-term Employee Benefits

Liabilities for wages and salaries, including non-monetary benefits, annual leave and long service leave expected to be settled wholly within 12 months of the reporting date are measured at the amounts expected to be paid when the liabilities are settled.

Other Long-term Employee Benefits

The liability for annual leave and long service leave not expected to be settled within 12 months of the reporting date are measured at the present value of expected future payments to be made in respect of services provided by employees up to the reporting date using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the reporting date on corporate bonds with

terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Defined Contribution Superannuation Expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

q) Fair Value Measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on its highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

r) Issued Capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

s) Goods and Services Tax ('GST') and Other Similar Taxes

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the tax authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the tax authority, are presented as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

t) AASB 16: Leases

This standard is applicable to annual reporting periods beginning on or after 1 January 2019. SSG has adopted AASB 16 from 30 June 2019 and the impact on historical financial performance had it been adopted since 1 July 2018 is shown in Appendix 3. The standard replaces AASB 117 'Leases' and for lessees will eliminate the classifications of operating leases and finance leases. Subject to exceptions, a 'right-of-use' asset will be capitalised in the statement of financial position, measured at the present value of the unavoidable future lease payments to be made over the lease term. The exceptions relate to short-term leases of 12 months or less and leases of low-value assets (such as personal computers and small office furniture) where an accounting policy choice exists whereby either a 'right-of-use'

asset is recognised or lease payments are expensed to profit or loss as incurred. A liability corresponding to the capitalised lease will also be recognised, adjusted for lease prepayments, lease incentives received, initial direct costs incurred and an estimate of any future restoration, removal or dismantling costs. Straight-line operating lease expense recognition will be replaced with a depreciation charge for the leased asset (included in operating costs) and an interest expense on the recognised lease liability (included in finance costs). In the earlier periods of the lease, the expenses associated with the lease under AASB 16 will be higher when compared to lease expenses under AASB 117. However EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) results will be improved as the operating expense is replaced by interest expense and depreciation in profit or loss under AASB 16. For classification within the statement of cash flows, the lease payments will be separated into both a principal (financing activities) and interest (either operating or financing activities) component. For lessor accounting, the standard does not substantially change how a lessor accounts for leases.

u) Share Based Payments

Other than transactions with employees and others providing similar service, for all equity-settled share based payment transactions, the goods or services received, and the corresponding increase in equity, are valued at the fair value of the goods or services received, unless that fair value cannot be estimated reliably. If the entity cannot estimate reliably the fair value of the goods or services received, the entity shall measure their value, and the corresponding increase in equity, indirectly, by reference to the fair value of the equity instruments granted.

	Reviewed as at 31-Dec-19	Pro-forma after Offers Min	Pro-forma after Offers Max
NOTE 1 CASH AND CASH EQUIVALENTS	\$	\$	\$
Cash and cash equivalents	707,457	2,643,444	3,633,444
Reviewed balance of Ventus at 31 December 2019		707,457	707,457
Reviewed balance of SSG at 31 December 2019		33,775	33,775
		741,232	741,232
<i>Pro-forma adjustments:</i>			
Proceeds from shares issued under this Prospectus		2,000,000	3,000,000
Capital raising costs		(340,000)	(350,000)
Reversal of prepayments of listing costs		242,212	242,212
		1,902,212	2,892,212
Pro-forma Balance		2,643,444	3,633,444

	Reviewed as at 31-Dec-19	Pro-forma after Offers
NOTE 2. FINANCIAL ASSETS AT FAIR VALUE THROUGH P&L	\$	\$
Financial assets at fair value through P&L	2,000,000	-
Reviewed balance of Ventus at 31 December 2019		2,000,000
Reviewed balance of SSG at 31 December 2019		-
		2,000,000
<i>Pro-forma adjustments:</i>		
Liquidation of unit trust to be used to repay borrowings In SSG		(2,000,000)
		(2,000,000)
Pro-forma Balance		-

	Reviewed as at 31-Dec-19	Pro-forma after Offers
NOTE 3. OTHER CURRENT ASSETS	\$	\$
Other current assets	242,212	-
Reviewed balance of Ventus at 31 December 2019		242,212
Reviewed balance of SSG at 31 December 2019		-
		242,212
<i>Pro-forma adjustments:</i>		
Reversal of prepayments of listing costs		(242,212)
		(242,212)
Pro-forma Balance		-

	Reviewed as at 31-Dec-19	Pro-forma after Offers
NOTE 4. PROPERTY PLANT AND EQUIPMENT	\$	\$
Property plant and equipment	-	10,477,902
Reviewed balance of Ventus at 31 December 2019		-
Reviewed balance of SSG at 31 December 2019		7,037,009
		7,037,009
<i>Pro-forma adjustments:</i>		
Acquisition of leased equipment		3,859,091
Reversal of right of use asset		(418,198)
		3,440,893
Pro-forma Balance		10,477,902

	Reviewed as at 31-Dec-19	Pro-forma after Offers
NOTE 5. CURRENT BORROWINGS	\$	\$
Current borrowings	-	229,357
Reviewed balance of Ventus at 31 December 2019		-
Reviewed balance of SSG at 31 December 2019		4,264,337
		4,264,337
<i>Subsequent events</i>		
Repayment of short term loan of SSG subsequent to 31 December 2019		(2,034,980)
		(2,034,980)
<i>Pro-forma adjustments:</i>		
Repayment of borrowings of SSG		(2,000,000)
		(2,000,000)
Pro-forma Balance		229,357

	Reviewed as at 31-Dec-19	Pro-forma after Offers
NOTE 6. CURRENT LEASES	\$	\$
Current leases	-	333,423
Reviewed balance of Ventus at 31 December 2019		-
Reviewed balance of SSG at 31 December 2019		363,435
		363,435
<i>Pro-forma adjustments:</i>		
Derecognition of lease liability due to property, plant and equipment being acquired		(30,012)
		(30,012)
Pro-forma Balance		333,423

	Reviewed as at 31-Dec-19	Pro-forma after Offers
NOTE 7. NON-CURRENT LEASES	\$	\$
Non-current leases	-	5,618,527
Reviewed balance of Ventus at 31 December 2019		-
Reviewed balance of SSG at 31 December 2019		6,017,256
		6,017,256
<i>Pro-forma adjustments:</i>		
Derecognition of lease liability due to property, plant and equipment being acquired		(398,729)
		(398,729)
Pro-forma Balance		5,618,527

		Reviewed as at 31-Dec-19	Pro-forma after Offers Min	Pro-forma after Offers Max
NOTE 8. ISSUED CAPITAL		\$	\$	\$
Issued capital		2,910,196	10,709,523	11,693,326
	Number of shares (min)	Number of shares (max)	\$	\$
Reviewed balance of Ventus at 31 December 2019	31,583,334	31,583,334	2,910,196	2,910,196
Reviewed balance of SSG at 31 December 2019	1	1	100	100
	31,583,335	31,583,335	2,910,296	2,910,296
<i>Subsequent events:</i>				
<i>Reorganisation of share capital pre IPO</i>				
Issue of SSG shares to settle loan	8,139,920	8,139,920	2,034,980	2,034,980
	8,139,920	8,139,920	2,034,980	2,034,980
<i>Pro-forma adjustments:</i>				
Elimination of SSG shares on acquisition	(8,139,921)	(8,139,921)	-	-
Proceeds from shares issued under this Prospectus	6,666,667	10,000,000	2,000,000	3,000,000
Costs of the Offers	-	-	(94,844)	(111,041)
Issue of shares for the acquisition of the Lease Assets	11,666,667	11,666,667	3,859,091	3,859,091
Shares Issued for the acquisition of SSG	36,139,920	36,139,920	-	-
	46,333,333	49,666,666	5,764,247	6,748,050
Pro-forma Balance	86,056,588	89,389,921	10,709,523	11,693,326

	Reviewed as at 31-Dec-19	Pro-forma after Offers
NOTE 9. RESERVES	\$	\$
Reserves	-	382,100
Reviewed balance of Ventus at 31 December 2019		-
Reviewed balance of SSG at 31 December 2019		-
		-
<i>Pro-forma adjustments:</i>		
Share based payments expense for services provided in relation to the acquisition		382,100
		382,100
Pro-forma Balance		382,100

	Reviewed as at 31-Dec-19	Pro-forma after Offers Min	Pro-forma after Offers Max
NOTE 10. ACCUMULATED LOSSES	\$	\$	\$
Accumulated losses	39,070	(4,168,073)	(4,161,876)
Reviewed balance of Ventus at 31 December 2019		39,070	39,070
Reviewed balance of SSG at 31 December 2019		(3,590,430)	(3,590,430)
		(3,551,360)	(3,551,360)
<i>Pro-forma adjustments:</i>			
Costs of the Offers not directly attributable to the capital raising		(245,156)	(238,959)
Share based payments expense for services provided in relation to the acquisition		(382,100)	(382,100)
Gain on derecognition of right of use asset and lease liability		10,543	10,543
		(616,713)	(610,516)
Pro-forma Balance		(4,168,073)	(4,161,876)

NOTE 11: RELATED PARTY DISCLOSURES

Transactions with Related Parties and Directors' interests are disclosed in the Prospectus.

NOTE 12: COMMITMENTS AND CONTINGENCIES

At the date of the report no material commitments or contingent liabilities exist that we are aware of, other than those disclosed in the Prospectus.

APPENDIX 7

FINANCIAL SERVICES GUIDE

15 June 2020

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 ('we' or 'us' or 'ours' as appropriate) has been engaged by Ventus Aqua Limited ('the Company') to provide an Independent Limited Assurance Report ('ILAR' or 'our Report') for inclusion in this Prospectus.

Financial Services Guide

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide ('FSG'). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensee.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide under our Australian Financial Services Licence, Licence No. 316158;
- remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our internal and external complaints handling procedures and how you may access them.

Information about us

BDO Corporate Finance (WA) Pty Ltd is a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The financial product advice in our Report is provided by BDO Corporate Finance (WA) Pty Ltd and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

Financial services we are licensed to provide

We hold an Australian Financial Services Licence that authorises us to provide general financial product advice for securities to retail and wholesale clients.

When we provide the authorised financial services we are engaged to provide an ILAR in connection with the financial product of another entity. Our Report indicates who has engaged us and the nature of the report we have been engaged to provide. When we provide the authorised services we are not acting for you.

General Financial Product Advice

We only provide general financial product advice, not personal financial product advice. Our Report does not take into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice.

Fees, commissions and other benefits that we may receive

We charge fees for providing reports, including this Report. These fees are negotiated and agreed with the client who engages us to provide the report. Fees are agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. The fee payable to BDO Corporate Finance (WA) Pty Ltd for this engagement is approximately \$28,000 (exclusive of GST).

Except for the fees referred to above, neither BDO, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the Report.

Remuneration or other benefits received by our employees

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from Ventus for our professional services in providing this Report. That fee is not linked in any way with our opinion as expressed in this Report.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Complaints resolution*Internal complaints resolution process*

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing addressed to The Complaints Officer, BDO Corporate Finance (WA) Pty Ltd, 38 Station Street, Subiaco, Perth WA 6008.

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than **45 days** after receiving the written complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority ('AFCA'). AFCA was established on 1 November 2018 to allow for the amalgamation of all Financial Ombudsman Service schemes into one. AFCA will deal with complaints from consumers in the financial system by providing free, fair and independent financial services complaint resolution. If an issue has not been resolved to your satisfaction you can lodge a complaint with AFCA at any time.

Our AFCA Membership Number is 12561. Further details about AFCA are available on its website www.afca.org.au or by contacting it directly via the details set out below:

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
Toll free: 1300 931 678
Website: www.afca.org.au

Contact details

You may contact us using the details set out on page 1 of our Report.

9. SUMMARY OF MATERIAL CONTRACTS

9.1 Introduction

Set out below are summaries of various contracts entered into by Ventus Aqua and SSG which are or may be material to the Offers or the operation of the Group's business of or otherwise are or may be relevant to a potential investor in Ventus Aqua.

9.2 Underwriting Agreement

Ventus Aqua and the Lead Manager entered into an underwriting agreement on 10 June 2020 for the underwriting of the Public Offer (Underwriting Agreement).

The material terms of the Underwriting Agreement are as follows:

SUBJECT	PROVISION
Underwriting commitment	<p>The Lead Manager has agreed to underwrite the shortfall in Applications under the Public Offers for up to 6,666,667 Shares to raise up to \$2,000,000 before costs (i.e. the Minimum Subscription).</p> <p>The Lead Manager must take all appropriate steps to ensure that the issue of the shortfall Shares to a third party does result in any person contravening the takeover restrictions under the Corporations Act.</p>
Sub-underwriting	<p>The Lead Manager may, at its own cost, procure that sub-underwriters or other investors subscribe for any underwritten shortfall Shares in place of the Lead Manager.</p> <p>The Lead Manager must notify Ventus Aqua if any sub-underwriter will, or is likely to, attain a 'relevant interest' (as defined in the Corporations Act) in 5% or more of the issued Shares.</p>
Fees and reimbursement	<p>In consideration for underwriting the Minimum Subscription of the Public Offer, Ventus Aqua is to pay the Lead Manager a fee of 3% of the Underwritten Amount of \$2,000,000 (i.e. a fee of \$60,000 plus GST).</p> <p>The Lead Manager is entitled to be reimbursed all reasonable costs and expenses incurred by it and incidental to the Public Offer.</p>

SUBJECT	PROVISION
Termination of underwriting commitment	<p>The Lead Manager may terminate the Underwriting Agreement and its underwriting commitment if various prescribed events occur, which are of the type and form that are considered usual for an underwriting agreement of this nature. The termination events include:</p> <ul style="list-style-type: none"> • either of the Acquisitions, the Public Offer, or Ventus Aqua's listing on NSX are withdrawn or modified by Ventus Aqua without the Lead Manager's consent; • a 'material adverse event' occurring after the date of the agreement which individually, or in aggregate, has or is reasonably likely to have a significant adverse effect on the outcome of the Public Offer in so far as it relates to the assets, liabilities, financial position, performance, profitability or prospects of the Group as a whole, excluding: <ul style="list-style-type: none"> - any event required to be undertaken or procured by the Group pursuant to the Public Offer and the Acquisitions; or - the COVID-19 pandemic; • Ventus Aqua or SSG becoming insolvent or coming under external administration (e.g. having an administrator, liquidator or receiver appointed); or • any disclosure materials or warranties given by Ventus Aqua to the Lead Manager being untrue and incorrect in a material respect such as to have a significant adverse effect on the outcome of the Public Offer.
Entitlement to fees on discontinuance of capital raising	<p>The Lead Manager will not be entitled to a fee in the event that the Underwriting Agreement is terminated before the issue of the underwritten shortfall Shares.</p> <p>Costs and expenses incurred by the Lead Manager prior to termination are still payable by Ventus Aqua.</p>
Indemnity	<p>Ventus Aqua indemnifies the Lead Manager with respect to any non-compliance or breach by Ventus Aqua of the Corporations Act or the NSX Listing Rules, any advertising of the Public Offer, any statement, misstatement, misrepresentation, non disclosure, inaccuracy in or omission from the Public Offer materials, or any breach or failure by Ventus Aqua to observe any of the terms of the Underwriting Agreement.</p>

The Underwriting Agreement otherwise contain terms and conditions considered standard for agreements of this nature.

9.3 Lead Manager Mandate

Ventus Aqua and the Lead Manager entered into a corporate advisory and capital raising mandate on 30 April 2020 under which the Lead Manager was appointed to act as lead to the Public Offer (**Lead Manager Mandate**).

The material terms of the Lead Manager's engagement are as follows:

SUBJECT	PROVISION
Management of Public Offer	The Lead Manager will facilitate the raising of sufficient funds under the Public Offer, on a "best-endeavours" basis.
Allocation	The Lead Manager will facilitate the satisfaction of the shareholder spread requirement in NSX Listing Rule 3.9.
Fees and reimbursement	<p>Ventus Aqua will pay the Lead Manager a fee of 1% of all funds raised under the Public Offer (for the avoidance of doubt excluding the "Shortfall", as that term is defined in the Underwriting Agreement, being the difference between the Minimum Subscription and the amount raised).</p> <p>Ventus Aqua will reimburse the Lead Manager for all reasonable out-of-pocket expenses incurred in the course of fulfilling its obligations under the mandate.</p>
Termination of mandate	Either party may give written notice to the other of us to terminate the mandate on 30 days prior notice to the other, unless one party is in material breach of the mandate, in which case the non-defaulting party may terminate immediately if such breach is not remedied within 10 business days of the defaulting party receiving written notice to do so.
Entitlement to fees on discontinuance of capital raising	<p>No fee shall be payable to the Lead Manager in the event that the mandate is terminated before Ventus Aqua's listing on NSX.</p> <p>Out-of-pocket expenses incurred by the Lead Manager prior to termination are still payable by Ventus Aqua to the Lead Manager.</p>
Indemnity	Each party indemnifies the other in relation to any negligent act or omission in respect of the mandate, any breach of the mandate, any material non-compliance with any law, any review of ASIC or NSX in relation to non-compliance with any law or regulation, or investigating, defending or settling an actual or potential claim in relation to the aforementioned matters.

The mandate otherwise contains terms and conditions considered standard for agreements of this nature.

9.4 Share Purchase Agreement

Ventus Aqua, the SSG Vendors and SSG entered into a share purchase agreement on 8 June 2020 under which Ventus Aqua has agreed to purchase all of the issued shares in SSG (**Share Purchase Agreement**).

The material terms of the Share Purchase Agreement are as follows:

SUBJECT	PROVISION
Sale of shares	<p>Each SSG Vendor will sell their shares in SSG to Ventus Aqua free of encumbrances. These shares currently comprise 36,139,920 fully paid ordinary shares held as follows:</p> <ul style="list-style-type: none"> • 15,201,532 ordinary shares held by Mr Sunny Chi; • 8,400,000 ordinary shares held by Ms Rachel Yan; • 11,200,000 ordinary shares held by Mr Eric Chi; and • 1,338,388 ordinary shares held by Mutual Street.
Consideration	<p>Ventus Aqua will issue a total of 36,139,920 Shares to the SSG Vendors (i.e. the shares the subject of the SSG Offer) as consideration for the acquisition of 100% of the shares in SSG in the following proportions:</p> <ul style="list-style-type: none"> • 15,201,532 Shares to Mr Sunny Chi; • 8,400,000 Shares to Ms Rachel Yan; • 11,200,000 Shares to Mr Eric Chi; and • 1,338,388 Shares to Mutual Street.
Prospectus offer	<p>The Company may elect to offer the SSG Vendors their consideration under this Prospectus.</p>
Conditions precedent	<p>Completion of the transaction is subject to various conditions precedent being satisfied or waived on or before 15 August 2020, including:</p> <ul style="list-style-type: none"> • the completion of the Asset Purchase Agreement and acquisition of the Lease Assets; • the conditions to this Prospectus (set out at Section 4.4) being satisfied; and • Ventus Aqua obtaining conditional approval from NSX for its admission to the Official List of NSX, and Ventus Aqua satisfying all of those conditions other than completion of the Share Purchase Agreement and the Asset Purchase Agreement.
Completion	<p>The transaction is to complete two business days after the last condition precedent is satisfied or waived.</p>
Seller loan	<p>Within 6 months of the transaction completing, SSG must repay the residual amount (estimated to be \$102,000 at the date of this Prospectus) owed to Mr Sunny Chi under a loan he provided to SSG.</p>

SUBJECT	PROVISION
Termination	<p>The agreement may be terminated:</p> <ul style="list-style-type: none"> • by Ventus Aqua for a breach by the SSG Vendors or SSG of their obligations under the agreement; • by the SSG Vendors for a breach by Ventus Aqua of its obligations under the agreement; • by either party if NSX refuses to admit Ventus Aqua to the Official List; or • by Ventus Aqua if, before completion of the transaction, a material adverse event occurs in relation to SSG.

The Share Purchase Agreement otherwise contains terms and conditions considered standard for agreements of this nature, such obligations regarding preservation of SSG prior to completion, warranties and confidentiality.

9.5 Asset Purchase Agreement

Ventus Aqua and BauMart Holdings entered into an asset purchase agreement on 8 June 2020 under which Ventus Aqua has agreed to purchase the Lease Assets (**Asset Purchase Agreement**).

The material terms of the Asset Purchase Agreement are as follows:

SUBJECT	PROVISION
Sale of equipment	<p>Ventus Aqua will purchase from BauMart Holdings the leasing enterprise under which it leases the Lease Equipment to SSG, including BauMart Holdings’:</p> <ul style="list-style-type: none"> • ownership interest in the Lease Equipment; and • rights under the Equipment Lease, as a going concern. <p>The assets will be sold on an “as is, where is” basis. BauMart Holdings will retain its entitlement to receive \$55,000 (including GST) as a final payment of rent and other amounts outstanding, which amount Ventus Aqua must pay at or prior to completion. Goodwill associated with the enterprise will also be excluded from the sale.</p>
Equipment Lease	<p>The Equipment Lease is to be assigned to Ventus Aqua.</p> <p>Following receipt of the final payment, BauMart Holdings will release SSG from all liabilities in relation to the lease. Ventus Aqua must procure that SSG provides a mutual release in favour of BauMart Holdings.</p>
Consideration	<p>Ventus Aqua will issue 11,666,667 Shares to BauMart Holdings as consideration for the acquisition of the Lease Equipment (i.e. the Shares the subject of the BauMart Offer).</p>
Prospectus offer	<p>The Company may elect to offer BauMart Holdings its consideration under this Prospectus.</p>

SUBJECT	PROVISION
Conditions Precedent	<p>Completion of the transaction is subject to various conditions precedent being satisfied or waived on or before 15 August 2020, including:</p> <ul style="list-style-type: none"> • BauMart Holdings obtaining all necessary to complete the transaction, including shareholder approval under ASX Listing Rule 11.4; • raising the Minimum Subscription under the Public Offer; • the completion of the Share Purchase Agreement and acquisition of SSG; • the conditions to this Prospectus (set out at Section 4.4) being satisfied; • SSG confirming that the Lease Equipment functions for its ordinary intended use; and • Ventus Aqua obtaining conditional approval from NSX for its admission to the Official List of NSX, and Ventus Aqua satisfying all of those conditions other than completion of the Share Purchase Agreement and the Asset Purchase Agreement.
Completion	The transaction is to complete two business days after the last condition precedent is satisfied or waived.
Termination	<p>Either party may terminate the agreement if:</p> <ul style="list-style-type: none"> • the other party breaches a material term of the agreement and fails to remedy the breach within 10 business days; or • suffers an insolvency event.

The Asset Purchase Agreement otherwise contains terms and conditions considered standard for agreements of this nature, such obligations regarding preservation of SSG prior to completion, warranties and confidentiality.

9.6 Box Hill Contract

SSG has entered into Design & Construct Subcontract with Maxcon Construction Pty Ltd (**Builder**) to provide glass products in relation to the Panorama Box Hill residential/retail construction project (**Box Hill Contract**).

The material terms of the subcontract are as follows:

SUBJECT	CONTRACT PROVISION
Works	<p>SSG has been engaged to provide design, construction and installation works in relation to the following for the Panorama Box Hill project building:</p> <ul style="list-style-type: none"> • curtain wall system; • window wall system; • glazed fin system; • glazed roofing; • automated windows; • a glazed louvre system; and • AL1 slab and soffit cladding. <p>The works expressly exclude façade maintenance, vertical lifting, structural steel, and concrete works.</p> <p>The works are to be performed by SSG as subcontractor to the Builder.</p> <p>The Builder may vary the scope of works or change the specifications required for the project.</p> <p>SSG is not entitled to request a variation to the works if, among other things, it failed to consider any matter in the tender process.</p>
Construction program	<p>The works are to be performed in accordance with a construction program provided by the Builder.</p> <p>The Builder may amend the program.</p> <p>The Builder may reasonably instruct SSG to accelerate the program. SSG must perform the varied program unless it is able to demonstrate that the accelerated program cannot be reasonably achieved.</p> <p>The project is currently scheduled to be completed by the end of 2021.</p>
Remuneration	<p>SSG is to be paid a contract sum of \$12,250,000 (excluding GST) for the works.</p> <p>Progress claims must be submitted monthly work works completed and installed in that month.</p> <p>Payment of an approved progress claim is to be made by the Builder within 30 days of the end of the month in which the claim is submitted.</p> <p>SSG may submit a claim for additional costs incurred in performing an authorised variation.</p> <p>If a variation results in a reduction of work, the fees payable to SSG will be reduced, and SSG will not have any right to claim for loss of profit due to a reduced scope of work.</p>

SUBJECT	CONTRACT PROVISION
Defects liability	The works are subject to a 12-month defects liability period, commencing on 30 November 2021. The commencement date may be amended by the Builder pursuant to a variation to the construction program.
Liquidated	<p>SSG may be liable to pay the Builder liquidated damages if SSG fails to:</p> <ul style="list-style-type: none"> • comply with the construction program; • provide shop drawings to the Builder when required under the subcontract if such failure causes a direct delay in the project; • provide maintenance manuals on all equipment and related written warranties on or before the date works are scheduled to be completed; • provide at least 48 hours' notice to the site foreman when SSG requires use of the Builder's equipment, if such failure causes delays; • manage its secondary subcontractors in accordance with the subcontract; • obtain the Builder's approval to commence or complete works, if the demolition or reperformance of the works causes delays; • complete repairs to defective works if the Builder has to engage a substitute contractor and the program is delayed; or • accurately represent its financial status for any reason, whether intentionally or not. <p>SSG may also be liable to pay the Builder liquidated damages for delay caused by a variation to the contract program at the request of SSG.</p> <p>The amount of liquidated damages is \$9,500 per day.</p>
Indemnity	<p>SSG indemnifies the Builder in respect of the following (in summary):</p> <ul style="list-style-type: none"> • loss incurred caused by SSG and its representatives failing to exercise the standards of skill, care and expertise expected of an experienced professional or subcontractor, if the loss is not otherwise satisfied; • failure to remedy defects in the works as required under the subcontract; • loss arising from any act, omission or neglect on the part of SSG or its representatives in relation to carrying out the works; • breach of warranties given by SSG; • the loss incurred by the Builder in arranging for rectification of any defective works; and • loss caused by any act or omission by SSG relating to the subcontract.

SUBJECT	CONTRACT PROVISION
Retention sum	<p>The Builder is entitled to retain 10% of progress payments until 5% of total contract sum is held.</p> <p>The Builder may drawdown on the retention sum if:</p> <ul style="list-style-type: none"> to pay or reimburse itself for any cost, expenses, loss or damage of any kind which the Builder has incurred, or claims is likely to incur, or might incur in the future because of any act or omission of SSG which the Builder asserts is a breach of the subcontract; to satisfy any amount which is payable by SSG to the Builder under the subcontract, including liquidated damages; in the event of the termination of the subcontract by the Builder; or SSG not satisfying any of the insolvency criteria set out in the subcontract (none stated). <p>50% of the retention sum is to be released after practical completion of the project, with the balance to be released 1 year thereafter.</p>
Termination	<p>The Builder has customary rights of termination or suspension of works if SSG defaults on its obligations under the subcontract or commits other acts of wrongdoing and fails to remedy the same. The Builder may also take over completion of all or part of the remaining works.</p>

The subcontract otherwise contains terms which are customary for an agreement of this nature.

9.7 Supply Contract—Panorama Box Hill

SSG has entered into a Supply Contract with Singyes Engineering (H.K.) Company Limited (Supplier) dated 2 April 2020 to provide the materials required for to the Panorama Box Hill residential/retail construction project.

The material terms of the contract are as follows:

SUBJECT	PROVISION
Scope of Work	<p>The Supplier will supply Ventus Aqua with various specific glass products and materials required by Ventus Aqua to perform the Box Hill Contract.</p>
Contract Sum	<p>The contract sum under the contract is RMB 23,500,000, based on the CIF (cost, insurance, and freight) at the Port of Melbourne. As at the conversion rate prevailing as at the Prospectus Date, the contract sum is equal to approximately \$4.7 million.</p>
Fees and charges	<p>All freight charges, insurance, and custom duties associated with exporting materials from the departure port in China will be paid by the Supplier.</p> <p>All freight charges, insurance, custom duties, and import charges at Melbourne Port, and all warehouse storage and transportation from the warehouse to the project site will be paid by Ventus Aqua.</p>
Time for Production and Delivery	<p>The Supplier shall provide the products in accordance with the programme agreed under the Contract.</p>

SUBJECT	PROVISION																								
Payment Terms	<p>5% of the contract sum is to be paid within 30 days of the date of the contract.</p> <p>A further 5% of the contract sum is to be paid within 15 days of the Supplier placing orders for extrusion or glass.</p> <p>The remaining 90% of the contract sum will be paid by way of progress payments.</p>																								
Warranties	<p>The warranties applicable to the products and materials are as follows:</p> <table><tr><th>ITEM DESCRIPTION</th><th>WORKMANSHIP/MATERIALS/EQUIPMENT</th><th>WARRANTY PERIOD</th></tr><tr><td>Glazed Curtain Wall System and windows</td><td>Aluminum extrusion for windows, window wall, and curtain wall</td><td>10 years</td></tr><tr><td>Glazed Curtain Wall System and windows</td><td>Glass material</td><td>10 years; Laminated glass will be 5 years per manufacturer policy</td></tr><tr><td>Powder coating</td><td>Aluminum extrusion paint finish</td><td>15 years</td></tr><tr><td>Glazed Curtain Wall System and windows</td><td>Installation of windows, window wall, and curtain wall</td><td>Not applicable</td></tr><tr><td>Glazed Curtain Wall System and windows</td><td>Glazing installation and material</td><td>Not applicable</td></tr><tr><td>Glazed Curtain Wall System and windows</td><td>All other hardware and components—If in scope, manufacturer’s warranties apply</td><td>Agreed</td></tr><tr><td>Glazed auto doors and swing doors</td><td>Glazing and installation hardware and components—manufacturer’s warranties apply</td><td>If in scope, manufacturer’s warranties apply</td></tr></table>	ITEM DESCRIPTION	WORKMANSHIP/MATERIALS/EQUIPMENT	WARRANTY PERIOD	Glazed Curtain Wall System and windows	Aluminum extrusion for windows, window wall, and curtain wall	10 years	Glazed Curtain Wall System and windows	Glass material	10 years; Laminated glass will be 5 years per manufacturer policy	Powder coating	Aluminum extrusion paint finish	15 years	Glazed Curtain Wall System and windows	Installation of windows, window wall, and curtain wall	Not applicable	Glazed Curtain Wall System and windows	Glazing installation and material	Not applicable	Glazed Curtain Wall System and windows	All other hardware and components—If in scope, manufacturer’s warranties apply	Agreed	Glazed auto doors and swing doors	Glazing and installation hardware and components—manufacturer’s warranties apply	If in scope, manufacturer’s warranties apply
ITEM DESCRIPTION	WORKMANSHIP/MATERIALS/EQUIPMENT	WARRANTY PERIOD																							
Glazed Curtain Wall System and windows	Aluminum extrusion for windows, window wall, and curtain wall	10 years																							
Glazed Curtain Wall System and windows	Glass material	10 years; Laminated glass will be 5 years per manufacturer policy																							
Powder coating	Aluminum extrusion paint finish	15 years																							
Glazed Curtain Wall System and windows	Installation of windows, window wall, and curtain wall	Not applicable																							
Glazed Curtain Wall System and windows	Glazing installation and material	Not applicable																							
Glazed Curtain Wall System and windows	All other hardware and components—If in scope, manufacturer’s warranties apply	Agreed																							
Glazed auto doors and swing doors	Glazing and installation hardware and components—manufacturer’s warranties apply	If in scope, manufacturer’s warranties apply																							
Termination	<p>The contract may be terminated by agreement, or by either party if the other fails to perform its principal obligations and fails to remedy such breach within 30 days’ of receiving written notice.</p>																								
Applicable Law	<p>The contract is governed by the laws of Hong Kong.</p>																								
Dispute Resolution	<p>If a dispute arising out of the Supply Contract Shall cannot be settled through friendly negotiation, it shall be submitted to the Hong Kong International Arbitration Center, whose verdict shall be final and binding on the parties. Arbitration fees shall be borne by the losing party unless the arbitrator awards otherwise.</p>																								

The Supply Contract otherwise contains terms which are customary for an agreement of this nature.

9.8 Sublease—Smithfield Premises

SSG has entered into sublease agreement with BauMart Holdings (as sublessor) and KAL Smithfield Pty Ltd (as landlord) to sub-let the Smithfield facility.

The material terms of the Sublease are as follows:

SUBJECT	PROVISION
Premises	SSG will sublet the property at 239-251 Woodpark Road, Smithfield, New South Wales and being the warehouse, office, front carpark, and surrounding curtilage. .

SUBJECT	PROVISION
Current Rent	The rent will be \$480,000 per annum (excluding GST).
Rent Reviews	A market rent review will take place on each option renewal date (see below). A CPI rent review will take place on 19 April in each other calendar year during the term.
Outgoings	SSG will pay outgoings (e.g. utilities to the premises) in proportion to the area sublet relative to the total lease area.
Permitted Use	SSG may use the premises for processing and storage of glass and associated manufacturing products.
End Date	The sublease is due to expire on 18 April 2023.
Option(s) to Renew	SSG has three options to renew the sublease for 5 years each option, commencing on 19 April in 2023, 2028, and 2033 respectively, each subject to BauMart Holdings having exercised its option to renew under the head lease.

The sublease otherwise contains terms which are customary for an agreement of this nature.

9.9 Equipment Lease

SSG is party to the Equipment Lease with BauMart Holdings under which SSG leases the Lease Equipment.

The material terms of the lease are as follows:

SUBJECT	PROVISION
Equipment	BauMart Holdings leases the Lease Equipment to SSG.
Rent	The rent payable is: <ul style="list-style-type: none"> a fixed rental of \$55,000 plus GST) per annum; and 7.5% of gross profit (defined as total revenue (equivalent to total sales), minus the cost of goods sold) plus GST per month.
Rent Reviews	The rent is subject to a fixed increase every third anniversary of the commencement date of 12%.
End Date	The lease is due to expire on 31 March 2020. It was extended by exercise of extension option to 31 March 2025.
Further Terms	SSG has one option to renew the lease for a further 5 years, commencing 1 April 2025. This option has been exercised.

SUBJECT	PROVISION
Indemnity	SSG assumes liability for and indemnifies BauMart Holdings against losses, liabilities, costs, and expenses arising directly from: <ul style="list-style-type: none"> the disposition, use, or operation of Lease Equipment by SSG; the disposition of any item of any item of Lease Equipment in connection with a default event or loss of normal use due to damage or theft whilst in the possession or control of SSG; any loss suffered or sustained in connection with the Lease Equipment whilst in SSG's possession or control; any default event under the lease; or any late payment of rent.
Maintenance of Equipment	SSG must either employ competent and (where appropriate) properly qualified trained and licensed personnel to maintain the Lease Equipment, or provide regular maintenance of the Lease Equipment in accordance the lease and as required by any applicable manufacturer, supplier or insurer.
Insurances	SSG must effect and maintain insurance for the Lease Equipment for its full replacement or reinstatement value.

The lease otherwise contains terms which are customary for an agreement of this nature.

9.10 Loan Agreement with Mutual Street

SSG is party to a loan agreement with Mutual Street. The agreement was not formally documented. However, the material terms of the agreement are as follows:

SUBJECT	PROVISION
Principal	An aggregate principal amount of \$2,334,597 was advanced to SSG in separate advances
Purpose	The funds advanced under the loan were to be applied towards SSG's ordinary working capital requirements.
Interest	The loan is interest-free.
Security	The loan is unsecured.
Repayment	The loan was originally repayable on demand. Mutual Street has agreed with Ventus Aqua and SSG by separate deed that the loan will now be repayable on the sale by Ventus Aqua of its units in the Mustera Property Fund.

At the Prospectus Date, \$2,000,000 remains owing by SSG to Mutual Street.

9.11 Loan Agreement with Mr Sunny Chi

SSG is party to a loan agreement with Mr Sunny Chi. The agreement was not formally documented. However, the material terms of the agreement are as follows:

SUBJECT	PROVISION
Principal	An aggregate principal amount of \$2,474,089 was advanced to SSG in separate advances
Purpose	The funds advanced under the loan were to be applied towards SSG's ordinary working capital requirements.
Interest	The loan is interest-free.
Security	The loan is unsecured.
Repayment	The loan was originally repayable on demand. Mr Chi has agreed with Ventus Aqua and SSG in the Share Purchase Agreement that the loan will now be repayable by Ventus Aqua (on behalf of SSG) within 6 months of completion occurring under the Share Purchase Agreement. See Section 9.4.

At the Prospectus Date, approximately \$102,000 remains owing by SSG to Mr Chi.

9.12 Proposed Managing Director's Employment Agreement

Mr Chi is presently employed as the Managing Director of SSG and paid \$150,000 per annum (exclusive of statutory superannuation) on the basis of a 38 hour work week. The agreement otherwise contains terms and conditions considered standard for employment agreements of this nature.

Following completion of the SSG Offer, Ventus Aqua will enter into an Employment Agreement to appoint Mr Chi as the Managing Director of the Group. The material terms of the new Employment Agreement are as follows:

SUBJECT	PROVISION
General overview	Upon completion of the SSG Offer (Commencement Date), Mr Chi will enter into an agreement with Ventus Aqua under which he will be appointed as the Managing Director of the Group for a term of one year commencing on the Commencement Date. In relation to Mr Chi's role as the Managing Director of the Group, Mr Chi will be paid \$150,000 per annum (exclusive of statutory superannuation) on the basis of an approximate 38 hour work week. Mr Chi will be entitled to appropriate incentive benefits (to be negotiated between Mr Chi and Ventus Aqua), and allowance in relation to travel and accommodation expenses associated with Group business.
D&O insurance	Ventus Aqua shall effect and maintain, Directors' and Officers' liability insurance policy for the duration of Mr Chi's service as a Director. Mr Chi has separately agreed to waive the requirement that this insurance be in effect immediately.
Disclosure of interests	Mr Chi is obliged to disclose, and continue to disclose, to Ventus Aqua all interests and matters which affect his independence, and any matters which may give rise to a conflict of his personal interests and his duties as a Director.
Confidentiality	Mr Chi is obliged to uphold standard confidentiality obligations.
Intellectual property	Intellectual property created by Mr Chi within the scope of his employment is automatically assigned to Ventus Aqua upon creation, whether such intellectual property is created solely or jointly with others.
Termination	Either Mr Chi or Ventus Aqua may terminate the agreement at any time by giving three months' written notice to the other party.

Restrictive covenants	Mr Chi is not bound by any restraint of trade under the agreement.
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The agreement otherwise contains terms and conditions considered standard for executive employment contracts of this nature.

9.13 Executive Director's Employment Agreement

Ventus Aqua has entered into an Employment Agreement with Mr Teoh in respect of his employment as an executive Director and Chief Financial Officer.

The material terms of the agreement are as follows:

SUBJECT	PROVISION
General overview	On 1 March 2020 (Commencement Date), Mr Teoh entered into an agreement with Ventus Aqua under which he was appointed as an executive Director and the Chief Financial Officer of Ventus Aqua for a term of one year commencing on the Commencement Date. In relation to Mr Teoh's role as Executive Director and Chief Financial Officer, Mr Teoh is to be paid \$120,000 per annum (exclusive of statutory superannuation) on the basis of an approximate 38 hour work week. In addition to his salary, Mr Teoh is entitled to appropriate incentive benefits (no incentive benefits have been negotiated between Mr Teoh and Ventus Aqua to date), and allowances in relation to travel and accommodation expenses associated with Ventus Aqua business.
D&O insurance	Ventus Aqua shall effect and maintain, Directors' and Officers' liability insurance policy for the duration of Mr Teoh's service as a Director. Mr Teoh has separately agreed to waive the requirement that this insurance be in effect immediately.
Disclosure of interests	Mr Teoh is obliged to disclose, and continue to disclose, to Ventus Aqua all interests and matters which affect his independence, and any matters which may give rise to a conflict of his personal interests and his duties as a Director.
Confidentiality	Mr Teoh is obliged to uphold standard confidentiality obligations.
Intellectual property	Intellectual property created by Mr Teoh within the scope of his employment is automatically assigned to Ventus Aqua upon creation, whether such intellectual property is created solely or jointly with others.
Termination	Either Mr Teoh or Ventus Aqua may terminate the agreement at any time by giving three months' written notice to the other party.
Restrictive covenants	Mr Teoh is not bound by any restraint of trade under the agreement.

The agreement otherwise contains terms and conditions considered standard for executive employment contracts of this nature.

9.14 Executive Director's Employment Agreement

Ventus Aqua has entered into an Employment Agreement with Ms Tan in respect of her employment as an executive Director.

The material terms of the agreement are as follows:

SUBJECT	PROVISION
General overview	<p>On 1 June 2020 (Commencement Date), Ms Tan entered into an agreement with Ventus Aqua under which she was appointed as an executive Director of Ventus Aqua for a term of one year commencing on the Commencement Date.</p> <p>In relation to Ms Tan's role as Executive Director, Ms Tan is to be paid \$60,000 per annum (exclusive of statutory superannuation) on the basis of an approximate 38 hour work week. In addition to his salary, Ms Tan is entitled to appropriate incentive benefits (no incentive benefits have been negotiated between Ms Tan and Ventus Aqua to date), and allowances in relation to travel and accommodation expenses associated with Ventus Aqua business.</p>
D&O insurance	Ventus Aqua shall effect and maintain, Directors' and Officers' liability insurance policy for the duration of Ms Tan's service as a Director. Ms Tan has separately agreed to waive the requirement that this insurance be in effect immediately.
Disclosure of interests	Ms Tan is obliged to disclose, and continue to disclose, to Ventus Aqua all interests and matters which affect her independence, and any matters which may give rise to a conflict of her personal interests and her duties as a Director.
Confidentiality	Ms Tan is obliged to uphold standard confidentiality obligations.
Intellectual property	Intellectual property created by Ms Tan within the scope of her employment is automatically assigned to Ventus Aqua upon creation, whether such intellectual property is created solely or jointly with others.
Termination	Either Ms Tan or Ventus Aqua may terminate the agreement at any time by giving three months' written notice to the other party.
Restrictive covenants	Ms Tan is not bound by any restraint of trade under the agreement.

The agreement otherwise contains terms and conditions considered standard for executive employment contracts of this nature.

9.15 Non-Executive Director's Appointment Letter

Ventus Aqua has entered into a letter of appointment with Mr Liew, confirming his appointment and terms of engagement as a non-executive Director.

The material terms of the letter are as follows:

SUBJECT	PROVISION
General overview	<p>On 1 June 2020, Mr Liew was appointed as a non-executive Director of the Company. Mr Liew is entitled to be paid an annual director's fee of \$20,000 (exclusive of statutory superannuation) for his services as a non-executive Director.</p> <p>As a non-executive Director, Mr Liew is expected to discharge his duties in accordance with the Constitution of Ventus Aqua, the Corporations Act, the NSX Listing Rules and the corporate governance policies of Ventus Aqua (as applicable).</p>

SUBJECT	PROVISION
D&O insurance	The non-Executive Director will be covered by a directors' and officers' liability insurance taken out by Ventus Aqua in accordance with the terms of the Deeds of Insurance, Indemnity and Access that Ventus Aqua has executed with the Non-Executive Director. Ventus Aqua shall effect and maintain, Directors' and Officers' liability insurance policy for the duration of Mr Liew's service as a Director. Mr Liew has separately agreed to waive the requirement that this insurance be in effect immediately.
Disclosure of interests	The non-executive Director must make all necessary disclosures to Ventus Aqua in relation to all interests and matters which impact his independence and any matters which may give rise to a conflict of interest.
Confidentiality	The non-executive Director must keep information regarding Ventus Aqua confidential, except if disclosure is required by law or Ventus Aqua provides prior written consent.
Intellectual property	The Non-Executive Director assigns to Ventus Aqua all existing and future intellectual property rights in all inventions, designs, works and subject matter created or conceived by the Director in the performance of their duties or using any of Ventus Aqua's resources.

The letter of appointment otherwise contains terms and conditions considered standard for engagement letters of this nature.

9.16 Directors' Deeds of Indemnity, Access and Insurance

Ventus Aqua has entered into Deeds of Indemnity, Access and Insurance with each current and proposed Director (**Relevant Party**).

The material terms of these deeds are as follows:

SUBJECT	PROVISION
Indemnity	Ventus Aqua agrees to indemnify each Relevant Party from certain liabilities incurred from acting in that position under specified circumstances.
Insurance	<p>Ventus Aqua agrees to maintain directors' and officers' insurance cover (if available) in favour of each Relevant Party whilst that person maintains such office and for 7 years after the Relevant Party has ceased to be an officer, provided that:</p> <ul style="list-style-type: none"> Ventus Aqua may cease to maintain directors' and officers' insurance cover in favour of each Relevant Party if Ventus Aqua reasonably determines that the type of coverage is no longer available; and Ventus Aqua must notify a Relevant Party if it ceases to maintain directors' and officers' insurance cover in favour of that Relevant Party.
Access	Ventus Aqua will provide access to any company records which are relevant to the Relevant Party's holding of office with Ventus Aqua, for a period of 7 years after the Relevant Party has ceased to be an officer of Ventus Aqua.
Conditions	The indemnity and insurance obligations of Ventus Aqua are subject to any restrictions on the same under the Corporations Act.

The deeds otherwise contain terms and conditions considered standard for deeds of this nature.

Each Director has separately waived the obligation to have directors' and officers' insurance in place immediately. Ventus Aqua is currently seeking to arrange such cover.

10. TERMS OF SHARES

The Shares issued under this Prospectus will be fully paid ordinary shares in the capital of Ventus Aqua and will rank equally with the Existing Shares.

Full details of the rights and liabilities attaching to the Shares are contained in the Constitution of Ventus Aqua and, in certain circumstances, are regulated by the Corporations Act, the NSX Listing Rules and the common law. The Constitution is available for inspection free of charge at Ventus Aqua's registered office.

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares:

- (a) **Share capital:** All issued Shares rank equally in all respects.
- (b) **Voting rights:** At a general meeting of Ventus Aqua, every holder of Shares present in person, by an attorney, representative or proxy has one vote on a show of hands and on a poll, one vote for each Share held, and for every contributing share (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.
- (c) **Dividend rights:** Subject to the Corporations Act, the NSX Listing Rules and any rights of persons entitled to shares with special rights to dividends (at present there are none), all dividends as declared by the Directors are to be payable on all such shares in proportion to the amount of capital paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividends is paid, unless the share is issued on terms providing to the contrary.
- (d) **Payment of dividends:** Dividends are payable out of the assets of Ventus Aqua in accordance with section 254T of the Corporations Act and as determined by the Directors, which shall be conclusive. The Directors may direct that payment of the dividend be made wholly or in part by the distribution of specific assets or other Securities of Ventus Aqua.
- (e) **Rights on winding-up:** Subject to the Corporations Act, the NSX Listing Rules and any rights or restrictions attached to a class of Shares, the liquidator may on winding-up of Ventus Aqua, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of Ventus Aqua and may for that purpose set such value as the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.
- (f) **Transfer of Shares:** Subject to the Constitution and the Corporations Act, Shares in Ventus Aqua may be transferred by an instrument in writing in any usual or common form or in any other form that the Directors, in their absolute discretion, approve from time to time.
- (g) **Refusal to transfer Shares:** The Directors may refuse to register a transfer of Shares only where:
 - (i) the law permits it;
 - (ii) the law requires it; or
 - (iii) the transfer is a transfer of restricted securities (as defined in NSX Listing Rule- Definitions) which is, or might be, in breach of the NSX Listing Rules or any escrow agreement entered into by Ventus Aqua in respect of those restricted securities.

- (h) **Further increases in capital:** Subject to the Constitution, the Corporations Act and the NSX Listing Rules:
 - (i) Shares in Ventus Aqua are under the control of the Directors, who may allot or dispose of all or any of the Shares to such persons, and on such terms, as the Directors determine; and
 - (ii) the Directors have the right to grant options to subscribe for Shares, to any person, for any consideration.
- (i) **Variation of rights attaching to shares:** The rights attaching to the shares of a class (unless otherwise provided by their terms of issue) may only be varied by a special resolution passed at a separate general meeting of the holders of those shares of that class, or in certain circumstances, with the written consent of the holders of at least seventy-five percent (75%) of the issued shares of that class.
- (j) **General meeting:** Each holder of Shares will be entitled to receive notice of, and to attend and vote at, general meetings of Ventus Aqua and to receive notices, accounts and other documents required to be furnished to Shareholders under the Constitution, the Corporations Act and the NSX Listing Rules.

11. ADDITIONAL INFORMATION

11.1 Remuneration of Directors and Proposed Director

Ventus Aqua's Constitution provides that the Directors may be paid for their services as Directors.

The Constitution also provides that non-executive Directors may collectively be paid, as remuneration for their services, a fixed sum not exceeding the aggregate maximum set by Shareholders in general meeting. As at the Prospectus Date, the aggregate maximum has been set at \$240,000.

A Director may be paid fees or other amounts as the Board determines, where a Director performs duties or provides services outside the scope of their normal duties. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

The table below sets out the current cash remuneration of each Director and proposed Director.

DIRECTOR / PROPOSED DIRECTOR	CASH REMUNERATION (PER ANNUM, EXCLUSIVE OF SUPERANNUATION)	NON-CASH REMUNERATION (PER ANNUM, EXCLUSIVE OF SUPERANNUATION)
Sok Kiang Teoh	\$120,000	Nil
Susan Tan	\$60,000	Nil
Michael Liew	\$20,000	Nil
Sunny Chi	\$150,000	Nil

11.2 Security holding interests of Directors and proposed Director

The following table sets out the relevant interest of each of Director and proposed Director in the Shares of Ventus Aqua at the Prospectus Date. Each of the Directors and the proposed Director may participate in the Public Offer and subscribe for up to the number of Shares as set out below.

DIRECTOR / PROPOSED DIRECTOR	SHARES PRE-IPO	SHARES ISSUED UNDER THE PROSPECTUS	TOTAL SHARES POST-IPO
Sok Kiang Teoh	1,500,000	-	1,500,000
Susan Tan	12,000,000	-	12,000,000
Michael Liew	-	-	-
Sunny Chi ¹	-	34,801,532	34,801,532

Notes:

1. The Directors or proposed Director in the table above may hold relevant interests in the Shares of Ventus Aqua indirectly (eg. through corporate or trust structures.)
2. On completion of the acquisition of SSG, Mr Sunny Chi will be issued a total of 15,201,532 Shares in Ventus Aqua. Mr Chi's family members, Mr Eric Chi and Ms Rachel Yan, will be issued 11,200,000 Shares and 8,400,000 Shares respectively as a result of such acquisition. However, Ventus Aqua is not aware of any basis pursuant to which those persons may be considered 'associates' of each other for the purposes of the Corporations Act.

11.3 Expenses of the Offers

The expenses of the Offers are expected to comprise the following estimated costs and are exclusive of any GST payable by Ventus Aqua.

EXPENSE	MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION
ASIC fees (GST not payable)	\$3,206	\$3,206
NSX fees	\$36,696	\$40,227
Legal fees	\$60,000	\$60,000
Investigating Accountant fees	\$28,000	\$28,000
Lead Manager fees	\$80,000	\$90,000
IPO Coordinator fees	\$62,500	\$62,500
Company secretarial services	\$7,500	\$7,500
Promotion, printing, distribution and registry expenses	\$20,000	\$20,000
Website preparation and hosting	\$3,000	\$3,000
Miscellaneous costs	\$39,098	\$35,567
TOTALS	\$340,000	\$350,000

11.4 Taxation implications

The taxation obligations and the effects of participating in an Offer can vary depending on the circumstances of each individual investor. Applicants who are in doubt as to their taxation position should seek professional advice. It is the sole responsibility of Applicants to inform themselves of their taxation position resulting from participation in an Offer.

The Board does not consider that it is appropriate to give potential Applicants advice regarding the taxation consequences of applying for Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of potential Applicants.

Neither Ventus Aqua nor any of its officers or advisers accepts any responsibility or liability for any taxation consequences to Applicants in relation to the Offers.

11.5 Legal proceedings

As at the Prospectus Date, Ventus Aqua is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against Ventus Aqua.

11.6 Interests of experts and advisors

Other than as set out below or elsewhere in this Prospectus:

- all other persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus do not have, and have not had in the 2 years before the Prospectus Date, any interest in:
 - the formation or promotion of Ventus Aqua;
 - property acquired or proposed to be acquired by Ventus Aqua in connection with its formation or promotion or the Offers; or
 - the Offers; and
- amounts have not been paid or agreed to be paid (whether in cash, Securities or otherwise), and other benefit have not been given or agreed to be given, to any of those persons for services provided by those persons in connection with the formation or promotion of Ventus Aqua or the Offers.

EXPERT/ADVISOR	SERVICE OR FUNCTION	AMOUNT PAID OR TO BE PAID
Townshend Capital Pty Ltd	Lead Manager and underwriter	Approximately \$90,000.
BDO Corporate Finance (WA) Pty Ltd	Independent Limited Assurance Report	Approximately \$28,000 (plus GST).
BDO Audit (WA) Pty Ltd	Auditor	Approximately \$69,321 (plus GST).
Blackwall Legal LLP	Solicitors to the Offers and Nominated Adviser	Approximately: <ul style="list-style-type: none"> • \$60,000 (plus GST) for services related to this Prospectus and the Offers; and • a retainer of \$3,000 (plus GST) per month as nominated adviser to Ventus Aqua under the NSX Listing Rules, for a period of 6 months (totalling \$18,000 plus GST).
Broadway Corporate Services Pty Ltd	IPO coordinator and company secretarial services	Approximately \$70,000 (plus GST).
Advanced Share Registry Ltd	Share registry services	Approximately \$5,000 (plus GST).

11.7 Consent statements

The following persons have given their written consent to be named in the Prospectus in the form and context in which they are named and to the inclusion of a statement or report in this Prospectus in the form and context in which it is included:

PARTY	CAPACITY IN WHICH NAMED	STATEMENT OR REPORT IN THIS PROSPECTUS
Townshend Capital Pty Ltd	Lead Manager and underwriter	Not applicable
BDO Corporate Finance (WA) Pty Ltd	Investigating Accountant	Independent Limited Assurance Report
BDO Audit (WA) Pty Ltd	Auditor	Not applicable
Blackwall Legal LLP	Solicitors to the Offers	Not applicable
Broadway Corporate Services Pty Ltd	IPO coordinator	Not applicable
Advanced Share Registry Ltd	Share Registry	Not applicable

Each of the parties named above as having provided their consent:

- did not authorise or cause the issue of this Prospectus;
- does not make, or purport to make, any statement in this Prospectus nor is any statement in this Prospectus based on any statement by any of those parties other than as specified in this Section 11.7; and
- to the maximum extent permitted by law, expressly disclaims any responsibility or liability for any part of this Prospectus other than a reference to its name and a statement contained in this Prospectus with consent of that party as specified in this Section 11.7.

SSG has also provided its consent to be named in this Prospectus in the form and context in which it is named and for the inclusion of statements by SSG in this Prospectus, in the form and context in which they are included.

11.8 NSX waivers

Ventus Aqua applied for and was granted waivers of the following NSX Listing Rules:

LISTING RULE	WAIVER GRANTED
2.2: “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.”	A waiver to the extent that Ventus Aqua be admitted to the Official List of NSX without having a sponsor.
4.5(3): “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.”	A waiver to the extent that Ventus Aqua be admitted to the Official List of NSX having provided: <ul style="list-style-type: none"> • its audited financial reports for the financial year ended 30 June 2019; • its reviewed financial report for the half-year ended 31 December 2019; • audited financial reports for SSG for the financial years ended 30 June 2018 and 30 June 2019; and • reviewed financial report for SSG for the half-year ended 31 December 2019.

The application for waivers of Listing Rules 2.2 and 4.5(3) was granted on 11 June 2020.

Other than as disclosed above, Ventus Aqua does not currently envisage the need for any waivers of the Listing Rules in relation to its application for listing. The directors believe Ventus Aqua will comply with all the Listing Rules.

11.9 Nominated adviser

It is a requirement of the NSX Listing Rules that all entities admitted to the Official List of NSX have a nominated adviser. The role of the nominated adviser is, in summary, to explain the NSX Listing Rules to the entity’s directors (except where specialist advice may be necessary) and assist with the listing process by ensuring that its directors have been guided and advised on their responsibilities and obligations under the NSX Listing Rules.

Upon Ventus Aqua’s listing on NSX, Blackwall Legal will act as Ventus Aqua’s nominated adviser for the purposes of the NSX Listing Rules.

Blackwall Legal is listed on the list of approved nominated advisers maintained by NSX.

Blackwall Legal will be paid a retainer of \$3,000 (excluding GST) per month to act as nominated adviser. Ventus Aqua and Blackwall Legal have initially agreed on a contract term of 6 months, with the engagement and fee to be reviewed after that period.

12. AUTHORISATION

The Prospectus is issued by Ventus Aqua and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

This Prospectus is signed for and on behalf of Ventus Aqua pursuant to a resolution of the Board by:



Sok Kiang Teoh
Executive Director

Date: 16 June 2020

13. INTERPRETATION

13.1 Glossary of terms

In this Prospectus, defined terms used have the following meaning:

Acquisitions	Either: (a) the proposed acquisition by Ventus Aqua of all of the SSG Shares pursuant to the Share Purchase Agreement; or (b) the proposed acquisition by Ventus Aqua of the Lease Assets pursuant to the Asset Purchase Agreement.
Applicant	A person who applies for Shares under the Public Offer and in accordance with this Prospectus.
Application	A valid application for Shares offered under this Prospectus.
Application Form	An application form attached to or accompanying this Prospectus.
Application Money	Money received from an Applicant in respect of an Application.
ASIC	Australian Securities & Investments Commission.
Asset Purchase Agreement	The asset purchase agreement between Ventus Aqua and Baumart Holdings for the purchase of the Lease Assets by Ventus Aqua, dated 8 June 2020.
ASX	ASX Limited (ACN 008 624 691) trading as the 'Australian Securities Exchange'.
BauMart Holdings	Baumart Holdings Limited (ACN 602 638 531).
BauMart Offer	The offer of 11,666,667 Shares to BauMart Holdings under this Prospectus, pursuant to the terms of Asset Purchase Agreement.
BauMart Offer Application Form	The application form to apply for Shares under the BauMart Offer which accompanies this Prospectus.
Board	The board of Directors of Ventus Aqua.
Box Hill Contract	Has the meaning given to that term in Section 9.6.
CHESS	Clearing House Electronic Subregister System.
Closing Date	The date on which the Offers close, being 13 July 2020.
Company	Ventus Aqua Limited (ACN 632 790 660).
Company Secretary	The company secretary of Ventus Aqua from time to time.
Constitution	The constitution of Ventus Aqua.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of Ventus Aqua from time to time.
Equipment Lease	The lease of the Lease Equipment between BauMart Holdings (as lessor) and SSG (as lessee) dated 23 March 2015, as varied.
Existing Shareholder	Those persons or entities that are Shareholders of Ventus Aqua as at the Prospectus Date and hold Existing Shares.
Existing Share	A Share issued by Ventus Aqua prior to the Opening Date.
Exposure Period	The period of 7 days (which may be extended by ASIC to up to 14 days) after lodgement of this Prospectus within which Applications must not be processed by Ventus Aqua, in accordance with section 727(3) of the Corporations Act.
Financial Year	The financial year commencing on 1 July and ending on the next 30 June.
Glossary of Terms	This glossary of terms.
Group	The corporate group comprising Ventus Aqua and SSG.
GST	Goods and services tax levied under the <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth).
Holding Statement	A holding statement for Securities under CHESS or Security Holder Reference Number.
Investigating Accountant	BDO Corporate Finance (WA) Pty Ltd (ACN 124 031 045).
Independent Limited Assurance Report	The Independent Limited Assurance Report of the Investigating Accountant contained in Section 8.
IPO	Ventus Aqua's initial public offering of Shares under this Prospectus
Issue	The issue of a Share pursuant to this Prospectus.

Lead Manager	Townshend Capital Pty Ltd (ACN 099 900 188).
Lease Assets	The leasing enterprise conducted by BauMart Holdings under which it leases the Lease Equipment to SSG, as described in Section 2.4(a).
Lease Equipment	The automated glass processing machinery and systems described in Section 2.4(b), leased by BauMart Holdings to SSG.
LiSEC	LiSEC Holding GMBH.
Mutual Street	Mutual Street Pty Ltd (ACN 129 731 406).
NSX	National Stock Exchange of Australia Limited (ACN 000 902 063).
NSX Listing Rules	The listing rules of NSX.
Offer Period	In relation to Public Offer, the period between the Opening Date and the Closing Date of that Offer.
Offer Price	The offer price of a Share under this Prospectus.
Offers	The Public Offer, the SSG Offer and the BauMart Offer, or any of them, as the context requires.
Official List	The official list of issuers maintained by the NSX.
Opening Date	The date on which the Offers open, being 22 June 2020.
Prospectus	This prospectus and any supplementary or replacement prospectus.
Prospectus Date	The date this Prospectus was lodged with ASIC, being 16 June 2020.
Public Offer	The offer to the public of 6,666,667 Shares at an issue price of \$0.30 per Share to raise \$2,000,000, with the ability to accept oversubscriptions of up to an additional 3,333,333 Shares to raise up to an additional \$1,000,000 (before costs).
Public Offer Application Form	The application form to apply for Shares under the Public Offer which accompanies this Prospectus.
Securities	Has the meaning given to that term in section 92(4) of the Corporations Act.
Share Registry	Advanced Share Registry Ltd (ACN 127 175 946).
Share	A fully paid ordinary share in the capital of Ventus Aqua, including the share offered under this Prospectus.
Share Purchase Agreement	The share purchase agreement between Ventus Aqua, the SSG Vendors, and SSG for the purchase of all of the issued shares in SSG, dated 8 June 2020.
Shareholder	A holder of a Share.
SSG	Sydney Sunny Glass Pty Ltd (ACN 603 335 548)
SSG Offer	The offer of a total of 36,139,920 Shares to the shareholders of SSG under the Share Purchase Agreement.
SSG Offer Application Form	The application form to apply for Shares under the SSG Offer which accompanies this Prospectus.
SSG Share	A fully paid ordinary share in the capital of SSG.
SSG Vendors	The shareholders of SSG, being: <ul style="list-style-type: none"> • Shengqiang “Sunny” Chi; • Xianjin Yan; • Liwei Chi; and • Mutual Street Pty Ltd (ACN 129 731 406).
Underwriting Agreement	The underwriting agreement between Ventus Aqua and the Lead Manager dated 10 June 2020, under which the Lead Manager has agreed to conditionally underwrite the Minimum Subscription.
Ventus Aqua	Ventus Aqua Limited (ACN 632 790 660).
WST	Australian Western Standard Time.

13.2 Technical/industry terminology

The following is an explanation of some of the various technical and industry terms used in this Prospectus:

Anneal	To heat and allow to cool slowly to remove internal stress and therefore toughen the glass.
Curtain wall	A thin, usually aluminium-framed wall containing in-fills of glass.
Dessicant	A hygroscopic substance used as a drying agent.
Flat/Float glass	A production method to produce high-quality sheet glass on a bed of liquid (usual molten tin).
Frit glass	A type of glass printed with ceramic frit and fired into a permanent opaque coating.
Heat-strengthened glass	Glass that provides necessary resistance to thermal stress associated with high performance glazing materials.
Insulating glass	Comprises two or more plies of glass that are separated with an aluminium spacer bar fully filled with desiccant, where sides are sealed with high-strength sealant.
Laminated glass	Also known as “safety glass”, consists of two or more panes of glass with one or more layers of polyvinyl butyral (PVB) sandwiched between them and treated. The glass panes can be basic float glass or tempered or heat strengthened panel. If the glass is broken fragments tend to adhere to the PVB interlayer thereby reducing the risk of injury from falling glass and helping to resist further impact or weather damage.
Low-e glass	Low emissivity; type of glass which minimises the amount of infrared and ultraviolet light that comes through the glass. Low-emittance coating on a solid surface. It is an extremely thin, nearly invisible film of metal or metal oxide layers deposited on a window or skylight. Its primary function is to reduce U-factor by restricting radiative heat flow. The key methodology by which heat is transferred in multilayer glazing is thermal radiation from a warm sheet of glass to a cooler sheet.
Spandrel area	The area of glass panels that conceals structural building components such as electrical wiring and plumbing.
Toughened glass	Made from annealed glass treated with a thermal tempering process. Toughened glass has greater strength resistance and safety performance
U-factor	Measure of the rate of heat loss of a window assembly; the lower the U-factor, the greater the resistance to heat loss and the better its insulation properties.

ANNEXURE A - VENTUS AQUA'S CORPORATE GOVERNANCE STATEMENT

Ventus Aqua's corporate governance practices are based on the ASX Recommendations, which we have modified to take into account Ventus Aqua's size and the scale of its operations. Ventus Aqua sets out below its "if not, why not" report in relation to those matters of corporate governance where Ventus Aqua's practice departs from the ASX Recommendations to the extent that they are currently applicable to Ventus Aqua.

RECOMMENDATION	EXPLANATION
Principle 1: Lay solid foundations for management and oversight	
<p>Recommendation 1.1</p> <p>A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>Yes</p> <p>Ventus Aqua has adopted a Board Charter which discloses the roles and responsibilities of the Board and senior management.</p> <p>Under the Board Charter, the Board is responsible for the overall operation and stewardship of Ventus Aqua (and any future subsidiaries), including charting the direction, strategies and financial objectives for Ventus Aqua, monitoring the implementation of those policies, strategies and financial objectives, and monitoring compliance with regulatory requirements and ethical standards.</p> <p>The Board Charter is available on Ventus Aqua's website.</p>
<p>Recommendation 1.2</p> <p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Yes</p> <p>Ventus Aqua will conduct background checks of candidates for new Director positions prior to their appointment or nomination for election by Shareholders, including checks as to good character, experience, education, qualifications, criminal history and bankruptcy.</p> <p>Ventus Aqua does not propose to conduct specific checks prior to nominating an existing Director for re-election by Shareholders at a general meeting.</p> <p>As a matter of practice, Ventus Aqua will include in its notices of meeting a brief biography and other material information in relation to each Director who stands for election or re-election. The biography will set out (among other things) the relevant qualifications and professional experience of the nominated Director for consideration by Shareholders.</p>
<p>Recommendation 1.3</p> <p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Yes</p> <p>Ventus Aqua engages or employs its Directors and other senior executives under written agreements setting out key terms and otherwise governing their engagement or employment by Ventus Aqua.</p> <p>The proposed managing director will be employed pursuant to a written employment agreement with Ventus Aqua and each executive Director is engaged under an executive services agreement. On the other hand, the non-executive director is engaged pursuant to a letter of appointment.</p>

RECOMMENDATION	EXPLANATION
<p>Recommendation 1.4</p> <p>The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>Yes</p> <p>The Company Secretary reports directly, and is accountable, to the Board through the Chairperson in relation to all governance matters.</p> <p>Company Secretary advises and supports the Board members on general governance matters, implements adopted governance procedures, and coordinates circulation of meeting agendas and papers.</p>
<p>Recommendation 1.5</p> <p>A listed entity should:</p> <ul style="list-style-type: none"> (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either: <ul style="list-style-type: none"> (i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (ii) if the entity is a "relevant employer" under the <i>Workplace Gender Equality Act</i>, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. 	<p>No</p> <p>Given Ventus Aqua's size and its stage of development, Ventus Aqua has not adopted a formal diversity policy at this stage. Ventus Aqua has a policy to select the best available officers and staff for each relevant position in a non-discriminatory manner based on merit.</p> <p>Notwithstanding this, the Board respects and values the benefits that diversity (e.g. gender, age, ethnicity, cultural background, disability and marital/family status) brings in relation to expanding Ventus Aqua's perspective and thereby improving corporate performance, increasing Shareholder value and maximising the probability of achieving Ventus Aqua's objectives. The Board is committed to developing a diverse workplace where appointments or advancements are made on a fair and equitable basis.</p>

RECOMMENDATION	EXPLANATION
<p>Recommendation 1.6</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p> <p>Ventus Aqua has adopted in its Board Charter a process for evaluation of the Board, its committees and individual Directors. This process is conducted by the Board.</p> <p>The Board also performs a commentary function under the Nomination and Remuneration Charter.</p> <p>Ventus Aqua will disclose if a performance evaluation has been conducted at the end of each reporting period.</p>
<p>Recommendation 1.7</p> <p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Yes</p> <p>The Nomination and Remuneration Charter provides that the Board will undertake performance evaluation of the Directors and senior management on at least an annual basis.</p> <p>Ventus Aqua will disclose if a performance evaluation has been conducted at the end of each reporting period.</p>

RECOMMENDATION	EXPLANATION
Principle 2: Structure the Board to add value	
<p>Recommendation 2.1</p> <p>No</p> <p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Ventus Aqua does not have a nomination committee at this stage. The Board considers that, given the current size and scope of Ventus Aqua's operations, efficiencies or other benefits would not be gained by establishing a separate nomination committee.</p> <p>The full Board, which comprises of 1 non-executive Director and 3 executive Directors, considers the matters and issues that would otherwise be addressed by a nomination committee in accordance with Ventus Aqua's Nomination and Remuneration Charter.</p> <p>Under the Board Charter, candidacy for the Board is based on merit against objective criteria with a view to maintaining an appropriate balance of skills and experience. As a matter of practice, candidates for the office of Director are individually assessed by the existing Directors before appointment or nomination to ensure that they possess the relevant skills, experience or other qualities considered appropriate and necessary to provide value and assist in advancement of Ventus Aqua's operations.</p> <p>The Board intends to reconsider the requirement for, and benefits of, a separate nomination committee as Ventus Aqua's operations grow and evolve.</p>
<p>Recommendation 2.2</p> <p>No</p> <p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Ventus Aqua does not currently have a skills or diversity matrix in relation to the Board members. The Board considers that such a matrix is not necessary given the current size and scope of Ventus Aqua's operations. The Board may adopt such a matrix at a later time when Ventus Aqua's operations grow and evolve.</p>

RECOMMENDATION	EXPLANATION										
<p>Recommendation 2.3</p> <p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 of the Recommendations but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>Yes</p> <p>Disclosure of the names of Directors considered by the Board to be independent will be provided in the annual reports.</p> <p>At the Prospectus Date, Mr Michael Liew is considered to be an independent Director.</p> <p>Details of the Directors' interests, positions, associations and relationships are provided in Section 5.</p> <p>The length of service of each Director will be provided in the annual report and is, at the Prospectus Date, as follows:</p> <table border="1" data-bbox="770 667 1377 927"> <thead> <tr> <th>DIRECTOR</th><th>APPOINTMENT DATE</th></tr> </thead> <tbody> <tr> <td>Mr Sok Kiang Teoh</td><td>8 April 2019</td></tr> <tr> <td>Ms Seok San Tan</td><td>8 April 2019</td></tr> <tr> <td>Mr Michael Liew</td><td>1 June 2020</td></tr> <tr> <td>Mr Sunny Chi</td><td>To be appointed on completion of the acquisition of SSG enterprise</td></tr> </tbody> </table>	DIRECTOR	APPOINTMENT DATE	Mr Sok Kiang Teoh	8 April 2019	Ms Seok San Tan	8 April 2019	Mr Michael Liew	1 June 2020	Mr Sunny Chi	To be appointed on completion of the acquisition of SSG enterprise
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Ms Seok San Tan	8 April 2019										
Mr Michael Liew	1 June 2020										
Mr Sunny Chi	To be appointed on completion of the acquisition of SSG enterprise										
<p>Recommendation 2.4</p> <p>A majority of the board of a listed entity should be independent directors.</p>	<p>No</p> <p>The Board is not comprised of a majority of independent Directors. There currently is 1 Director who satisfy the criteria for independence for the purposes of ASX Recommendation 2.3, being Mr Michael Liew.</p> <p>However, given the size and scope of Ventus Aqua's operations, the Board considers that it has relevant experience in the industrial technology sector and is appropriately structured to discharge its duties in a manner that is in the best interests of Ventus Aqua and its Shareholders from both a long-term strategic and operational perspective.</p> <p>The Board Charter provides that it is preferable that the majority of the Board be independent non-executive directors. Accordingly, the Board intends to appoint further independent non-executive Directors as suitably qualified candidates are identified and as the size and scale of Ventus Aqua's operations warrant such appointment.</p>										
<p>Recommendation 2.5</p> <p>The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>	<p>No</p> <p>Ventus Aqua is at a variance with Recommendation 2.5 in that Ventus Aqua does not currently have a standing Chairperson. The Board appoints one of the Directors present at each meeting to act as chair of the meeting, on a rotational basis.</p> <p>The Board may consider appointing a Chairperson, who is not the same person as the Managing Director, at a later time as and when Ventus Aqua's operations grow and evolve.</p> <p>The Board Charter summarises the roles and responsibilities of the Chairperson, once appointed.</p>										

RECOMMENDATION	EXPLANATION
<p>Recommendation 2.6</p> <p>A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.</p>	<p>No</p> <p>Ventus Aqua does not currently have a formal induction program for new Directors nor does it have a formal professional development program for existing Directors. The Board does not consider that a formal induction program is necessary given the current size and scope of Ventus Aqua's operations.</p> <p>The present members of the Board are aware of their personal responsibilities to develop and maintain the skills and knowledge needed to perform their role as Directors effectively and, if so requested by a Director, Ventus Aqua will bear reasonable costs and expenses of any continuing education programme or course which a Director may request to attend.</p> <p>Finally, the Board intends to appoint as Director a person who has the necessary skills and knowledge to perform his or her intended role and who is aware of his or her personal responsibility for his or her own continual education.</p>
Principle 3: Act ethically and responsibly	
<p>Recommendation 3.1</p> <p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>Yes</p> <p>The Board believes that the success of Ventus Aqua has been and will continue to be enhanced by a strong ethical culture within the organisation.</p> <p>Accordingly, Ventus Aqua has established a Code of Conduct which sets out the standards with which the Directors, officers, managers, employees and consultants of Ventus Aqua (and any future subsidiaries of Ventus Aqua) are expected to comply in relation to the affairs of Ventus Aqua's business and when dealing with each other, Shareholders and the broader community.</p> <p>The Code also outlines the procedure for reporting any breaches of the Code and the possible disciplinary action Ventus Aqua may take in respect of any breaches.</p> <p>In addition to their obligations under the Corporations Act in relation to inside information, all Directors, employees and consultants have a duty of confidentiality to Ventus Aqua in relation to confidential information they possess.</p> <p>In fulfilling their duties, each Director dealing with corporate governance matters may obtain independent professional advice at Ventus Aqua's expense, subject to prior approval of the Managing Director, whose approval will not be unreasonably withheld.</p> <p>Ventus Aqua's Code of Conduct is available on Ventus Aqua's website.</p>

RECOMMENDATION	EXPLANATION
Principle 4: Safeguard integrity in corporate reporting	
<p>Recommendation 4.1</p> <p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>No</p> <p>Ventus Aqua has not established a separate Audit Committee. The Board considers that at this stage, an Audit Committee is not necessary given the current size and scope of Ventus Aqua's Operations.</p> <p>The Board is responsible for safeguarding the integrity of Ventus Aqua's corporate reporting. Pursuant to the Board Charter, the Board is responsible for:</p> <ol style="list-style-type: none"> 1. meeting with the external auditor without management being present; and 2. carrying out the duties that would ordinarily be assigned to the Audit Committee. <p>The Board acknowledges that as Ventus Aqua grows in size and its activities expand, an Audit committee may be required. Therefore, Ventus Aqua has prepared an Audit and Risk Committee Charter which is available on Ventus Aqua's website.</p>
<p>Recommendation 4.2</p> <p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>Yes</p> <p>As a matter of practice, Ventus Aqua obtains declarations from its Managing Director and Chief Financial Officer before its financial statements are approved substantially in the form referred to in ASX Recommendation 4.2.</p>

RECOMMENDATION	EXPLANATION
<p>Recommendation 4.3</p> <p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>Yes</p> <p>In accordance with Ventus Aqua’s Shareholder Communications Policy, Ventus Aqua will request that its external auditor attend each annual general meeting and be available to answer Shareholder questions about the conduct of the audit and the preparation and content of the auditor’s report.</p>
Principle 5: Make timely and balanced disclosure	
<p>Recommendation 5.1</p> <p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>Yes</p> <p>Ventus Aqua has adopted a Continuous Disclosure Policy.</p> <p>Ventus Aqua is a “disclosing entity” pursuant to section 111AR of the Corporations Act and, as such, will be required to comply with the continuous disclosure requirements of section 674 of the Corporations Act and Chapter 3 of the Listing Rules, following admission to NSX.</p> <p>Ventus Aqua is committed to observing its disclosure obligations under the Corporations Act and, following admission to NSX, its obligations under the Listing Rules. All announcements provided to NSX will be posted on Ventus Aqua’s website.</p> <p>The Continuous Disclosure Policy is available on Ventus Aqua’s website.</p>
Principle 6: Respect the rights of security holders	
<p>Recommendation 6.1</p> <p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>Yes</p> <p>Information about Ventus Aqua and its corporate governance, including copies of its various corporate governance policies and charters, are available on Ventus Aqua’s website.</p>
<p>Recommendation 6.2</p> <p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>Yes</p> <p>Ventus Aqua has adopted a Shareholder Communications Policy, the purpose of which is to facilitate the effective exercise of Shareholders’ rights by communicating effectively with Shareholders, giving Shareholders ready access to balanced and understandable information about Ventus Aqua and its corporate strategies and making it easy for Shareholders to participate in general meetings of Ventus Aqua.</p> <p>Ventus Aqua communicates with Shareholders as follows:</p> <ul style="list-style-type: none"> • following admission to NSX, through releases to the market via the NSX; • through Ventus Aqua’s website; • through information provided directly to Shareholders; and • at general meetings of Ventus Aqua. <p>The Shareholder Communications Policy is available on Ventus Aqua’s website.</p>

RECOMMENDATION	EXPLANATION
<p>Recommendation 6.3</p> <p>A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.</p>	<p>Yes</p> <p>Ventus Aqua supports Shareholder participation in general meetings and seeks to provide appropriate mechanisms for such participation, including by ensuring that meetings are held at convenient times and places to encourage Shareholder participation.</p> <p>In preparing for general meetings, Ventus Aqua will draft the notice of meeting and related explanatory information so that they provide all of the information that is relevant to Shareholders in making decisions on matters to be voted on by them at the meeting. This information will be presented clearly and concisely so that it is easy to understand and not ambiguous.</p> <p>Ventus Aqua will use general meetings as a tool to effectively communicate with Shareholders and will allow Shareholders a reasonable opportunity to ask questions of the Board and to otherwise participate in the meeting.</p> <p>Mechanisms for encouraging and facilitating Shareholder participation will be reviewed regularly to encourage the highest level of Shareholder participation.</p>
<p>Recommendation 6.4</p> <p>A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>	<p>Yes</p> <p>Ventus Aqua considers that communicating with Shareholders by electronic means is an efficient way to distribute information in a timely and convenient manner.</p> <p>Ventus Aqua provides new Shareholders with the option to receive communications from Ventus Aqua electronically and Ventus Aqua encourages them to do so. Existing Shareholders are also encouraged to request communications electronically.</p> <p>Following admission to NSX, all Shareholders that have opted to receive communications electronically will be provided with notifications by Ventus Aqua when an announcement or other communication (including annual reports and notice of meeting) is uploaded to the NSX announcements platform.</p>

RECOMMENDATION		EXPLANATION
Principle 7: Recognise and manage risk		
Recommendation 7.1 The board of a listed entity should:	No	Ventus Aqua does not have a separate risk management committee.
(a) have a committee or committees to oversee risk each of which:		The Board is responsible for supervising management's framework of control and accountability systems to enable risk to be assessed and managed in accordance with Ventus Aqua's Risk Management Policy.
(i) has at least three members, a majority of whom are independent directors; and		The Board considers that, given the current size and scope of Ventus Aqua's operations, efficiencies or other benefits would not be gained by establishing a separate risk management committee at present.
(ii) is chaired by an independent director, and disclose		As Ventus Aqua's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate risk management committee.
(iii) the charter of the committee;		However, Ventus Aqua has adopted a Risk Management Policy for Ventus Aqua which includes the following:
(iv) the members of the committee; and		<ul style="list-style-type: none"> • The purpose of the policy is to: <ul style="list-style-type: none"> ➤ provide a framework for identifying, assessing, monitoring and managing risk; ➤ communicate the roles and accountabilities of participants in the risk management system; and ➤ highlight the status of risks to which Ventus Aqua is exposed, including any material changes to Ventus Aqua's risk profile.
(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or		<ul style="list-style-type: none"> • The Board is responsible for the following under the policy: <ul style="list-style-type: none"> ➤ risk management and oversight of internal controls; ➤ establishing procedures which provide assurance that business risks are identified, consistently assessed and adequately addressed; and ➤ for the overseeing of such procedures.
(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.		The Risk Management Policy is available on Ventus Aqua's website.
Recommendation 7.2 The board or a committee of the board should:	Yes	As noted in Recommendation 7.1, the Board has responsibility for the monitoring of risk management and will review Ventus Aqua's risk management framework on an annual basis to ensure Ventus Aqua's risk management framework continues to be effective.
(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and		Disclosure of the outcome of the annual risk management review will be included in the annual report.
(b) disclose, in relation to each reporting period, whether such a review has taken place.		

RECOMMENDATION	EXPLANATION
<p>Recommendation 7.3</p> <p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	<p>No</p> <p>Ventus Aqua does not currently have an internal audit function. The Board considers that at this stage, an internal audit function is not necessary given the current size and scope of Ventus Aqua's operations.</p> <p>However, the Board is currently responsible for:</p> <ol style="list-style-type: none"> 1. monitoring the need for a formal internal audit function and its scope; and 2. overseeing and approving risk management strategy and policies, internal compliance and internal control which are summarized in the Risk Management Policy. <p>The Board acknowledges that as Ventus Aqua grows in size and its activities expand, a Risk Committee may be required. Therefore, Ventus Aqua has included an Audit and Risk Committee Charter which is available in Ventus Aqua's website.</p>
<p>Recommendation 7.4</p> <p>A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Yes</p> <p>The Group's primary activity is the manufacturing and supply of architectural glass products.</p> <p>The material risks to which the Group is exposed are disclosed in Section 7 of the Prospectus. The Board will continue to monitor the Group's exposure to these risks (or any other risks that the Group may become exposed to in the future) and disclose them in Ventus Aqua's annual report.</p>

RECOMMENDATION	EXPLANATION
Principle 8: Remunerate fairly and responsibly	
<p>Recommendation 8.1</p> <p>No</p> <p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Ventus Aqua has not established a separate remuneration committee.</p> <p>The role of the remuneration committee is undertaken by the full Board. The Board considers that efficiencies or other benefits would not be gained by establishing a separate remuneration committee.</p> <p>Following admission to NSX, Ventus Aqua will set out the remuneration paid or provided to Directors and senior executives annually in the remuneration report contained within Ventus Aqua's annual report to Shareholders. The full Board determines all compensation arrangements for Directors. It is also responsible for setting performance criteria, performance indicators, share option schemes, incentive performance schemes, superannuation entitlements, retirement and termination entitlements and professional indemnity and liability insurance cover.</p> <p>As Ventus Aqua's operations grow and evolve, the Board will reconsider the appropriateness of forming a separate remuneration committee.</p> <p>The Nomination and Remuneration Policy is available on Ventus Aqua's website.</p>
<p>Recommendation 8.2</p> <p>Yes</p> <p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p>Following admission to NSX, Ventus Aqua's policies and practices regarding the remuneration of executive and non-executive Directors and other senior executives are set out in the Remuneration Report contained in Ventus Aqua's Annual Report for each financial year.</p>
<p>Recommendation 8.3</p> <p>Not applicable</p> <p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>This Recommendation is not applicable as Ventus Aqua does not have an equity-based remuneration scheme.</p>

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Share Registrars use only	Broker/Dealer stamp only
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PUBLIC OFFER APPLICATION FORM

This is an Application Form for Shares in **Ventus Aqua Limited (Company)** and relates to the offer to the public of 6,666,667 Shares at an issue price of \$0.30 per Share to raise \$2,000,000, with the ability to accept oversubscriptions of up to an additional 3,333,333 Shares to raise up to an additional \$1,000,000 (**Public Offer**). The Public Offer is scheduled to close at 5:00pm (WST) on 22 July 2020 (**Closing Date**) unless extended, closed early or withdrawn. Applications must be received before that time to be valid. A person who gives another person access to this Application Form must at the same time give the other person access to the Prospectus and any additional supplementary prospectuses (if applicable).

The Prospectus contains important information relevant to your decision to invest and you should read the entire Prospectus before applying for Shares. If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser.

1	Number of Shares you are applying for	2	Total amount payable (multiply box 1 by \$0.30 per Share)
	<input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/>		A\$ <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> . <input type="text"/> <input type="text"/>

Applications under the Public Offer must be for a minimum of 6,667 Shares (\$2,000.10) and thereafter, in multiples of 1,500 Shares (\$450.00).

3	Write the name(s) you wish to register the Shares in (see reverse for instructions)
	Name of Applicant 1
	<input type="text"/>
	Name of Applicant 2 or <Account Designation>
	<input type="text"/>
	Name of Applicant 3 or <Account Designation>
	<input type="text"/>

4	Write your postal address here – to be registered against your holding
	Number/Street
	<input type="text"/>
	<input type="text"/>
	Suburb/Town
	<input type="text"/>
	State
	<input type="text"/>
	Postcode
	<input type="text"/>

5	CHESS Participants only – Holder Identification Number (HIN)	Note: if the name and address details in sections 3 & 4 above do not match exactly with your registration details held at CHESS, any Shares issued as a result of your Application will be held on the Issuer Sponsored subregister.
	<input checked="" type="checkbox"/> <input type="text"/>	

6	EMAIL ADDRESS (see reverse of form – this is for all communications legally permissible and despatched by the Company)
	<input type="text"/>

7	TFN/ABN/EXEMPTION CODE
	Applicant 1
	<input type="text"/>
	Applicant 2
	<input type="text"/>
	Applicant 3
	<input type="text"/>
	If NOT an individual TFN/ABN, please note the type in the box
	C = Company; P = Partnership; T = Trust; S = Super Fund
	<input type="text"/>

8	PAYMENT DETAILS										
	Payment By BPAY®:										
	To pay via BPAY® please complete the online form available www.advancedshare.com.au/IPO-Offers . Payment details will then be forwarded to you.										
	Payment by Cheque or Money Order:										
	Cheques must be drawn on an Australian branch of a financial institutional in Australian currency, made payable to “VENTUS AQUA LIMITED” crossed “NOT NEGOTIABLE” and forwarded to Advanced Share Registry to arrive no later than the Closing Date.										
	<table border="1"> <tr> <th>Please enter cheque or money order details</th> <th>Drawer</th> <th>Bank</th> <th>Branch</th> <th>Amount</th> </tr> <tr> <td><input type="text"/></td> <td><input type="text"/></td> <td><input type="text"/></td> <td><input type="text"/></td> <td>\$ <input type="text"/></td> </tr> </table>	Please enter cheque or money order details	Drawer	Bank	Branch	Amount	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>
Please enter cheque or money order details	Drawer	Bank	Branch	Amount							
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>							

9	CONTACT DETAILS
	Please use details where we can contact you between the hours of 9:00am and 5:00pm (WST) should we need to speak to you about your application.
	Telephone number
	<input type="text"/>
	Contact name (PRINT)
	<input type="text"/>

10	DECLARATION AND STATEMENTS
	By lodging this Application Form:
	<ul style="list-style-type: none"> I/We declare that I/we have received a copy of the Prospectus dated 16 June 2020 issued by Ventus Aqua Limited and that I/we are eligible to participate in the Public Offer. I/We declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the terms and conditions set out in the Prospectus and by the Constitution of the Company. I/We acknowledge that the Company will send me/us a paper copy of the Prospectus free of charge if I/we request so during the currency of the Prospectus. I/We authorise the Company to complete and execute any documentation necessary to effect the issue of Shares to me/us; and I/We acknowledge that returning the Application Form with the application monies will constitute my/our offer to subscribe for Shares in Ventus Aqua Limited and that no notice of acceptance of the Application will be provided.

- I/We acknowledge that the Company retains absolute discretion to allocate any/all of the amount of Shares I/we have applied for under the Public Offer as these terms are defined in the Prospectus.

INSTRUCTIONS FOR COMPLETION OF THIS APPLICATION FORM

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM

Please complete all relevant sections of this Application Form using BLOCK LETTERS

The below instructions are cross-referenced to each section of the Application Form.

1 Number of Shares

Insert the number of Shares you wish to apply for in section 1. Your application must be a minimum of 6,667 Shares (\$2,000.01) and thereafter, in multiples of 1,500 Shares (\$450.00).

2 Payment Amount

Enter into section 2 the total amount payable. Multiply the number of Shares applied for by \$0.30 – the Offer Price per Share.

3 Name(s) in which the Shares are to be registered

Note that ONLY legal entities can hold Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable by the Company. At least one full given name and surname is required for each natural person.

CORRECT FORMS OF REGISTRABLE TITLE

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Trusts	Mr John Richard Sample <Sample Family A/C>	John Sample Family Trust
Superannuation Funds	Mr John Sample & Mrs Anne Sample <Sample Family Super A/C>	John & Anne Superannuation Fund
Partnerships	Mr John Sample & Mr Richard Sample <Sample & Son A/C>	John Sample & Son
Clubs/Unincorporated Bodies	Mr John Sample < Food Help Club A/C>	Food Help Club
Deceased Estates	Mr John Sample <Estate Late Anne Sample A/C>	Anne Sample (Deceased)

4 Postal Address

Enter into section 4 the postal address to be used for all written correspondence. Only one address can be recorded against a holding. With exception to annual reports, all communications to you from the Company will be mailed to the person(s) and address shown. Annual reports will be made available online when they are released. Should you wish to receive a hard copy of the annual report you must notify the Share Registry. You can notify any change to your communication preferences by visiting the registry website – www.advancedshare.com.au

5 CHESS Holders

If you are sponsored by a stockbroker or other participant and you wish to have your allocation directed into your HIN, please complete the details in section 5.

6 Email Address

You may elect to receive communications despatched by Ventus Aqua Limited electronically (where legally permissible), such as the Company's annual report.

7 TFN/ABN/Exemption

If you wish to have your Tax File Number, ABN or Exemption registered against your holding, please enter the details in section 7. Collection of TFN's is authorised by taxation laws but quotation is not compulsory and it will not affect your Application Form.

8 PAYMENT DETAILS

By making your payment, you confirm that you agree to all of the terms and conditions of Ventus Aqua Limited's Public Offer as outlined in this Application Form and within the Prospectus.

BPAY®:

To pay via BPAY® please complete the online form available at www.advancedshare.com.au/IPO-Offers. Payment details will then be forwarded to you.

Cheque or Money Order:

Your cheque should be made payable to "VENTUS AQUA LIMITED" in Australian currency, crossed "NOT NEGOTIABLE" and drawn on an Australian branch of a financial institution. Please complete your cheque with the details overleaf and ensure that you submit the correct amount, as incorrect payments may result in your Application being rejected.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form. Cash will not be accepted. A receipt for payment will not be forwarded. Completed Application Forms and accompanying cheques or money order must be received by Advanced Share Registry before 5:00pm (WST) on the Closing Date for the Public Offer at the following addresses:

Mailing Address

Ventus Aqua Limited
C/- Advanced Share Registry
PO Box 1156
Nedlands, WA 6909

Hand Delivery (Please do not use this address for mailing purposes)

Ventus Aqua Limited
C/- Advanced Share Registry
110 Stirling Highway
Nedlands, WA 6009

If the amount you pay is insufficient to pay for the number of Shares you apply for, you will be taken to have applied for such lower number of Shares as that amount will pay for, or your Application will be rejected.

9 Contact Details

Please enter contact details where we may reach you between the hours of 9:00am and 5:00pm (WST) should we need to speak to you about your application.

10 Declaration

Before completing the Application Form the Applicant(s) should read the Prospectus in full. By lodging the Application Form, the Applicant(s) agrees that this Application is for Shares in the Company, upon and subject to the terms of the Prospectus, agrees to take any number of Shares equal to or less than the number of Shares indicated in Section 1 that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign this Application Form.

Privacy Statement

Personal information is collected on this form by ASW, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by ASW, or you would like to correct information that is inaccurate, incorrect or out of date, please contact ASW. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting ASW. You can contact ASW using the details provided on the front of this form.

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VENTUS AQUA LIMITED