



GoConnect Limited  
ACN 089 240 353  
Level 1, 951 Nepean Hwy,  
Bentleigh, Victoria 3204  
Australia

Tel 61 3 8833 7242

24 August 2021

Kristina Gjeleska  
Admissions Manager  
National Stock Exchange of Australia  
1 Bligh Street  
Sydney NSW 2000  
**By email: kristina.gjeleska@nsx.com.au**

Dear Ms Gjeleska,

RE: GoConnect Limited – Letter of Application

We, GoConnect Limited (ACN 089 240 353) (“**Company**”), hereby apply for admission to the Official List of and quotation for **1,018,014,133** Ordinary Shares on the National Stock Exchange (“**NSX**”). For this purpose, we enclose herewith the Information Memorandum (“**IM**”) the Company will issue in connection with the proposed listing to the NSX.

In compliance with Appendix 1 of the NSX Listing Rules, we advise as follows:

**1. General**

**(1) Details of incorporation:**

GoConnect Limited (ACN 089 240 353).  
The Company was incorporated in Victoria, Australia on 26 August 1999.

**(2) If not registered in Australia, the date on which the applicant became registered under the *Corporations Act*:**

N/A.

**(3) Relevant addresses:**

The address of the registered office is:

Level 1, 237 Boundary Road  
Bentleigh East, Victoria 3165  
Australia

The address at which the share register is kept:

Automic Group  
Level 5, 126 Phillip Street

**(4) Details of the securities in respect of which application is made:**

The Company hereby formally requests for the listing of 1,018,014,133 Ordinary Shares, further details of which are set out in Section 8 of the IM.

**(5) Details of how the securities are proposed to be brought to listing and any proposed distribution:**

The Company is proposing a direct entry. As at the date of this application, the Company has 1,259 shareholders, 623 of whom are holders of a less than marketable parcel of shares (see Appendix 1).

The Company does not propose to raise any capital three months either side of the listing application.

**(6) The estimated market capitalisation of the securities:**

\$7,126,099.

**(7) An estimate of the net proceeds of any proposed issue:**

The Company is seeking a direct entry on the NSX, and, therefore, no proceeds will be raised.

**(8) The name of any other stock exchange on which any Company securities are already listed and/or traded:**

The Company's securities are not currently listed on any other stock exchange. In the past, the Company was listed on the ASX in November 2000 and delisted from the ASX in October 2019.

## **2. Share capital and ownership**

**(1) Please refer to Appendix 1 for a list in tabular form of:**

- i. the designation or title of each class of share;
- ii. the number of shares issued;
- iii. the voting rights attached to each share;
- iv. the amount of fully paid up shares;

**(2) Please refer to Section 7.3 of the IM for the shareholdings of the directors and officers of the issuer;**

**(3) Please refer to Section 7.2 of the IM for, so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the issuer who own five percent (5%) or more of the shares of the issuer and their respective shareholdings.**

**(4) Please refer to Appendix 1 enclosed with this letter of application for a list in tabular form of the names of all shareholders of the issuer, including the dates that the shares were**

allotted to them, the consideration that they provided, and the number of shares that are held.

### 3. Securities

The Company proposes to list all of its ordinary shares, being 1,018,014,133 Ordinary Shares in the issued and paid-up capital of the Company.

### 4. History and Nature of businesses

Please refer to Section 3 of the IM for a description of the business.

### 5. Summary of earnings

	FYE2021	FYE2020	FYE2019	FYE2018
<b>EBIT</b>	\$132,796	\$7,034	(\$227,479)	\$1,300,533
<b>Net Profit Before Tax</b>	\$132,796	\$7,034	(\$227,479)	\$1,300,533
<b>Net Profit After Tax</b>	\$132,796	\$7,034	(\$227,479)	\$1,300,533

**\*2021 FINANCIAL YEAR IN PROCESS OF BEING AUDITED**

### 6. Tabulation of balance sheet

Please refer to Section 4.4 of the IM for the tabulation of balance sheet

### 7. Employees

The Company is comprised of a total of 4 regular employees: 1 Executive Chairman, 1 Executive Director, 1 Non-executive Independent Director, and 1 Company Secretary.

### 8. Child Entities

The Company does not have any child entities/wholly owned subsidiaries.

### 9. Dividend record

The Company has not declared or paid any dividends since incorporation.

The payment of dividends by the Company in the future will depend on the Company's financial performance, working capital requirements, and plans for future investment.

### 10. Properties

Location	Land area	No. of buildings	Aggregate floor area	Ownership status
Level 1, 237 East Boundary Road, Bentleigh East Melbourne VIC 3165	N/A	N/A	170 metres squared	Leased since 1 <sup>st</sup> May 2020 (rental commencement date 1 <sup>st</sup> July 2020) for a two-year term, at \$20,000.00 per annum plus GST.

				\$1,666.67 per calendar month plus GST. Options: Two (2) further terms of Two (2) years. Increase in rental: 4% annual increases
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## 11. Litigation

As at the date of this letter, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material in which the Company is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company.

## 12. Management

### (1) Information:

Name	Principle function	Address
Richard Li	Executive Chairman	8 Fromer Street, Bentleigh Melbourne VIC 3204
Kevin Wong	Executive Director	4/22 Allambee Ave, Camberwell VIC 3124
Philip Chan	Non-executive Independent Director	17/FA Block 5A, Coral Court, 116 Tin Hau Temple Road, North Point, Hong Kong
Eric Pong	Company Secretary	39 Seymour Rd, Elsternwick VIC 3185

- (2) There are no family relationships between the persons mentioned in (1).
- (3) Please see Section 7.1 of the IM for a brief account of the business experience of each of these persons during the last five years.
- (4) None of the persons mentioned in (1) has, in the past three years, held any directorships in any publicly listed or traded companies.
- (5) None of the persons mentioned in (1) has, in any jurisdiction, been convicted in any criminal proceeding, or has had a bankruptcy petition filed against him or any partnership in which he was a partner or any body corporate of which he was a director, or has been sanctioned or otherwise disciplined by any self-regulatory securities association of which he or she is or has been a member of any securities supervisory or regulatory body, and no such event is pending.

### 13. Sponsors, bankers, etc.

Position	Name	Address
Legal adviser and nominated adviser	Neo Legal	Level 9, 276 Flinders St Melbourne VIC 3000
Share registry	Automic Group	Level 5, 126 Phillip Street Sydney NSW 2000
Chartered accountants and registered company auditors	RSM Australia Partners	Level 21, 55 Collins Street Melbourne VIC 3000

### 14. Statement of non-compliance

Rule 2.2 of the NSX Listing Rules requires a new applicant for listing must be sponsored by a participant of the Exchange. The rationale for, and primary responsibilities of, the sponsoring broker is as set out in Rule 2.2.

The Company hereby applies for waiver from having to comply with Rule 2.2 of the Listing Rules on the following grounds:

- (1) all primary responsibilities of the broker as set out in Rule 2.2 has been or will be performed by Neo Legal, a company listed on the approved listed nominated advisers maintained by NSX;
- (2) Neo Legal will, in addition to the undertaking it is required to give to the NSX, submit the declaration to the NSX (with appropriate amendments), which otherwise would have been submitted by a sponsoring broker; and
- (3) the Company is proposing to list by way of a compliance listing and will therefore not be requiring a broker to facilitate any offer of shares during the listing.

Other than the Listing Rule 2.2 from which the Company is seeking waiver, the Company will meet each of the requirements of the NSX Listing Rules.

### 15. Declaration

A declaration, stated to be to the best of the issuer's knowledge, information, and belief that:

- 1) save as specified in the application letter, all the qualifications for listing set out in Chapter 3 of Section IIA of the Listing Rules have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the issuer and the securities of the issuer the subject of the application;
- 2) all information required to be included in the disclosure document pursuant to Rule 4.8 and the *Corporations Act* will be included; and

- 3) there are no other facts bearing on the issuer's application for listing which, in the issuer's opinion, should be disclosed to the Exchange.

Yours sincerely

A handwritten signature in black ink, appearing to be 'R. Li', with a large, sweeping initial 'R'.

Richard Li  
Chairman  
GoConnect Ltd