



Companies Manager
National Stock Exchange of Australia Limited
Level 3, Suite 3.04
1 Bligh Street
SYDNEY NSW 2000

Dear Sir/Madam

Beroni Group Limited – NSX Listing Application – Appendix 1

This is a formal application by Beroni Group Limited (**Company**) to list its fully paid ordinary securities on the National Stock Exchange of Australia Limited (**NSX**).

On 30 November 2016, the Company lodged a prospectus with the Australian Securities & Investments Commission (**Prospectus**). A copy of the Prospectus is included at Tab 1.

1. General

(1) Name of the applicant	Beroni Group Limited							
Date of incorporation	17 June 2016							
Place of incorporation	Perth, Western Australia							
(2) Date on which the applicant became registered under the Corporations Act if not incorporated in Australia	N/A							
(3) Address of principal registered office	C/- AGC Capital Securities Level 36, Gateway Tower, 1 Macquarie Place Sydney, New South Wales 2000							
Address of each office at which a share register is kept	Advanced Share Registry 110 Stirling Highway Nedlands WA 6009							
(4) A formal request for the listing of the securities in respect of which application is made	The Company formally requests to be admitted to the official list of NSX and for the quotation of its fully paid ordinary shares as follows: <table><tr><td>Nature of securities</td><td>Fully paid ordinary shares</td></tr><tr><td>Amount of securities</td><td>Minimum subscription: 54,240,000 Maximum subscription: 58,114,000</td></tr><tr><td>Class</td><td>Fully paid ordinary shares</td></tr></table>		Nature of securities	Fully paid ordinary shares	Amount of securities	Minimum subscription: 54,240,000 Maximum subscription: 58,114,000	Class	Fully paid ordinary shares
Nature of securities	Fully paid ordinary shares							
Amount of securities	Minimum subscription: 54,240,000 Maximum subscription: 58,114,000							
Class	Fully paid ordinary shares							



	<p>Voting right attached to securities</p> <p>Subject to the Constitution, the Listing Rules and the rights or restrictions on voting which may attach to or be imposed on any class of Shares:</p> <p>(a) on a show of hands every Member (including each holder of preference Shares who has a right to vote) present in person or by proxy or attorney or representative will have 1 vote; and</p> <p>(b) on a poll every Member (including each holder of preference Shares who has a right to vote) present in person or by proxy, attorney or representative will have 1 vote for each fully paid Share held by that Member and a fraction of a vote for each partly paid Share, equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) for that Share, ignoring any amounts paid in advance of a call.</p> <p>The Company only has one class of Shares</p>
(5) Proposed method by which the securities are to be brought to listing	By way of a Prospectus together with an initial public offering.
Details of any proposed distribution of the securities	N/A
(6) Estimated market capitalisation of the securities for which a listing is sought	\$18 - \$20 million
(7) Estimate of the net proceeds of any proposed issue	The Company is seeking to raise a minimum of \$4.746 million and up to A\$6.102 million (before costs) at an issue price of A\$0.35 per Share under the Prospectus. Net proceeds of the proposed capital raising are expected to be between \$4.068 million and \$5.424 million.
Intended use of the proceeds	Proceeds from the initial public offer will be used as follows:



	Description	Minimum	Maximum
		Subscription (A\$'000)	Subscription (A\$'000)
	Product research and development	678	872
	Development of factory and production line	1,356	1,743
	Market development and promotion	1,356	1,743
	Brand building	678	872
	General working capital	-	194
	Expenses for the listing	678	678
	Total expenditure	4,746	6,102
(8) Name of any other stock exchange on which any securities of the issuer are already listed and/or traded	N/A		

2. Share capital and ownership

(1)(i) Designation or title of each class of shares	Fully paid ordinary shares			
(1)(ii) Number of shares issued	Share capital	Minimum Subscription	Maximum Subscription	
		(\$6.78 million)	(\$8.72 million)	
	Number	%	Number	%
	As at the date of this Prospectus:			
	Existing shares on issue	35,255,782	65.00	35,255,782 60.67
	Shares to be issued following completion of the Offers:			
	Eagle IG Limited	1,864,506	3.44	1,864,506 3.21
	Convertible Loan Investors	3,559,712	6.56	3,559,712 6.12
	Shares offered under the Public Offer ¹	13,560,000	25.00	17,434,000 30.00
	Total	54,240,000	100	58,114,000 100
(1)(iii) Voting rights	1 vote per member on a show of hands, 1 vote per share			



	attached to each share	on a poll				
(1)(iv)	Amount of fully paid up shares	35,255,782 shares				
(1)(v)	Shareholdings of the directors and officers of the issuer	Messrs Boqing Zhang, Libing Guo and Hai Huang are shareholders of Beroni Technology Ltd (Beroni Technology) (a company incorporated and domiciled in Seychelles) holding 64.4%, 11.04% and 4.6% respectively. Beroni Technology Ltd currently holds 35,255,782 shares in the Company. Each of Boqing XHANG, Libing Guo and Hai HUANG have an indirect interest in 35,255,782 shares held by Beroni Technology which will represent between 65% (based on minimum subscription) and 60.67% (based on maximum subscription) following completion of the Offers.				
(1)(vi)	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	<table><tr><th>Name</th><th>Number of Shares</th></tr><tr><td>Beroni Technology Limited (a company incorporated and domiciled in Seychelles)</td><td>35,255,782</td></tr></table>	Name	Number of Shares	Beroni Technology Limited (a company incorporated and domiciled in Seychelles)	35,255,782
Name	Number of Shares					
Beroni Technology Limited (a company incorporated and domiciled in Seychelles)	35,255,782					
(2)	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	<p>Please refer to capital structure spreadsheet included in the accompanying material.</p> <p>The capital structure spreadsheet includes the names of all the convertible note holders which will be converted to those shares as provided in the spreadsheet on completion of the Offers under the prospectus.</p>				

3. Securities

An outline of the principal terms of the securities the applicant wishes to list.	Please refer to section 8.14 of the Prospectus
---	--

4. History and nature of business

A short introductory paragraph describing the general nature of the business and products of the applicant. A brief history of the issuer for the last five (5) years or, if later, from inception to the date of the application. A description of the business now conducted	<p>Please refer to sections 3 and 4 of the Prospectus.</p> <p>The annual turnover for the period since inception of Tianjin Beroni (being May 2014) is set out in section 9 of the Prospectus.</p>
--	--



贝罗尼集团有限公司 beroni BERONI GROUP LIMITED

by the issuer and its child entities, including principal products manufactured, services performed or investments held, principal markets for products and raw materials, method of marketing, annual turnover for the preceding three (3) financial years and for the current financial year to the latest date available.

5. Summary of earnings

A summary of earnings, on a consolidated basis if the applicant has subsidiaries, for the last three (3) financial years, showing sales, earnings before charges for depreciation, interest and tax (if any), the amount of each of those charges, net income before extraordinary items, extraordinary items, net income and earnings per share.

The Company was incorporated on 17 June 2016 for the sole purpose of acquiring Tianjin Beroni (as defined in the Prospectus). Tianjin Beroni was incorporated in May 2014 and does not have 3 years of trading history.

A copy of the Group's (as defined in the Prospectus) audited financial statements for the two financial years ended 31 December 2014, 31 December 2015 and for the half year ended 30 June 2016, as well as the pro forma financial information are included in section 9 of the Prospectus, along with the Group's consolidated pro forma balance sheet as at 30 June 2016 which is also included in section 10 of the Prospectus.

6. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the issuer has subsidiaries) or from the date of incorporation, if shorter.

Please refer to section 9 and 10 of the Prospectus.

7. Employees

A statement as to the total number of persons regularly employed and, if subject to seasonal fluctuations, the maximum and minimum numbers employed during the preceding twelve (12) months.

The total number of persons regularly employed by the applicant is 6 comprising the 3 executive directors, 2 non-executive directors and company secretary. Employment is not subject to seasonable fluctuations.

8. Child entities

(1)	Name of the corporation	Beroni Technology Co., Ltd
(2)	Brief statement of the nature of its business and its relationship to	Beroni Technology Co., Ltd is the operating entity of the business which consists of sourcing and distributing products from overseas, developing and



贝罗尼集团有限公司

beroni BERONI GROUP LIMITED

the operations of the entire enterprise	patenting Beroni- branded products and establishing distribution networks in China to facilitate the sale of its products.
(3) Share capital by classes, showing the amount issued and the amount owned by the holding entity	See sections 3.1 and 3.14 of the Prospectus.

9. Dividend record

State the number of consecutive years in which dividends have been paid. State the amount of dividend (per share and in the aggregate) paid by the applicant (and its child entities) for each of the three (3) preceding years. Indicate whether dividends have been paid on a quarterly, semi-annual or annual basis. State the record date, payment date and the date of declaration with respect to each dividend paid during the past two (2) years.	<p>The Company has not declared or paid any dividends since its incorporation.</p> <p>The Company does not intend to pay dividends on securities for the financial year ending 2016 (the first financial year following incorporation of the Company).</p> <p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors. However, where possible, the Directors intend to adopt a policy of declaring the highest possible rates of dividends after taking into account factors such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors.</p>
---	---

10. Properties

Describe briefly the general character of the properties of the applicant and its child entities, including:

	Property 1
(1) Location	Room 2, Building 15, Zhongbei Science and Technology Industrial Park, Auto Industrial Park, Xiqing, Tianjin.
(2) Land area	Approximately 1500 square meters
(3) Number of buildings	One
(4) Aggregate floor area of buildings	632 square meters
(5) Whether properties are owned or leased, and if leased, state total rental paid for each of the three (3) preceding financial years and average term of years	<p>Lease agreement between Tianjin Beroni Biotechnology Co., Ltd and Tianjin Zhongbei Fuyuan Development Construction Co., Ltd dated 23 June 23, 2014.</p> <p>Ten year lease from 1 June 1 2014 to 31 May 2024.</p> <p>The rental price in the first year and the second year was RMB 1.8 Yuan/m2/day, the rental price in the third year was RMB 2.0 Yuan/m2/day, and the annual rent was RMB 461,360 Yuan.</p>

11. Litigation



贝罗尼集团有限公司

beroni BERONI GROUP LIMITED

Particulars of any litigation or claims of material importance made against any member of the group in the last five (5) years or which is pending or threatened against any member of the group, or an appropriate negative statement.

As at the date of this letter, the Company is not involved in any litigation or claims of material importance and the Directors are not aware of any legal action pending.

12. Management

(1) Full name, residential address, description (being his or her qualifications or area of expertise or responsibility) of every director or proposed director and any person who performs an important administrative, management or supervisory function and particulars of the principal functions performed by each of them within the group if significant to the group

Name	Address	Designation
Boqing Zhang	15-2-702 Youyi South Road Hexi District, Tianjin City, China	Executive Chairman & CEO
Chris Deng	Unit 10, 3-17 Queen Street, Campbelltown NSW 2560	Executive Director & CFO
Hai Huang	Level 32, Room 1-104 Wanliu Road, Xiaonan Village Haidan District China	Executive Director
Yap Ting (Peter) Wong	27 Bredon Avenue, WEST PENNANT HILLS NSW 2125	Non-Executive Director
Libing Guo	Level 5, Room 102 Qi Yi Bai Nian, Xinfadi Fengtai District, China	Non-Executive Director
Nicholas Chen Chik Ong	14 St Albans Promenade, Canning Vale WA 6155	Company Secretary

Description

(a) Boqing Zhang (appointed 17 June 2016)

Mr Zhang is the founder, Chairman and CEO of Tianjin Beroni and is the Chairman of the Company. Mr Zhang is also the vice-chairman and the Asia-Pacific region CEO of NicoBloc Plc. Mr Zhang has a bachelor degree from the school of biotechnology and food science in Tianjin School of Commerce, an MBA from Nankai University and a PhD from University of Sussex.

Prior to studying in the United Kingdom, Mr Zhang worked at China North Industries Group Corporation, Shanshui Industrial Co., Ltd as the head/manager of human resources and director of marketing.

During Mr Zhang's time overseas, he was employed as the chief strategic consultant of



	<p>SIG Group and project general manager. After joining NicoBloc Plc, Mr Zhang was the project manager, general manager of research and development, strategic planning and an executive director of the board. Mr Zhang participated in improving NicoBloc product formula and is currently fully responsible for NicoBloc Plc's global strategic planning and market development.</p>
	<p>(b) Hai Huang (appointed 3 November 2016)</p> <p>Mr Huang is one of the founding director of Tianjin Beroni. He has a business management degree from the Capital University of Economics and Business.</p> <p>Mr Huang worked for a world Top 500 company for approximately 15 years and was responsible for commodity import and export and domestic trade business. Mr Huang has extensive international trade experience and more than 10 years experience in business franchising, e-commerce business planning and implementation and team building.</p>
	<p>(c) Libing Guo (appointed 3 November 2016)</p> <p>Mr Guo is one of the founding directors of Tianjin Beroni. He has a financial management degree from Henan University.</p> <p>Mr Guo has approximately 20 years experience in cold-chain logistics particularly in areas of infrastructure planning, construction, fund raising, allocation of resources and implementation. Mr Huang also is experienced in professional team building, training and daily management.</p>
	<p>(d) Yap Ting (Peter) Wong (appointed 30 September 2016)</p> <p>A Chartered Accountant by profession, Peter Wong is a 30-year veteran in the financial services industry. He has gained extensive experience across a wide spectrum of business functions such as audit, taxation, finance, operations, technology, HR, risk management, compliance and control.</p> <p>Peter started his career in the accounting profession in 1984 and trained with two major international accounting firms; Deloitte and Price Waterhouse Coopers. He subsequently joined several large corporations where he took up senior positions managing large portfolio of functions and people. The companies he has worked with include Citibank, Hong Leong</p>



Group (Malaysia), Hong Kong Stock Exchange and Hong Kong Telecom. Before coming to Australia, Peter was in Shanghai, China where he spent 3 years with Citibank China and another 2 years with Shanghai Pudong Development Bank, a strategic partner of Citibank. He travelled extensively within China conducting seminars and giving advice to the staff and management of the Chinese bank.

Having worked in England, Hong Kong, Malaysia, China and Australia, Peter is familiar with the different financial and business practices across Asia. He is well equipped to advise clients on cross-border trade and investment. He focuses on providing financial, taxation and investment advice to Australian and Asian enterprises wanting to invest or do business in the Asia-Pacific region.

(e) Chris Deng (appointed 30 September 2016)

Mr Chris Deng holds a Bachelor of Accounting from the Tianjin University of Commerce. He also holds Masters Degrees in Project Management and Accounting Information Systems from the University of Sydney and University of Technology Sydney respectively.

From 2004 to 2015, Mr Deng held Project Management, Project Director, and Chief Financial Director roles in the business software and financial technology industries.

Mr Deng is now an executive director of Investment and Real Estate company based in Sydney. His key responsibilities are business development, analysing business model and business processes, ensure and coordinating compliance as well as managing an offshore team based in Shanghai.

(f) Nicholas Ong

Nicholas was a Principal Adviser at the Australian Securities Exchange in Perth and brings 12 years' experience in listing rules compliance and corporate governance to listed companies. He has overseen the admission of over 100 companies to the official list of the ASX. Nicholas is Chartered Secretary and a member of the Australian Institute of Company Directors and the Governance Institute of Australia. He holds a Bachelor of Commerce and a Master of Business Administration from the University of Western Australia.

Nick is currently a director of Segue Resources



	Limited, non-executive chairman of CoAssets Limited, and is company secretary to Pura Vida Energy NL, Sagalio Energy Limited and joint company secretary of Blackgold International Holdings.
(2) The nature of any family relationship between the persons mentioned in (1)	None
(3) A brief account of the business experience of each of these persons during the last five (5) years	<p>The business experience of each of these persons during the last five years is as follows:</p> <p>(a) Boqing Zhang:</p> <p>Mr Zhang is the founder, Chair and CEO of Tianjin Beroni Biotechnology Co., Ltd and with a substantial focus on planning and implementation of business plans, and team building.</p> <p>He is also the vice-chairman and the CEO (Asia – Pacific Region) of NicoBloc Plc. His experience in this role includes global strategic planning and market development.</p> <p>(b) Hai Huang:</p> <p>Mr Huang's business experience includes being the Director of imports at Sinochem Group, a group focussing on the import and export of commodities.</p> <p>His experience also includes being the e-commerce director for Beijing Agricultural Industrial Development Corporation.</p> <p>He is currently the Vice President of Beijing Benehealth Biotechnology Co. Ltd and Tianjin Beroni Biotechnology Co. Ltd.</p> <p>(c) Libing Guo:</p> <p>Mr Guo's experience includes the daily management and training of team members. Over the past 5 years, he was the director of the cold chain storage department at Beijing Hengxing Haihua refrigeration equipment Co. Ltd.</p> <p>(d) Yap Ting (Peter) Wong:</p> <p>Peter is Chartered Accountant by profession. From 2012 – 2013, Peter was a Partner at Chan & Naylor Sydney CBD, where he provided Tax, Accounting and Business Advisory Services. As of 2014, Peter is a Director of Asia Invest Partners, providing Tax, Accounting and Business Advisory Services.</p> <p>(e) Chris Deng:</p>



	<p>Mr Deng's experience ranges from the business software and financial technology industries, and held positions as Project Manager, Project Director and Chief Financial Director.</p> <p>He is currently an executive director of an investment and real estate company and has substantial experience in business development, and business model and processes analysis.</p> <p>(f) Nicholas Ong:</p> <p>After spending 7 years as a Principal Advisor at ASX, Nick is the Managing Director of Minerva Corporate, where he provided a range of regulatory compliance services, corporate advisory services and accounting services. He is a director of Segue Resources Limited, non-executive chairman of CoAssets Limited, and acts as company secretary to Pura Vida Energy NL, Sagallo Energy Limited and joint company secretary of Blackgold International Holdings.</p>
(4) Indicate any other directorships held by each director or proposed director in any publicly listed or traded companies	Please refer to section 7 of the Prospectus.
(5) State if any director or proposed director has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her 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 or any securities supervisory or regulatory body or any such event is pending.	No director or proposed director has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him/her or any partnership in which he/she was a partner or any body corporate of which he/she was a director or has been sanctioned or otherwise disciplined by any self-regulatory securities association of which he is or has been a member or any securities supervisory or regulatory body or any such event is pending.

13. Sponsors, bankers etc.



(1) Names and addresses of the issuer's sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors.			

14. Statement of non-compliance

A statement of any requirements of the Listing Rules which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements.	With the exception of listing rule 2.2 for which the applicant has applied to NSX for a waiver, the Company will meet each of the requirements of the Listing Rules.
--	--

15. Declaration

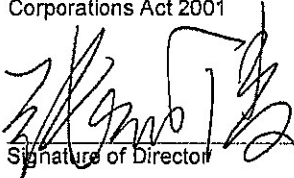
The Company declares that to the best of its knowledge, information and belief that:

- (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.



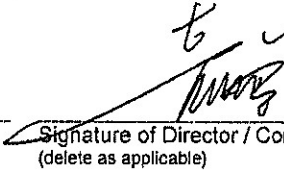
贝罗尼集团有限公司
beroni BERONI GROUP LIMITED

EXECUTED by Beroni Group Limited in
accordance with section 127(1) of the
Corporations Act 2001



Signature of Director

BOQING ZHANG
Name of Director
(Please print)



Signature of Director / Company Secretary
(delete as applicable)

HAI HUANG
Name of Director / Company Secretary
(Please print)