

Procedures to incorporate your new Company

Please read the following important instructions regarding the incorporation of your Company, ensuring you complete all tasks listed.

Signing of documents

Sign and date all minutes, consent forms, shares applications and certificates, and constitutions included in your Company package. Once signed, distribute the share certificates to each shareholder of the Company, and place all minutes, registers, consent forms, share applications and constitutions in the Company register for your future reference.

Registering the Company for an ABN and TFN

Please note that if this Company is being registered to act solely as a trustee of a Self Managed Superannuation Fund, there is no requirement to register the Company with the Australian Taxation Office for an Australian Business Number or Tax File Number.

Notifying ASIC of the Company's Sole Purpose Status

The Australian Securities and Investments Commission (ASIC) has already been advised that your Company will be acting as a Sole Purpose SMSF Trustee. Therefore there is no requirement for the Directors to notify ASIC of this fact

Company upload file

You can import the details of your new Company into your Corporate Register software (for example *Corporate Affairs System* or *Prime32*) by uploading the included **Company Details.cmy** file into your respective software.

REGISTER OF DIRECTORS

JIA QI PTY LTD
ACN 604 828 677

| Director Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|---|--------------------|---------------------|---------------------|
| Brett James Dickson Unit 87, 10 Thynne Street Bruce ACT 2617 | 29 January 1972 | 18 March 2015 | |

| Director Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
| | | | |

| Director Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
| | | | |

| Director Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
| | | | |

REGISTER OF DIRECTORS

JIA QI PTY LTD
ACN 604 828 677

| Director Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
| | | | |

| Director Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
| | | | |

| Director Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
| | | | |

| Director Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
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REGISTER OF SECRETARIES

JIA QI PTY LTD
ACN 604 828 677

| Secretary Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|---|--------------------|---------------------|---------------------|
| Brett James Dickson Unit 87, 10 Thynne Street Bruce ACT 2617 | 29 January 1972 | 18 March 2015 | |

| Secretary Name and Address | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
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| Secretary Name and Address | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
| | | | |

| Secretary Name and Address | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
| | | | |

REGISTER OF SECRETARIES

JIA QI PTY LTD
ACN 604 828 677

| Secretary Name and Address | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
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| Secretary Name and Address | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
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| Secretary Name and Address | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
| | | | |

| Secretary Name and Address | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------|---------------|---------------------|---------------------|
| | | | |

REGISTER OF PUBLIC OFFICERS

JIA QI PTY LTD
ACN 604 828 677

| Public Officer Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|---|--------------------|---------------------|---------------------|
| Brett James Dickson Unit 87, 10 Thynne Street Bruce ACT 2617 | 29 January 1972 | 18 March 2015 | |

| Public Officer Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------------|---------------|---------------------|---------------------|
| | | | |

| Public Officer Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------------|---------------|---------------------|---------------------|
| | | | |

| Public Officer Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------------|---------------|---------------------|---------------------|
| | | | |

REGISTER OF PUBLIC OFFICERS

**JIA QI PTY LTD
ACN 604 828 677**

| Public Officer Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------------|---------------|---------------------|---------------------|
| | | | |

| Public Officer Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------------|---------------|---------------------|---------------------|
| | | | |

| Public Officer Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------------|---------------|---------------------|---------------------|
| | | | |

| Public Officer Name and Address: | Date of Birth | Date of Appointment | Date of Resignation |
|----------------------------------|---------------|---------------------|---------------------|
| | | | |

REGISTER OF MEMBERS

JIA QI PTY LTD
ACN 604 828 677

| Member Name and Address: | Date of Appointment | Date of Resignation |
|--|---------------------|---------------------|
| Brett James Dickson Unit 87, Thynne Street Bruce ACT 2617 | 18 March 2015 | |

| Member Name and Address: | Date of Appointment | Date of Resignation |
|--------------------------|---------------------|---------------------|
| | | |

| Member Name and Address: | Date of Appointment | Date of Resignation |
|--------------------------|---------------------|---------------------|
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| Member Name and Address: | Date of Appointment | Date of Resignation |
|--------------------------|---------------------|---------------------|
| | | |

REGISTER OF MEMBERS

JIA QI PTY LTD
ACN 604 828 677

| Member Name and Address: | Date of Appointment | Date of Resignation |
|--------------------------|---------------------|---------------------|
| | | |

| Member Name and Address: | Date of Appointment | Date of Resignation |
|--------------------------|---------------------|---------------------|
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| Member Name and Address: | Date of Appointment | Date of Resignation |
|--------------------------|---------------------|---------------------|
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| Member Name and Address: | Date of Appointment | Date of Resignation |
|--------------------------|---------------------|---------------------|
| | | |

REGISTER OF MEMBERS SHAREHOLDING

JIA QI PTY LTD
ACN 604 828 677

Member Name: Brett James Dickson
Unit 87, Thynne Street Bruce ACT 2617

| Date of Transaction | Shares Allotted | Shares Transferred | Share Class | Share Serial Numbers | Share Certificate Number | Amount Paid per Share | Total Share Holding |
|---------------------|-----------------|--------------------|-------------|----------------------|--------------------------|-----------------------|---------------------|
| 18 March 2015 | 1 | | ORD | 1 - 1 | 1 | \$1.00 | 1 |

Member Name:

| Date of Transaction | Shares Allotted | Shares Transferred | Share Class | Share Serial Numbers | Share Certificate Number | Amount Paid per Share | Total Share Holding |
|---------------------|-----------------|--------------------|-------------|----------------------|--------------------------|-----------------------|---------------------|
| | | | | | | | |

Member Name:

| Date of Transaction | Shares Allotted | Shares Transferred | Share Class | Share Serial Numbers | Share Certificate Number | Amount Paid per Share | Total Share Holding |
|---------------------|-----------------|--------------------|-------------|----------------------|--------------------------|-----------------------|---------------------|
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REGISTER OF MEMBERS SHAREHOLDING

**JIA QI PTY LTD
ACN 604 828 677**

Member Name:

| Date of Transaction | Shares Allotted | Shares Transferred | Share Class | Share Serial Numbers | Share Certificate Number | Amount Paid per Share | Total Share Holding |
|---------------------|-----------------|--------------------|-------------|----------------------|--------------------------|-----------------------|---------------------|
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Member Name:

| Date of Transaction | Shares Allotted | Shares Transferred | Share Class | Share Serial Numbers | Share Certificate Number | Amount Paid per Share | Total Share Holding |
|---------------------|-----------------|--------------------|-------------|----------------------|--------------------------|-----------------------|---------------------|
| | | | | | | | |

Member Name:

| Date of Transaction | Shares Allotted | Shares Transferred | Share Class | Share Serial Numbers | Share Certificate Number | Amount Paid per Share | Total Share Holding |
|---------------------|-----------------|--------------------|-------------|----------------------|--------------------------|-----------------------|---------------------|
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ALLOTMENT JOURNAL

**JIA QI PTY LTD
ACN 604 828 677**

Applicant Name: Brett James Dickson

| Date of Application | Date of Allotment | Shares Allotted | Share serial Numbers | Share Certificate | Share Class | Amount Paid on Share Application | Balance payable | Balance due date |
|---------------------|-------------------|-----------------|----------------------|-------------------|-------------|----------------------------------|-----------------|------------------|
| 18 March 2015 | 18 March 2015 | 1 | 1 - 1 | 1 | ORD | \$1.00 | | |

Applicant Name:

| Date of Application | Date of Allotment | Shares Allotted | Share serial Numbers | Share Certificate | Share Class | Amount Paid on Share Application | Balance payable | Balance due date |
|---------------------|-------------------|-----------------|----------------------|-------------------|-------------|----------------------------------|-----------------|------------------|
| | | | | | | | | |

Applicant Name:

| Date of Application | Date of Allotment | Shares Allotted | Share serial Numbers | Share Certificate | Share Class | Amount Paid on Share Application | Balance payable | Balance due date |
|---------------------|-------------------|-----------------|----------------------|-------------------|-------------|----------------------------------|-----------------|------------------|
| | | | | | | | | |

Applicant Name:

| Date of Application | Date of Allotment | Shares Allotted | Share serial Numbers | Share Certificate | Share Class | Amount Paid on Share Application | Balance payable | Balance due date |
|---------------------|-------------------|-----------------|----------------------|-------------------|-------------|----------------------------------|-----------------|------------------|
| | | | | | | | | |

ALLOTMENT JOURNAL

JIA QI PTY LTD
ACN 604 828 677

Applicant Name:

| Date of Application | Date of Allotment | Shares Allotted | Share serial Numbers | Share Certificate | Share Class | Amount Paid on Share Application | Balance payable | Balance due date |
|---------------------|-------------------|-----------------|----------------------|-------------------|-------------|----------------------------------|-----------------|------------------|
| | | | | | | | | |

Applicant Name:

| Date of Application | Date of Allotment | Shares Allotted | Share serial Numbers | Share Certificate | Share Class | Amount Paid on Share Application | Balance payable | Balance due date |
|---------------------|-------------------|-----------------|----------------------|-------------------|-------------|----------------------------------|-----------------|------------------|
| | | | | | | | | |

Applicant Name:

| Date of Application | Date of Allotment | Shares Allotted | Share serial Numbers | Share Certificate | Share Class | Amount Paid on Share Application | Balance payable | Balance due date |
|---------------------|-------------------|-----------------|----------------------|-------------------|-------------|----------------------------------|-----------------|------------------|
| | | | | | | | | |

Applicant Name:

| Date of Application | Date of Allotment | Shares Allotted | Share serial Numbers | Share Certificate | Share Class | Amount Paid on Share Application | Balance payable | Balance due date |
|---------------------|-------------------|-----------------|----------------------|-------------------|-------------|----------------------------------|-----------------|------------------|
| | | | | | | | | |

TRANSFER JOURNAL

**JIA QI PTY LTD
ACN 604 828 677**

Transferor:

Transferee:

| Date of Transfer | Number of Shares Transferred | Share Serial Numbers | Transferor Share Certificate Number | Transferee Share Certificate Number | Consideration Paid | Date of Minute |
|------------------|------------------------------|----------------------|-------------------------------------|-------------------------------------|--------------------|----------------|
| | | | | | | |

Transferor:

Transferee:

| Date of Transfer | Number of Shares Transferred | Share Serial Numbers | Transferor Share Certificate Number | Transferee Share Certificate Number | Consideration Paid | Date of Minute |
|------------------|------------------------------|----------------------|-------------------------------------|-------------------------------------|--------------------|----------------|
| | | | | | | |

Transferor:

Transferee:

| Date of Transfer | Number of Shares Transferred | Share Serial Numbers | Transferor Share Certificate Number | Transferee Share Certificate Number | Consideration Paid | Date of Minute |
|------------------|------------------------------|----------------------|-------------------------------------|-------------------------------------|--------------------|----------------|
| | | | | | | |

Transferor:

Transferee:

| Date of Transfer | Number of Shares Transferred | Share Serial Numbers | Transferor Share Certificate Number | Transferee Share Certificate Number | Consideration Paid | Date of Minute |
|------------------|------------------------------|----------------------|-------------------------------------|-------------------------------------|--------------------|----------------|
| | | | | | | |

SHARE SCRIPT REGISTER

**JIA QI PTY LTD
ACN 604 828 677**

| Date of Share Issue | Share Certificate Number | Shareholder Name | Shares | | | | Date Shares Surrendered or Forfeited |
|---------------------|--------------------------|---------------------|----------|-------------|-------|----------------|--------------------------------------|
| | | | Allotted | Transferred | Class | Serial Numbers | |
| 18 March 2015 | 1 | Brett James Dickson | 1 | | ORD | 1 - 1 | |
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SHARE SCRIPT REGISTER

JIA QI PTY LTD
ACN 604 828 677

| Date of Share Issue | Share Certificate Number | Shareholder Name | Shares | | | | Date Shares Surrendered or Forfeited |
|---------------------|--------------------------|------------------|----------|-------------|-------|----------------|--------------------------------------|
| | | | Allotted | Transferred | Class | Serial Numbers | |
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REGISTER OF DEBENTURES

JIA QI PTY LTD
ACN 604 828 677

| Date of Transaction | Name and Address of Debenture Holder | Debenture Type | Debentures Acquired | Debentures Redeemed or Transferred | Interest Rate | Total Debentures Held |
|---------------------|--------------------------------------|----------------|---------------------|------------------------------------|---------------|-----------------------|
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REGISTER OF CHARGES

**JIA QI PTY LTD
ACN 604 828 677**

| Date of Transaction | Name and Address of Charge Holder | Liability Secured | Property Charged | Name and Address of Chargee |
|---------------------|-----------------------------------|-------------------|------------------|-----------------------------|
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REGISTER OF OPTIONS

JIA QI PTY LTD
ACN 604 828 677

| Date of Transaction | Name and Address of Option Holder | Shares Over Which Option is Granted | Consideration Given for Option | Period in Which Option is Open |
|---------------------|-----------------------------------|-------------------------------------|--------------------------------|--------------------------------|
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**FORM OF CONSENT TO USE A SPECIFIED ADDRESS
FOR A REGISTERED OFFICE**

**JIA QI PTY LTD
ACN 604 828 677**

Company Name: Jia Qi Pty Ltd

Company ACN: 604 828 677

**Specified address to be used
as the Company Registered
Office:** 13B Edgar Street Ainslie ACT 2602

Occupiers Consent: We consent to the use of the specified address described above as the address of the Registered Office of the above named Company.

Name of Occupier: Yellow Brick Road Wealth Management

Signature of Occupier: _____

Capacity of Signatory: _____

Dated: _____/_____/_____

**JIA QI PTY LTD
ACN 604 828 677**

MINUTES of Meeting of Members being the First Meeting of the Company held on 18 March 2015
at Unit 87, 10 Thynne Street Bruce ACT 2617

PRESENT: Brett James Dickson

CERTIFICATE OF INCORPORATION: It was reported that all matters in connection with the incorporation of the Company had been attended to and the Certificate of Incorporation bearing ACN 604 828 677 and a copy of the Constitution as registered was produced.

APPOINTMENT OF OFFICE BEARERS: It was noted that the following persons had been appointed as office holders of the Company as from the date of incorporation:

| | |
|---------------------|-----------|
| Brett James Dickson | Director |
| Brett James Dickson | Secretary |

PUBLIC OFFICER: RESOLVED that Brett James Dickson of Unit 87, 10 Thynne Street Bruce ACT 2617 be appointed Public Officer of the Company and that the Commissioner of Taxation be advised of such appointment.

REGISTERED OFFICE: RESOLVED that the registered office of the Company be at 13B Edgar Street Ainslie ACT 2602.

SOLICITORS AND ACCOUNTANT: RESOLVED that _____ be appointed Solicitors of the Company and that _____ of _____ be appointed the Company Accountants.

AUDITOR/S: RESOLVED that no Auditors of the Company be appointed for the current financial year in accordance with the written consent of all the subscribers to the Constitution of the Company.

EXECUTION OF DOCUMENTS: RESOLVED that the Company not adopt a common seal and that the officers of the Company be authorised to execute documents on behalf of the Company in accordance with Section 127 of the Act.

ALLOTMENT OF SHARES TO SUBSCRIBERS: RESOLVED that the following subscribers' shares be hereby deemed to have been allotted for cash on incorporation:-

| Shareholder Name | Number of Shares | Class of Shares | Amount Paid |
|---------------------|------------------|-----------------|-------------|
| Brett James Dickson | 1 | ORD | \$1.00 |

It was directed that the abovenamed subscribers be registered forthwith as the holders of such shares respectively and that the Share Certificates to be issued in relation thereto.

SHARE CERTIFICATES: RESOLVED that authority is hereby given for the issue of any relevant share certificates in connection with any allotment or transfer of shares in the Company.

BOOKS: RESOLVED that the Company purchase the books necessary to maintain the records of the Company, and also such books of account necessary to record the financial transactions of the Company.

REPRESENTATION: RESOLVED that the Company hereby appoints each of the Directors and the Secretary separately as its representatives and/or proxy for the purpose of attending on the Company's behalf at all Meetings of shareholders whether General Meetings or Meetings of any class in Companies in which the Company may be a shareholder from time to time with full power to vote thereat in the name of the Company at or in relation to any such meetings.

Executed hereunder in confirmation of the above resolutions by all persons present at the Meeting.

.....
Brett James Dickson

**JIA QI PTY LTD
ACN 604 828 677**

Written Resolution of the Sole Director of the Company on _____
at Unit 87, 10 Thynne Street Bruce ACT 2617

RESOLVED: That the Company loan the sum of \$ _____
to _____
a Member of the Company on the terms and conditions contained in the
Loan agreement dated _____.

EFFECTIVE ON SIGNING: The above resolution will take effect upon signing by the Director.

.....
Brett James Dickson

**JIA QI PTY LTD
ACN 604 828 677**

Written Resolution of the Sole Director of the Company on _____
at Unit 87, 10 Thynne Street Bruce ACT 2617

RESOLVED: That the following Share Transfers be and are hereby approved and that the old Certificates in the names of the transferors be cancelled and that new Certificates in the names of the Transferees be issued and executed by the officers of the Company in accordance with Section 127 of the Act.

| | No. of Shares |
|-------------|---------------|
| Transferor: | |
| Transferee: | |

| |
|-------------|
| Transferor: |
| Transferee: |

EFFECTIVE ON SIGNING: The above resolution will take effect upon signing by the Director.

.....
Brett James Dickson

**JIA QI PTY LTD
ACN 604 828 677**

Written Resolution of the Sole Director of the Company on _____
at Unit 87, 10 Thynne Street Bruce ACT 2617

RESOLVED: That the Company open a current account with the
_____ Bank
at its _____ Branch
and that
Brett James Dickson
be authorised to operate the account for and on behalf of the Company.

EFFECTIVE ON SIGNING: The above resolution will take effect upon signing by the Director.

.....
Brett James Dickson

FORM OF PROXY FOR MEETINGS

**JIA QI PTY LTD
ACN 604 828 677**

TO THE SECRETARY

I _____
of _____ being a Director
of the company HEREBY APPOINT my co-Director _____ of
_____ as my
general/special proxy to vote for me and on my behalf at the meeting of Directors to be held on the
_____ day of _____ 20 _____ and at any adjournment thereof.

AND where special proxy to vote for / to vote against the following resolutions:

SIGNED at _____

me this _____ day of _____ 20 _____.

.....
Print Name

FORM OF PROXY FOR MEETINGS

**JIA QI PTY LTD
ACN 604 828 677**

TO THE SECRETARY

I _____ of _____
being a Member of the company HEREBY APPOINT _____ of
_____ as my general / special proxy to vote for me
and on my behalf at the meeting of Members to be held on the _____ day of _____
20_____ and at any adjournment thereof.

AND where special proxy to vote for / to vote against the following resolutions:

SIGNED at _____

by me this _____ day of _____ 20_____

.....
Print Name

CONSENT TO ACT AS DIRECTOR

JIA QI PTY LTD

I, Brett James Dickson, consent to act as a Director of Jia Qi Pty Ltd. My personal details are as follows:

Name: Brett James Dickson

Address: Unit 87, 10 Thynne Street Bruce ACT 2617

Date of Birth: 29 January 1972

Place of Birth: Balmain NSW

DATED: 18 March 2015

.....
Brett James Dickson

CONSENT TO ACT AS SECRETARY

JIA QI PTY LTD

I, Brett James Dickson, consent to act as a Secretary of Jia Qi Pty Ltd. My personal details are as follows:

Name: Brett James Dickson

Address: Unit 87, 10 Thynne Street Bruce ACT 2617

Date of Birth: 29 January 1972

Place of Birth: Balmain NSW

DATED: 18 March 2015

.....
Brett James Dickson

CONSENT TO ACT AS PUBLIC OFFICER

JIA QI PTY LTD

I, Brett James Dickson, consent to act as a Public Officer of Jia Qi Pty Ltd. My personal details are as follows:

Name: Brett James Dickson

Address: Unit 87, 10 Thynne Street Bruce ACT 2617

Date of Birth: 29 January 1972

Place of Birth: Balmain NSW

DATED: 18 March 2015

.....
Brett James Dickson

APPLICATION FOR INITIAL SHARES

JIA QI PTY LTD

TO THE DIRECTORS

I apply for the allotment of the following number of shares, at the following share price;

| <u>Number of Shares</u> | <u>Share Price</u> |
|-------------------------|--------------------|
| 1 | \$1.00 |

I tender **\$1.00** in full payment thereof.

My personal details are as follows:

| | |
|---------|---------------------------------------|
| Name | Brett James Dickson |
| Address | Unit 87, Thynne Street Bruce ACT 2617 |

This application is unconditional and I authorise you to register me as a holder of the above number of Shares and I agree to be bound by the Constitution of the Company.

I accept and understand that should my personal application be successful, I will be admitted as a member of an unaudited Exempt Proprietary Company and accordingly I assent, pursuant to the Corporations Act, to the Audit being waived for the current financial year.

DATED: 18 March 2015

.....
Brett James Dickson

Share Certificate

JIA QI PTY LTD
ACN 604 828 677

Certificate No. 1

This is to certify that

Brett James Dickson

subject to the constitution of the Company, is the registered holder of the following shares in the company;

| Total Shares in this Holding | Share Serial Numbers | Class of Shares | Share Price | Amount Paid | Amount Owing |
|---------------------------------|-------------------------|-----------------|-------------|-------------|-----------------|
| 1 | 1 - 1 | ORD | \$1.00 | \$1.00 | |

SHARES ISSUED ON: 18 March 2015

Signed on behalf of the Directors

.....
Director Name

.....
Director Signature

.....
Director/Secretary Name

.....
Director/Secretary Signature