

Information Form and Checklist

(ASX Listing)

Name of entity

ABN/ARBN/ARSN

ACN 610 937 598 Limited (proposed to be renamed Michael Hill International Limited)

ACN 610 937 598

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Listing.

Note: the entity warrants in its Appendix 1A ASX Listing Application and Agreement that the information and documents referred to in this Information Form and Checklist are (or will be) true and complete and indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty.

Any Annexures to this Information Form and Checklist form part of the Information Form and Checklist and are covered by the warranty referred to above.

Terms used in this Information Form and Checklist and in any Annexures have the same meaning as in the ASX Listing Rules.

Part 1 – Key Information

Instructions: please complete each applicable item below. If an item is not applicable, please mark it as "N/A".

All entities – corporate details¹

Place of incorporation or establishment	Queensland, Australia.
Date of incorporation or establishment	24 February 2016
Legislation under which incorporated or established	Corporations Act 2001 (Cth)
Address of registered office in place of incorporation or establishment	'Metroplex on Gateway' 7 Smallwood Place, Murarrie QLD 4172
Main business activity	Jewellery retail
Other exchanges on which the entity is listed	Entity is to have a secondary listing on the NZX
Street address of principal administrative office	'Metroplex on Gateway' 7 Smallwood Place, Murarrie QLD 4172
Postal address of principal administrative office	'Metroplex on Gateway' 7 Smallwood Place, Murarrie QLD 4172
Telephone number of principal administrative office	+617 3114 3500
E-mail address for investor enquiries	inquiry@michaelhill.com.au

¹ If the entity applying for admission to the official list is a stapled structure, please provide these details for each entity comprising the stapled structure.

For personal use only

Website URL	http://www.michaelhill.com.au
-------------	---

All entities – management details²

Full name and title of CEO/managing director	Michael Robin Parsell, CEO
Full name and title of chairperson of directors	Emma Jane Hill, Chairperson
Full names of all existing directors	Gary Warwick Smith Richard Michael Hill Emma Jane Hill Robert Ian Fyfe Janine Suzanne Allis
Full names of any persons proposed to be appointed as additional or replacement directors	
Full name and title of company secretary	Philip Roy Taylor, Chief Financial Officer

All entities – ASX contact details³

Full name and title of ASX contact(s)	Philip Roy Taylor, Chief Financial Officer
Business address of ASX contact(s)	'Metroplex on Gateway' 7 Smallwood Place, Murarrie QLD 4172
Business phone number of ASX contact(s)	+617 3114 3507
Mobile phone number of ASX contact(s)	+61 413 707 066
Email address of ASX contact(s)	Phil.taylor@michaelhill.com.au

All entities – auditor details⁴

Full name of auditor	Ernst & Young (EY)
----------------------	--------------------

² If the entity applying for admission to the official list is a trust, enter the management details for the responsible entity of the trust.

³ Under Listing Rule 1.1 Condition 12, a listed entity must appoint a person responsible for communication with ASX. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

⁴ In certain cases, ASX may require the applicant to provide information about the qualifications and experience of its auditor for release to the market before quotation commences (Guidance Note 1 section 2.8).

All entities – registry details⁵

Name of securities registry	Computershare Investor Services Pty Limited
Address of securities registry	117 Victoria Street, West End, QLD 4101, Australia
Phone number of securities registry	1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)
Fax number of securities registry	+61 3 9473 2500
Email address of securities registry	web.queries@computershare.com.au
Type of subregisters the entity will operate ⁶	CHESS and Issuer Sponsored Sub-registers

All entities – key dates

Annual balance date	30 June
Month in which annual meeting is usually held (or intended to be held) ⁷	November
Months in which dividends or distributions are usually paid (or are intended to be paid)	April – interim; October – final.

Trusts – additional details

Name of responsible entity	<i>Not applicable</i>
Duration of appointment of directors of responsible entity	<i>Not applicable</i>
Full names of the members of the compliance committee (if any)	<i>Not applicable</i>

Entities incorporated or established outside Australia – additional details

Name and address of the entity's Australian agent for service of process	<i>Not applicable</i>
If the entity has or intends to have a certificated subregister for quoted securities, the location of the Australian subregister	<i>Not applicable</i>
Address of registered office in Australia (if any)	<i>Not applicable</i>

⁵ If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

⁶ Example: CHESS and issuer sponsored subregisters.

⁷ May not apply to some trusts.

Entities listed or to be listed on another exchange or exchanges

Name of the other exchange(s) where the entity is or proposes to be listed	NZX
Is the ASX listing intended to be the entity's primary or secondary listing	Primary listing

Part 2 – Checklist Confirming Compliance with Admission Requirements

Instructions: please indicate in the "Location/Confirmation" column for each item below and in any Annexures where the information or document referred to in that item is to be found (eg in the case of information, the specific page reference in the Offer Document where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter "Confirmed" in the "Location/Confirmation" column. If an item is not applicable, please mark it as "N/A".

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist and any Annexures (other than the 25 copies of the applicant's Offer Document referred to in item 4) are provided in a folder separated by numbered tabs and if the entity's constitution and copies of all material contracts are provided both in hard copy and in electronic format.

Note that completion of this Checklist and any Annexures is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX's absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

A reference in this Checklist and in any Annexures to the "Offer Document" means the listing prospectus, product disclosure statement or information memorandum lodged by the applicant with ASX pursuant to Listing Rule 1.1 Condition 3.

If the applicant lodges a supplementary or replacement prospectus, product disclosure statement or information memorandum with ASX, ASX may require it to update this Checklist and any Annexures by reference to that document.

All entities – key supporting documents

N ^o	Item	Location/Confirmation
1.	A copy of the entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	ANNEXURE 1 Note that the entity proposes to change its name to Michael Hill International Limited ACN 610 937 598 on or about 1 July 2016. The Company will provide evidence to ASX of name change if effected prior to ASX listing.
2.	A copy of the entity's constitution (Listing Rule 1.1 Condition 1A) ⁸	ANNEXURE 2 is the constitution as at the date of the Company's ASX listing application. The has amended its constitution as marked up in ANNEXURE 3 and subject to any further amendments which may be required by the NZX. The entity will provide a revised version to ASX if further changes are to be made.
3.	Either: (a) confirmation that the entity's constitution includes the provisions of Appendix 15A or Appendix 15B (as applicable); or (b) a completed checklist that the constitution complies with the Listing Rules (Listing Rule 1.1 Condition 2) ⁹	Item (a) confirmed . Refer to article 87.2 and article 2 (definitions of 'ASX' and 'Listing Rules') in the entity's constitution attached per item 2 above.

⁸ It will assist ASX if the copy of the constitution is provided both in hard copy and in electronic format.

⁹ An electronic copy of the checklist is available from the ASX Compliance Downloads page on ASX's website.

Nº	Item	Location/Confirmation
4.	An electronic version and 25 copies of the Offer Document, as lodged with ASIC (Listing Rule 1.1 Condition 3)	<p>Offer Document will be an Information Memorandum (incorporating by reference the Scheme Booklet (including an Independent Adviser's Report (IAR)) in accordance with In Principle Advice provided by ASX in relation to the entity dated 4 May 2016.</p> <p>A copy of the Information Memorandum is included in ANNEXURE 4.</p> <p>A copy of the Scheme Booklet is provided in ANNEXURE 5.</p> <p>A copy of the Independent Adviser's Report is provided in ANNEXURE 6.</p> <p>[25 copies provided to ASX].</p>
5.	If the entity's corporate governance statement ¹⁰ is included in its Offer Document, the page reference where it is included. Otherwise, a copy of the entity's corporate governance statement (Listing Rule 1.1 Condition 13)	<p>The entity's corporate governance statement is included in section 8.12 of the Information Memorandum.</p>
6.	If the entity will be included in the S & P All Ordinaries Index on admission to the official list, ¹¹ where in its Offer Document does it state that it will have an audit committee (Listing Rule 1.1 Condition 13)	<p>Section 8.6 of the Information Memorandum provides that the entity will have an audit committee.</p>
7.	If the entity will be included in the S & P / ASX 300 Index on admission to the official list, ¹² where in its Offer Document does it state that it will comply with the recommendations set by the ASX Corporate Governance Council in relation to composition and operation of the audit committee (Listing Rule 1.1 Condition 13)	<p>It is anticipated that the entity will not be included in the S & P / ASX 300 on admission to the official list.</p>
8.	Original executed agreement with ASX that documents may be given to ASX and authenticated electronically (Listing Rule 1.1 Condition 14) ¹³	<p>ANNEXURE 7.</p> <p>[Original provided to ASX].</p>
9.	If the entity's trading policy is included in its Offer Document, the page reference where it is included. Otherwise, a copy of the entity's trading policy (Listing Rule 1.1 Condition 15)	<p>ANNEXURE 8.</p>
10.	If the entity will be included in the S & P / ASX 300 Index on admission to the official list, ¹⁴ where in its Offer Document does it state that it will have a remuneration committee comprised solely of non-executive directors (Listing Rule 1.1 Condition 16)	<p>It is anticipated that the entity will not be included in the S & P / ASX 300 on admission to the official list. In any case, the entity's Corporate Governance Charter provides that it will have a remuneration committee comprised solely of non-executive directors.</p>

¹⁰ The entity's "corporate governance statement" is the statement disclosing the extent to which the entity will follow, as at the date of its admission to the official list, the recommendations set by the ASX Corporate Governance Council. If the entity does not intend to follow all the recommendations on its admission to the official list, the entity must separately identify each recommendation that will not be followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it intends to adopt in lieu of the recommendation.

¹¹ If the entity is unsure whether they will be included in the S & P All Ordinaries Index on admission to the official list, they should contact ASX or S & P.

¹² If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

¹³ An electronic copy of the ASX Online Agreement is available from the ASX Compliance Downloads page on ASX's website.

¹⁴ If the entity is unsure whether they will be included in the S & P / ASX 300 Index on admission to the official list, they should contact ASX or S & P.

N ^o Item	Location/Confirmation
<p>11. For each director or proposed director,¹⁵ a list of the countries in which they have resided over the past 10 years (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)¹⁶</p>	<p>Gary Warwick Smith: Australia.</p> <p>Richard Michael Hill: New Zealand.</p> <p>Emma Jane Hill: New Zealand, Canada.</p> <p>Robert Ian Fyfe: New Zealand.</p> <p>Janine Suzanne Allis: Australia.</p>
<p>12. For each director or proposed director who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by CrimTrac which is not more than 12 months old (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)</p>	<p>Copies attached in: <u>ANNEXURE 9</u>: Gary Warwick Smith. <u>ANNEXURE 10</u>: Janine Suzanne Allis.</p> <p><i>[Originals provided to ASX.]</i></p>
<p>13. For each director or proposed director who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 12 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been convicted in that country of:</p> <p>(a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of director's duties; or</p> <p>(b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced),</p> <p>or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)</p>	<p>Copies attached in: <u>ANNEXURE 11</u>: Richard Michael Hill. <u>ANNEXURE 12</u>: Emma Jane Hill (New Zealand). <u>ANNEXURE 13</u>: Emma Jane Hill (Canada). <u>ANNEXURE 14</u>: Robert Ian Fyfe.</p> <p><i>[Originals provided to ASX.]</i></p>
<p>14. For each director or proposed director who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Australian Financial Security Authority National Personal Insolvency Index which is not more than 12 months old (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)</p>	<p>Attached in: <u>ANNEXURE 15</u>: Gary Warwick Smith. <u>ANNEXURE 16</u>: Janine Suzanne Allis.</p>
<p>15. For each director or proposed director who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 14 above for each country in which the director has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration from the director confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)</p>	<p>Attached in: <u>ANNEXURE 17</u>: Richard Michael Hill. <u>ANNEXURE 18</u>: Emma Jane Hill (New Zealand). <u>ANNEXURE 19</u>: Emma Jane Hill (Canada). <u>ANNEXURE 20</u>: Robert Ian Fyfe.</p>

¹⁵ If the entity applying for admission to the official list is a trust, references in items 11, 12, 13, 14 and 15 to a director or proposed director mean a director or proposed director of the responsible entity of the trust.

¹⁶ The information referred to in items 11, 12, 13, 14 and 15 is required so that ASX can be satisfied that the director or proposed director is of good fame and character under Listing Rule 1 Condition 17.

For personal use only

N ^o Item	Location/Confirmation
<p>16. A statutory declaration from each director or proposed director confirming that:</p> <ul style="list-style-type: none">(a) the director has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;(b) the director has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;(c) the director has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director of a listed entity;(d) no listed entity of which he or she was a director (or, in the case of a listed trust, in respect of which he or she was a director of the responsible entity) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the Listing Rules applicable to that entity; and(e) the director is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above, <p>or, if the director is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.1 Condition 17 and Guidance Note 1 section 3.15)</p>	<p>Copies attached in: ANNEXURE 21: Gary Warwick Smith. ANNEXURE 22: Janine Suzanne Allis. ANNEXURE 23: Richard Michael Hill. ANNEXURE 24: Emma Jane Hill. ANNEXURE 25: Robert Ian Fyfe.</p> <p><i>[Originals provided to ASX.]</i></p>
<p>17. A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)</p>	<p><i>Not applicable.</i></p>
<p>18. Payment for the initial listing fee.¹⁷ Refer to ASX Guidance Notes 15 and 15A for the fees payable on the application. You can also use the ASX online equity listing fees calculator: http://www.asx.com.au/professionals/cost-listing.htm</p>	<p>Initial Listing Fee paid to ASX.</p>

¹⁷ Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank
Account Name: ASX Operations Pty Ltd
BSB: 082 057
A/C: 494728375
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to ar@asx.com.au or fax it to (612) 9227-0553, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

Nº Item

Location/Confirmation

All entities – capital structure

19. Where in the Offer Document is there a table showing the existing and proposed capital structure of the entity, broken down as follows:
- (a) the number and class of each equity security and each debt security currently on issue; and
 - (b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
 - (c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list; and
 - (d) the number and class of each equity security proposed to be issued following admission in accordance with material contracts or agreements?

Note: This applies whether the securities are quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.

Section 6 of Information Memorandum.

20. For each class of securities referred to in the table mentioned in item 19, where in the Offer Document does it disclose the terms applicable to those securities?

Note: This applies whether the securities are quoted or not.

For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).

For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates.

For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).

Shares – refer to **section 12** of Scheme Booklet.

Options - refer to **section 7** and **Appendix B** and **Appendix C** of Information Memorandum.

21. If the entity has granted, or proposes to grant, any rights to any person, or to any class of persons (other than through the holding of securities referred to in the table mentioned in item 19), to participate in an issue of the entity's securities, where in the Offer Document are details of those rights set out?

Not applicable.

For personal use only

Nº	Item	Location/Confirmation
22.	Details of all issues of securities (in all classes) in the last 5 years and the consideration received by the entity for such issues	<ul style="list-style-type: none"> • Issue of 1 class A redeemable preference share for \$nil on incorporation. To be redeemed and cancelled upon issue of ordinary shares as proposed below. • Proposed to issue prior to ASX listing 202,644,452 fully paid ordinary shares in consideration of the acquisition of all of the shares in Durante Holdings Pty Ltd ACN 146 861 056 (Durante), which holds 202,644,452 (52.89%) shares in Michael Hill International (NZ) (MHI(NZ)). • Proposed to issue prior to ASX listing 180,494,061 shares in consideration of the acquisition of all of the 180,494,061 shares in Michael Hill International (NZ) which are held by shareholders other than Durante, pursuant to the Scheme of Arrangement under the Scheme Booklet. • Proposed to issue prior to ASX listing 13,750,000 unlisted options novated from Michael Hill International (NZ).
23.	A copy of every prospectus, product disclosure statement or information memorandum issued by the entity in connection with any issue of securities (in all classes) in the last 5 years	<i>Not applicable.</i>
24.	A copy of any court order in relation to a reorganisation of the entity's capital in the last 5 years	<i>Not applicable.</i>
25.	Where in the Offer Document does it confirm that the issue/sale price of all securities for which the entity seeks quotation is at least 20 cents in cash (Listing Rule 2.1 Condition 2)?	Not applicable – price of securities for which entity seeks quotation will be a function of the trading history of Michael Hill International (NZ) on the NZX at the time of listing.
26.	If the entity has or proposes to have any options on issue, where in the Offer Document does it confirm that the exercise price for each underlying security is at least 20 cents in cash (Listing Rule 1.1 Condition 11)?	Refer to section 7 and Appendix B and Appendix C of Information Memorandum.
27.	If the entity has any partly paid securities and it is not a no liability company, where in the Offer Document does it disclose the entity's call program, including the date and amount of each proposed call and whether it allows for any extension for payment of a call (Listing Rule 2.1 Condition 4)?	<i>Not applicable.</i>

Nº	Item	Location/Confirmation
28.	If the entity's free float at the time of listing is less than 10%, where in the Offer Document does it outline the entity's plans to increase that percentage to at least 10% and the timeframe over which it intends to do that (Guidance Note 1 sections 3.1 and 3.3)?	<i>Not applicable.</i>
29.	If the entity has or proposes to have any debt securities or convertible debt securities on issue, a copy of any trust deed applicable to those securities	<i>Not applicable.</i>
30.	Is the entity is proposing to offer any securities by way of a bookbuild? If so, please enter "Confirmed" in the column to the right to indicate that the entity is aware of the disclosure requirements for bookbuilds in the Annexure to Guidance Note 1	<i>Not applicable.</i>

All entities – other information and documents

31.	Where in the Offer Document is there a description of the history of the entity?	<u>Section 'Profile of the Company' page 7</u> of Scheme Booklet.
32.	Where in the Offer Document is there a description of the entity's existing and proposed activities and level of operations?	<p><u>Section 'Key features of the Restructure' page 7</u> of Scheme Booklet.</p> <p><i>"No new capital is being raised; there will be no change to the existing levels of the Group's funding facilities; and the operations of the Group will continue without any change. A description of the Group's business is contained in its most recent the annual report (for the year ended 30 June 2015), available at the Company's website www.michaelhill.com. In addition to the information contained in that annual report, the Company has released its half-year report for the period ending 31 December 2015 and the Company, in compliance with its continuous disclosure obligations, has made various announcements about its trading results, the most recent being for the period ending 31 March 2016. These announcements are all available at either the Company's website or https://www.nzx.com/companies/MHI/announcements."</i></p>
33.	Where in the Offer Document is there a description of the key features of the entity's business model (ie how it makes or intends to make a return for investors or otherwise achieve its objectives)?	As per item 32 above.
34.	Where in the Offer Document is there a description of the material business risks the entity faces?	<u>Section 2.48 – 2.72</u> of Scheme Booklet.
35.	If the entity has any child entities, where in the Offer Document is there a list of all child entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it?	Durante and MHI (NZ) will be subsidiaries of the entity following implementation of the scheme prior to ASX listing. This is shown in the diagram on page 9 of the Scheme Booklet.
36.	If the entity has any investments in associated entities for which it will apply equity accounting, where in the Offer Document is there a list of all associated entities stating, in each case, the name, the nature of its business and the entity's percentage holding in it?	<i>Not applicable.</i>

N ^o	Item	Location/Confirmation
37.	Where in the Offer Document is there a description of the entity's proposed dividend/distribution policy?	<p>Section 9 of Information Memorandum.</p> <p>Refer also to Scheme Booklet sections: <u>2.4-2.6;</u> <u>12.8-12.9;</u> <u>13.26-13.33;</u> <u>14.12-14.15;</u> 'Source and payment of dividends', page 49. Refer to MHI(NZ) Annual Report 2015, page 81 (dates for Interim and Final Dividends).</p>
38.	Does the entity have or propose to have a dividend or distribution reinvestment plan?	
	If so, where are the existence and main terms of the plan disclosed in the Offer Document?	<i>Not applicable.</i>
	A copy of the terms of the plan	<i>Not applicable.</i>
39.	Does the entity have or propose to have an employee incentive scheme?	
	If so, where are the existence and main terms of the scheme disclosed in the Offer Document?	<i>Not applicable.</i>
	Where in the Offer Document is there a statement as to whether directors ¹⁸ are entitled to participate in the scheme and, if they are, the extent to which they currently participate or are proposed to participate?	<i>Not applicable.</i>
	A copy of the terms of the scheme	<i>Not applicable.</i>
40.	Has the entity entered into any material contracts (including any underwriting agreement relating to the securities to be quoted on ASX)? ¹⁹	
	If so, where are the existence and main terms of those material contracts disclosed in the Offer Document?	<p>Hill Hold Co Agreement: Section 15.2 of Scheme Booklet.</p> <p>Scheme Implementation Agreement: Section 15.3 of Scheme Booklet.</p>

¹⁸ If the entity applying for admission to the official list is a trust, references to a director mean a director of the responsible entity of the trust.

¹⁹ It will assist ASX if the material contracts are provided both in hard copy and in electronic format.

For personal use only

Nº Item	Location/Confirmation
Copies of all of the material contracts referred to in the Offer Document	<p>ANNEXURE 26 A: Hill Hold Co Agreement. ANNEXURE 26 B: Deed of accession to Hill Hold Co Agreement.</p> <p>ANNEXURE 27 A: Scheme Implementation Agreement. ANNEXURE 27 B: Deed Poll for Scheme Implementation Agreement.</p>
41. If the following information is included in the Offer Document, the page reference where it is included. Otherwise, either a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the entity or a child entity has entered into with: (a) its chief executive officer (or equivalent) (b) any of its directors or proposed directors; or (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above (Listing Rule 3.16.4). Note: if the entity applying for admission to the official list is a trust, references to a chief executive officer, director or proposed director mean a chief executive officer, director or proposed director of the responsible entity of the trust. However, the entity need not provide a summary of the material terms of, or a copy of, any employment, service or consultancy agreement the responsible entity or a related entity has entered into with any of the persons referred to in (a), (b) or (c) above if the costs associated with the agreement are borne by the responsible entity or the related entity from out of its own funds rather than from out of the trust.	<p>Section 10 of Information Memorandum.</p>
42. Please enter "Confirmed" in the column to the right to indicate that the material contracts summarised in the Offer Document include, in addition to those mentioned in item 41, any other material contract(s) the entity or a child entity has entered into with: (a) its chief executive officer (or equivalent) (b) any of its directors or proposed directors; or (c) any other person or entity who is a related party of the persons referred to in (a) or (b) above	Confirmed.
43. Please enter "Confirmed" in the column to the right to indicate that all information that a reasonable person would expect to have a material effect on the price or value of the securities to be quoted is included in or provided with this Information Form and Checklist	Confirmed.
44. A copy of the entity's most recent annual report	Copy provided in ANNEXURE 28 .

Entities that are trusts

45. Evidence that the entity is a registered managed investment scheme (Listing Rule 1.1 Condition 5)	<i>Not applicable.</i>
46. Please enter "Confirmed" in the column to the right to indicate that the responsible entity is not under an obligation to allow a security holder to withdraw from the trust (Listing Rule 1.1 Condition 5)	<i>Not applicable.</i>

Nº Item

Location/Confirmation

Entities applying under the profit test (Listing Rule 1.2)

47. Evidence that the entity is a going concern or the successor of a going concern (Listing Rule 1.2.1)

Entity is the successor entity of MHI(NZ) - refer to the In Principle Advice provided by ASX in relation to the entity dated 4 May 2016, a copy included in **ANNEXURE 29**.

Refer to:

- MHI (NZ)'s most recent annual report, copy provided in **ANNEXURE 28**;
- MHI (NZ)'s most recent half yearly financial report, copy provided in **ANNEXURE 30**.

48. Evidence that the entity has been in the same main business activity for the last 3 full financial years (Listing Rule 1.2.2)

Refer to MHI (NZ)'s annual financial reports for previous 3 years:

- 2014/2015: **ANNEXURE 28**.
- 2013/2014: **ANNEXURE 31**.
- 2012/2013: **ANNEXURE 32**.

Refer to MHI (NZ)'s most recent half yearly financial report, copy provided in **ANNEXURE 30**.

49. Audited accounts for the last 3 full financial years and audit reports (Listing Rule 1.2.3(a))

As contained in annual financial reports provided in item 48 above.

50. If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and audit report or review (Listing Rule 1.2.3(b))

Refer to MHI (NZ)'s most recent half yearly financial report, copy provided in **ANNEXURE 30**.

51. A pro forma statement of financial position and review (Listing Rule 1.2.3(c))²⁰

Listing Rule 1.2.3(c) contemplates that ASX may agree the pro forma statement of financial position is not needed. Entity submits the pro forma statement is not required in this case as there will be no change to the business operations currently conducted by MHI(NZ) and, upon acquiring MHI(NZ), the entity will have no other business operations other than those currently undertaken by MHI(NZ).

Note that ASX has confirmed pro-forma statement not required.

52. Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million (Listing Rule 1.2.4)

Evidenced by material provided in item 49 above.

²⁰ Note: the review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

N ^o Item	Location/Confirmation
53. Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$400,000 (Listing Rule 1.2.5)	Refer to consolidated profit and loss statement of the entity in ANNEXURE 33 .
54. A statement from all directors ²¹ confirming that they have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the application (Listing Rule 1.2.5A)	Statement provided in ANNEXURE 34 .

Entities applying under the assets test (Listing Rule 1.3)

55. Evidence that the entity: (a) has, if the entity that is not an investment entity, net tangible assets of at least \$3 million (after deducting the costs of fund raising) or a market capitalisation of at least \$10 million; or (b) has, if the entity that is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or (c) is a pooled development fund with net tangible assets of at least \$2 million (Listing Rule 1.3.1 and 1.3.1A)	Not applicable.
56. Evidence that: (a) at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash; ²² or (b) there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (Listing Rule 1.3.2)	Not applicable.
57. Is there a statement in the Offer Document that there is enough working capital to carry out the entity's stated objectives. If so, where is it? If not, attach a statement by an independent expert confirming that the entity has enough working capital to carry out its stated objectives (Listing Rule 1.3.3(a))?	Not applicable.
58. Evidence that the entity's working capital is at least \$1.5 million or, if it is not, that it would be at least \$1.5 million if the entity's budgeted revenue for the first full financial year that ends after listing was included in the working capital (Listing Rule 1.3.3(b))? ²³	Not applicable.
59. Accounts for the last 3 full financial years (or shorter period if ASX agrees) and the audit report or review or a statement that the accounts are not audited or not reviewed (Listing Rule 1.3.5(a) first bullet point)	Not applicable.
60. If last financial year ended more than 8 months before the date of this application, accounts for the last half year (or longer period if available) and the audit report or review or a statement that the half year accounts not audited or not reviewed (Listing Rule 1.3.5(a) second bullet point)	Not applicable.

²¹ If the entity applying for admission to the official list is a trust, the statement should come from all directors of the responsible entity of the trust.

²² In deciding if an entity's total tangible assets are in a form readily convertible to cash, ASX would normally not treat inventories or receivables as readily convertible to cash.

²³ For mining exploration entities and oil and gas exploration entities, the amount must be available after allowing for the first full financial year's budgeted administration costs and the cost of acquiring plant, equipment, mining tenements and/or petroleum tenements. The cost of acquiring mining tenements and/or petroleum tenements includes the cost of acquiring and exercising an option over them.

Nº	Item	Location/Confirmation
61.	A pro forma statement of financial position and review (Listing Rule 1.3.5(c)) ²⁴	Not applicable.

Entities with restricted securities

62.	A statement setting out a list of any person (either on their own or together with associates) who has held a relevant interest in at least 10% of the entity's voting securities at any time in the 12 months before the date of this application	Not applicable.
63.	A completed ASX Restricted Securities Table ²⁵	Not applicable.
64.	Copies of all restriction agreements (Appendix 9A) entered into in relation to restricted securities ²⁶	Not applicable.
65.	Copies of all undertakings issued by any bank, recognised trustee or the provider of registry services to the entity in relation to such restriction agreements	Not applicable.

Entities (other than mining exploration entities and oil and gas exploration entities) with classified assets²⁷

66.	<p>Within the 2 years preceding the date of the entity's application for admission to the official list, has the entity acquired, or entered into an agreement to acquire, a classified asset?</p> <p>If so, where in the Offer Document does it disclose:</p> <ul style="list-style-type: none"> • the date of the acquisition or agreement; • full details of the classified asset, including any title particulars; • the name of the vendor; • if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, the name of the beneficial owner(s); • details of the relationship between the vendor (or, if the vendor was not the beneficial owner of the tenement at the date of the acquisition or agreement, between the beneficial owner(s)) and the entity or any related party or promoter of the entity; and • details of the purchase price paid or payable and all other consideration (whether legally enforceable or not) passing directly or indirectly to the vendor. 	Not applicable.
-----	--	-----------------

²⁴ Note: the review must be conducted by a registered company auditor (or if the Entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

²⁵ An electronic copy of the ASX Restricted Securities Table is available from the ASX Compliance Downloads page on ASX's website.

²⁶ Note: ASX will advise which restricted securities are required to be escrowed under Listing Rule 9.1.3 as part of the admission and quotation decision. If properly completed restriction agreements and related undertakings have not been provided for all such securities advised by ASX, that will need to be rectified prior to admission occurring and quotation commencing.

²⁷ A "classified asset" is defined in Listing Rule 19.12 as:

- (a) an interest in a mining exploration area or oil and gas exploration area or similar tenement or interest;
- (b) an interest in intangible property that is substantially speculative or unproven, or has not been profitably exploited for at least three years, and which entitles the entity to develop, manufacture, market or distribute the property;
- (c) an interest in an asset which, in ASX's opinion, cannot readily be valued; or
- (d) an interest in an entity the substantial proportion of whose assets (held directly, or through a controlled entity) is property of the type referred to in paragraphs (a), (b) and (c) above.

For personal use only

Nº Item

Location/Confirmation

Is the vendor (or, if the vendor was not the beneficial owner of the classified asset at the date of the acquisition or agreement, is any of the beneficial owner(s)) a related party or promoter of the entity?

Not applicable.

If so, please enter "Confirmed" in the column to the right to indicate that the consideration paid by the entity for the classified asset was solely restricted securities, save to the extent it involved the reimbursement of expenditure incurred in developing the classified asset²⁸ or the entity was not required to apply the restrictions in Appendix 9B under Listing Rule 9.1.3 (Listing Rule 1.1 Condition 10)

Please also provide a copy of the agreement(s) relating to the acquisition entered into by the entity and any expert's report or valuation obtained by the entity in relation to the acquisition

Not applicable.

Mining entities

67. A completed Appendix 1A Information Form and Checklist Annexure I (Mining Entities)²⁹

Not applicable.

Oil and gas entities

68. A completed Appendix 1A Information Form and Checklist Annexure II (Oil and Gas Entities)³⁰

Not applicable.

Entities incorporated or established outside of Australia

69. A completed Appendix 1A Information Form and Checklist Annexure III (Foreign Entities)³¹

Not applicable.

Externally managed entities

70. A completed Appendix 1A Information Form and Checklist Annexure IV (Externally Managed Entities)³²

Not applicable.

Stapled entities

71. A completed Appendix 1A Information Form and Checklist Annexure V (Stapled Entities)³³

Not applicable.

Further documents to be provided before admission to the official list

Please note that in addition to the information and documents mentioned above, all entities will be required to provide the following before their admission to the official list and the quotation of their securities commences:

²⁸ ASX may require evidence to support expenditure claims.

²⁹ An electronic copy of Appendix 1A Information Form and Checklist Annexure I (Mining Entities) is available from the ASX Compliance Downloads page on ASX's website.

³⁰ An electronic copy of Appendix 1A Information Form and Checklist Annexure II (Oil & Gas Entities) is available from the ASX Compliance Downloads page on ASX's website.

³¹ An electronic copy of Appendix 1A Information Form and Checklist Annexure III (Foreign Entities) is available from the ASX Compliance Downloads page on ASX's website.

³² An electronic copy of Appendix 1A Information Form and Checklist Annexure IV (Externally Managed Entities) is available from the ASX Compliance Downloads page on ASX's website.

³³ An electronic copy of Appendix 1A Information Form and Checklist Annexure V (Stapled Entities) is available from the ASX Compliance Downloads page on ASX's website.

- A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders;
- A distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories:
 - 1 - 1,000
 - 1,001 - 5,000
 - 5,001 - 10,000
 - 10,001 - 100,000
 - 100,001 and over
- The number of holders of a parcel of securities (excluding restricted securities) with a value of more than \$2,000, based on the issue/sale price;
- Any outstanding restriction agreements (Appendix 9A) and related undertakings;³⁴ and
- Any other information that ASX may require under Listing Rule 1.17.³⁵

³⁴ See note 26 above.

³⁵ Among other things, this information may include evidence (such as copies of the entity's share register, bank statements, application forms and cheques) to demonstrate compliance with the minimum spread requirements in Listing Rule 1 Condition 7.