

For personal use only



Millennium Services Group Limited
ABN 86 607 926 787

Level 1 TOKH Corporate Centre
459 Toorak Road Toorak VIC 3142

Phone + 61 3 9296 2095
Fax + 61 3 9296 2168

18 November 2015

Miss Cheng Tang
ASX Limited
Level 4 North Tower
Rialto
525 Collins Street Melbourne

By email: cheng.tang@asx.com

Dear Ms Tang

Millennium Services Group Ltd – Application for listing

Thank you for your letter of 13 November 2015 to Anzarut & Partners, Australian legal advisors to Millennium Services Group Limited's (**Company's** or **MIL's**), initial public offer under its replacement prospectus dated 5 November 2015 (**Replacement Prospectus**), whereby the ASX Limited (**ASX**) indicated conditional approval of the Company's application for admission to the official list of the ASX.

The ASX letter indicates that the ASX's formal decision was subject to a number of conditions precedent. Set out below is the Company's response with regard to those items (with reference to the numbering and the defined terms used within your letter, and with reference to 'ASX Email Correspondence' relating to email correspondence exchanged with Anzarut & Partners, the Australian legal advisors for the offer, over the course of the past week):

- 1 Condition precedent requirement:
 - 1.1 The Company confirms that the offer under the Replacement Prospectus closed on Friday, 13 November 2015, and that MIL and the share registrar, Computershare Investor Services Pty Ltd have completed the:
 - 1.1.1 issue of 15,385,640 ordinary shares fully paid at an issue price of \$2.25 per share;
 - 1.1.2 The sale and transfer of 6,658,804 ordinary shares fully paid at a sale price of \$2.25 per share.
 - 1.2 The Company has received cleared funds for the complete amount of the issue price of every security issued and allotted to every successful applicant for securities under the Prospectus.



- 1.3 The Company's spread of shareholders meets the following requirements:
 - 1.3.1 there are at least 300 shareholders, each having a parcel of shares with a value of at least \$2,000 (and the table provided in paragraph 2.2.1, in effect, confirms this to be the case, however, please let us know if you require the confirmation to take a different form); and
 - 1.3.2 at least 50% of the Company's ordinary shares are not held by related parties (noting information with regard to the composition and volume of related party holdings has earlier been provided to the ASX).
- 1.4 The Company confirms that the corporate restructure outlined in sections 3.11 and 9.3 of the Replacement Prospectus, was completed yesterday, whereby each Millennium operating entity is now a wholly owned subsidiary of MIL.
- 1.5 Per the confirmation provided by the Company to the ASX on Monday, 16 November 2015, MIL and a subsidiary entity, and the counter parties, being the 'ACS Integrated Services Provider' entities have each agreed that conditions precedent under the sale agreement with 'ACS Integrated Services Provider' dated 8 September 2015 have been either met or waived, meaning the transaction will be completed following admission to the official list of the ASX and the transfer of the purchase price (to occur on that same day).

2 Official quotation requirement

- 2.1 Per our comments below:
 - 2.1.1 Applicants will be issued holding statements by way of the share registrar, Computershare, through which they will be able to determine their precise allocations, in the same form as the sample holding statement provided as part of the application submitted by the Company to the ASX.
 - 2.1.2 The number of ordinary shares issued or transferred under each of the following components of the offer (as defined in the Prospectus) are as follows.

Offer	Shares	Percentage
Broker Firm Offer	7,112,902	32.3%
Priority Offer Institutional Offer	1,513,775	6.9%
	13,417,767	60.9%
Total	22,044,444	100.0%

2.1.3 We confirm the following, which we understand to be in accordance with timing requirements of ASX:

- (a) The share registrar, Computershare will be coordinating despatch of the notice under ASX Settlement Operating Rule 8.9.1 tomorrow (19 November 2015).
- (b) For other holdings, there will also be despatch of issuer sponsored holding statements by Computershare tomorrow (19 November 2015).
- (c) Any refund money will also be despatched tomorrow day (19 November 2015).

2.2 The conditions under this numbered request seeks that the Company provides a variety of information "in a form suitable for release to the market", to which we note the following:

2.2.1 **Distribution schedule** – Confirmed by the Lead Manager of the Offer as follows:

Breakdown	Total
1-1,000	754
1,001-5,000	263
5,001-10,000	172
10,001-100,000	213
100,000 and over	30
Total	1432

A copy of the schedule in pdf form has also been enclosed with this letter.

2.2.2 **Statement providing a list of 20 largest shareholders** – Enclosed with this correspondence is a statement providing a list of the 20 largest shareholders.

2.2.3 **Appendix 1A, Information Form and Checklist** – Confirmed as already provided to the ASX by way of the ASX Email Correspondence.

2.2.4 **Prospectus** - Confirmed that the replacement prospectus dated 5 November 2015 was already provided to the ASX by way of the ASX Email Correspondence.

2.2.5 **Constitution** – Confirmed as already provided to the ASX by way of the ASX Email Correspondence.

2.2.6 **Statement from all directors** – Confirmed as already provided to the ASX by way of the ASX Email Correspondence.

- 2.2.7 **Audited accounts** – The audited accounts of Millennium Hi-Tech Group for the full years ended 30 June 2015, 30 June 2014 and 30 June 2013, confirmed as already provided to the ASX by way of a submission from the Company.
- 2.2.8 **Statement confirming completion of ACS agreement** – Confirmed as already provided to the ASX, as noted above.
- 2.2.9 **Omnibus Equity Plan** – Confirmed as already provided to the ASX by way of the ASX Email Correspondence.
- 2.2.10 **Terms of Company's options on issue** – Confirmed as already provided to the ASX by way of the ASX Email Correspondence.
- 2.2.11 **Securities trading policy** – Confirmed as already provided to the ASX by way of the ASX Email Correspondence.
- 2.2.12 **Statement of securities subject to voluntary escrow** – per our previous correspondence, we confirm that securities subject to voluntary escrow are as follows:

Holder	Number of securities held	Number of securities to be restricted	Length of restriction
Stephen Lidbury Pty Ltd (ACN 151 668 601).	6,892,837 ordinary shares	6,892,837 ordinary shares	24 months from the date the ASX admits the Company to the Official List
Royce Galea Pty Ltd (ACN 151 514 019).	6,892,837 ordinary shares	6,892,837 ordinary shares	24 months from the date the ASX admits the Company to the Official List
Tomi-Sasha Holdings Pty Ltd (ACN 076 376 308).	6,893,557 ordinary shares	6,893,557 ordinary shares	24 months from the date the ASX admits the Company to the Official List
D.J.G. Enterprises Pty Ltd (ACN 107 554 790).	1,148,664 ordinary shares.	1,148,664 ordinary shares.	24 months from the date the ASX admits the Company to the Official List

For personal use only

Holder	Number of securities held	Number of securities to be restricted	Length of restriction
Trygela Pty Ltd (ACN 151 233 439).	1,148,664 ordinary shares	1,148,664 ordinary shares	24 months from the date the ASX admits the Company to the Official List

Enclosed with this email is a letter from the share registrar confirming the number of securities held in escrow and the time period for which they are instructed to be held.

- 2.3 Please see the enclosed undertaking provided by the Company in deed form, as requested.
- 2.4 The Company has arranged with its share registrar, Computershare, for an offer information telephone line to be provided (by way of a specific Computershare shareholder communications division, 'Georgeson') to enable applicants to be provided with information regarding entitlements and general applicant queries, as requested in the ASX letter.
- 3 Re decisions of the ASX – duly noted.
- 4 Re timing for satisfaction of resolutions 1-2 – duly noted.

Please do not hesitate to call us to discuss any aspect of the Company's application.

Yours sincerely



Richard Forster
Chief Financial Officer and Company Secretary

