604

Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

To Company Name/Scheme

PMP Limited

ACN/ARSN

ACN 050 148 644

### 1. Details of substantial holder (1)

Name

Michael Hannan, Lindsay Hannan, Sayman Pty Ltd (ACN 169 370 610) in its capacity as trustee for the Lindsay Hannan

Family Trust (Sayman), Adrian O'Connor & Richard O'Connor and James Hannan

ACN/ARSN (if applicable)

N/A

There was a change in the interests of the

substantial holder on

05/05/2017

The previous notice was given to the company on

01/03/2017

The previous notice was dated

01/03/2017

#### 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

	Previous notice		Present notice	
Class of securities (4)	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary fully paid (ORD)	177,970,295	35.87%	187,970,295	37.00%

## 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
5/5/2017	All substantial holders	10,000,000 additional shares issued following finalisation of the completion accounts, pursuant to the Share Sale Deed dated 28 October 2016 entered into between the substantial holders and PMP Limited, as amended, a copy of which was attached as Annexure B on the Form 603 todged with	Non-cash consideration represented by the sale to PMP Limited of all of the shares in IPMG HoldCo Pty Limited pursuant to Share Sale Deed dated 28 October 2016 entered into between the substantial holders and PMP Limited, as amended, a copy of which was attached as Annexure B on the Form 603 lodged with the ASX on 1 March 2017.	10,000,000 ORD	10,000,000
5/5/2017	Michael Hannan			2,559,500 ORD	2,559,500
5/5/2017	Lindsay Hannan			3,724,300 ORD	3,724,300
5/5/2017	Adrian O'Connor and Richard O'Connor			2,479,000 QRD	2,479,000
5/5/2017	Sayman Pty Ltd in its capacity as trustee for the Lindsay Hannan Family Trust	the ASX on 1 March 2017 ("Voting Deed").		1,237,200 ORD	1,237,200
5/5/2017	James Hannan	Right to become registered holder of shares held by Michael Hannan pursuant to the Voting Deed		426,584 ORD	426,584

5/5/2017	Lindsay Hannan	The power to control the exercise of the right to vote attached to the shares and the power to control the exercise of the power to dispose of the shares as the sole shareholder and director of Sayman.	1,237,200 ORD	1,237,200
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#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
All substantial holders	Michael Hannan	N/A	Registered holder	40,092,497 ORD	40,092,497
	Michael Hannan	James Hannan	Right to become the registered holder of shares held by Michael Hannan pursuant to the Voting Deed.	426,584 ORD	426,584
	James Hannan	James Hannan	Registered holder	7,591,916 ORD	7,591,916
	Lindsay Hannan	N/A	Registered holder	70,005,663 ORD	70,005,663
	Sayman Pty Ltd in its capacity as trustee for the Lindsay Hannan Family Trust	N/A	Registered holder	23,255,799 ORD	23,255,799
	Adrian O'Connor and Richard O'Connor	N/A	Registered holder	46,597,836 ORD	46,597,836

### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

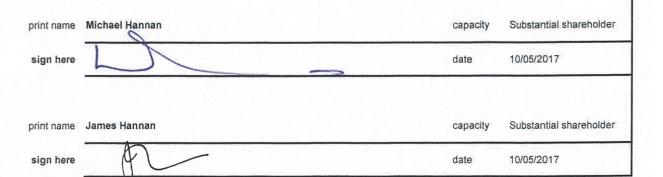
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

#### 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
All substantial holders	Level 3, 135-153 New South Head Road, Edgecliff NSW 2027

# Signature



print name	Lindsay Hannan	capacity	Substantial shareholder
sign here	# -	date	10/05/2017
print name	Lindsay Hannan	capacity	Director of Sayman
sign here	4	date	10/05/2017
print name	Adrian O'Connor & Richard O'Connor	capacity	Substantial shareholder
sign here	<u> </u>	date	10/05/2017
	DIRECTIONS		

#### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.