



NZX Regulation Decision

Intueri Education Group Limited (IQE)

Application for a waiver from NZX Main Board Listing Rule
5.2.3

22 May 2015



Waiver from NZX Main Board Listing Rule 5.2.3

Decision

1. Subject to the conditions set out in paragraph 2 below, and on the basis that the information provided by Intueri Education Group Limited (“**IQE**”) is complete and accurate in all material respects, NZX Regulation (“**NZXR**”) grants IQE a waiver from NZX Main Board Listing Rule (“**Rule**”) 5.2.3 in respect of its ordinary shares for a period of twelve months from 23 May 2015, to the extent that this rule requires the ordinary shares to be held by at least 500 Members of the Public holding at least a Minimum Holding.
2. The waiver in paragraph 1 above is provided on the conditions that:
 - a. IQE clearly and prominently discloses the waiver, its conditions, and their implications in its half-year and annual reports;
 - b. IQE clearly and prominently discloses the waiver, its conditions, and their implications in any offer documents relating to any offer of equity securities undertaken by IQE during the period of the waiver;
 - c. IQE consistently monitors the total number of Members of the Public holding at least a Minimum Holding of ordinary shares in IQE and the percentage of the total shares held by Members of the Public holding at least a Minimum Holding, and during the period of the waiver it provides NZXR with an update every six months from the date of this waiver, such updates to be provided to NZXR within ten business days from the end of each six month period;
 - d. IQE notifies NZXR as soon as practicable if there is a material reduction to the total number of Members of the Public holding at least a Minimum Holding of ordinary shares in IQE, and/or the percentage of ordinary shares held by Members of the Public holding at least a Minimum Holding; and
 - e. IQE notifies NZXR as soon as practicable if less than 300 Members of the Public holding at least a Minimum Holding, hold ordinary shares in IQE.
3. The information on which this decision is based is set out in Appendix One to this decision. This waiver will not apply if that information is not or ceases to be full and accurate in all material respects.
4. The Rules to which this decision relates are set out in Appendix Two to this decision.

Reasons

5. In coming to the decision to provide the waiver set out in paragraph 1 above, NZXR has considered that:
 - a. the policy behind Rule 5.2.3 is to promote a liquid market which is important to ensure efficient price setting and to enable Security holders to trade;
 - b. on 29 April 2015, NZXR was advised that approximately 75% of IQE’s ordinary shares on issue are held by Members of the Public with at least a Minimum Holding. Furthermore, NZXR were advised on 15 May 2015 that IQE has 387 ordinary shareholders who were Members of the Public with at least a Minimum Holding. The increase in the number of ordinary shareholders since IQE was Listed, suggests that



there is investor demand for the ordinary shares. These figures provide NZXR with some comfort that there is a degree of liquidity for the ordinary shares;

- c. in the absence of a waiver from Rule 5.2.3, IQE would be unable to comply with Rule 5.2.3, and it could not continue to Quote its ordinary shares on the NZX Main Board. NZXR is of the view that holders of the ordinary shares will not be disadvantaged by the granting of the waiver;
- d. the conditions in paragraphs 2(a) and (b) above, require IQE to give access to information about this waiver and its implications to existing holders of its ordinary shares, those wishing to trade in its ordinary shares, and those wishing to accept any of ordinary shares, for the period of this waiver;
- e. the conditions in paragraphs 2(c), (d) and (e), require IQE to provide information that will allow NZXR to monitor any material reductions in the spread of its ordinary shares over the period of the waiver. Should holders of its ordinary shares drop below 300, NZXR will have the opportunity to reconsider this waiver;
- f. the waiver is granted for a period of twelve months. This gives NZXR the opportunity to reconsider the spread of the ordinary shares in twelve months' time. If IQE considers that a waiver is still required; and
- g. there is precedent for this decision.



Appendix One

1. Intueri Education Group Limited (“**IQE**”) is a Listed Issuer with ordinary shares Quoted on the NZX Main Board.
2. On 22 May 2014, NZX Regulation (“**NZXR**”) granted IQE a waiver from NZX Main Board Listing Rule (“**Rule**”) 5.2.3, to allow its ordinary shares to be held by fewer than 500 Members of the Public holding at least a Minimum Holding for a period of four months commencing from the Quotation date of its ordinary shares.
3. IQE was Listed and its ordinary shares were Quoted on the NZX Main Board on 23 May 2014. NZXR was advised that on the date of Listing, there were 330 Members of the Public with at least a Minimum Holding in IQE’s ordinary shares.
4. On 23 September 2014, NZXR granted IQE a further waiver from Rule 5.2.3 for a period of eight months. NZXR was advised that as at 19 September 2014, there were 306 Members of the Public with at least a Minimum Holding in IQE’s ordinary shares.
5. As at 29 April 2015, approximately 75% of IQE’s ordinary shares on issue are held by Members of the Public holding at least a Minimum Holding. As at 15 May 2015, a total of 387 Members of the Public holding a Minimum Holding hold ordinary shares in IQE.
6. IQE has applied for a further waiver from Rule 5.2.3 in respect of its ordinary shares for a period of twelve months.



Appendix Two

Rule 5.2 Quotation of Securities

5.2.3 A Class of Securities will generally not be considered for Quotation on the NZSX or NZDX unless those Securities are held by at least 500 Members of the Public holding at least 25% of the number of Securities of that Class issued, with each Member of the Public holding at least a Minimum Holding, and those requirements are maintained, or NZX is otherwise satisfied that the Issuer will maintain a spread of Security holders which is sufficient to ensure that there is a sufficiently liquid market in the Class of Securities.

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