



Announcement Summary

Entity name

THE CALMER CO INTERNATIONAL LIMITED

Announcement Type

New announcement

Date of this announcement

29/10/2024

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

| ASX +security code             | +Security description                                        | Maximum Number of +securities to be issued |
|--------------------------------|--------------------------------------------------------------|--------------------------------------------|
| New class-code to be confirmed | Bonus options with zero exercise price expiring 30 June 2025 | 129,730,630                                |
| New class-code to be confirmed | Performance Rights expiring on 29 November 2025              | 64,865,315                                 |

Proposed +issue date

6/12/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

THE CALMER CO INTERNATIONAL LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

169441874

**1.3 ASX issuer code**

CCO

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

29/10/2024

**1.6 The Proposed issue is:**

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

Yes

## 7A.1a Conditions

| Approval/Condition        | Date for determination | Is the date estimated or actual? | ** Approval received/condition met? |
|---------------------------|------------------------|----------------------------------|-------------------------------------|
| +Security holder approval | 29/11/2024             | Actual                           |                                     |

## Comments

## Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

New class

Will the proposed issue of this +security include an offer of attaching +securities?

No

## Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

Yes

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

## ASX +security code

## +Security description

## +Security type

Options

## Number of +securities proposed to be issued

129,730,630

**Offer price details****Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

The Yoshida Bonus Options are issued to Mr Yoshida as a special exertion bonus in recognition of his contribution to the Company's success over previous financial years.

No funds will be raised by the issue of these Options.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

0.000010

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

## Options details

| +Security currency      | Exercise price | Expiry date |
|-------------------------|----------------|-------------|
| AUD - Australian Dollar | AUD 0.0000     | 30/6/2025   |

**Details of the type of +security that will be issued if the option is exercised**

CCO : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

129730630

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**<https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02871663-6A1233379>**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

## Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)****Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?**

Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Performance Rights expiring on 29 November 2025

**+Security type**

Performance options/rights

**Number of +securities proposed to be issued**

64,865,315

**Offer price details****Are the +securities proposed to be issued being issued for a cash consideration?**

No

**Please describe the consideration being provided for the +securities**

Satisfaction of vesting conditions

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

0.000010

**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

## Performance options/rights details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0000

**Expiry date**

29/11/2025

**Details of the type of +security that will be issued if the option is exercised**

CCO : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

64865315

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**<https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02871663-6A1233379>

## Part 7C - Timetable

**7C.1 Proposed +issue date**

6/12/2024



Part 7D - Listing Rule requirements

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**7D.1** Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?  
No

**7D.1b** Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?  
No

**7D.1c** Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?  
No

**7D.2** Is a party referred to in listing rule 10.11 participating in the proposed issue?  
Yes

**7D.3** Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?  
No

**7D.4** Will any of the +securities to be issued be subject to +voluntary escrow?  
No

Part 7E - Fees and expenses

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**7E.1** Will there be a lead manager or broker to the proposed issue?  
No

**7E.2** Is the proposed issue to be underwritten?  
No

**7E.4** Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

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**7F.01** The purpose(s) for which the entity is issuing the securities

To pay for services and contribution to the Company

**7F.1** Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?  
No

**7F.2** Any other information the entity wishes to provide about the proposed issue