# **Form 603**

## Corporations Act 2001 Section 671B

# Notice of initial substantial holder

To	Comp	any	Name/	Scheme 1
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Merino & Co. Limited (Merino)

ACN/<del>ARSN</del> \_\_162 863 121

1. Details of substantial holder (1)

Name Merino

ACN/ARSN (if applicable) 162 863 121

The holder became a substantial holder on 23 / 10 / 2024

#### 2. Details of 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 in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares (ORD)	24,033,000	24,033,000	32.58% (based on 73,776,570 ORD on issue)

#### 3. Details of relevant interests

The nature of the relevant interest of the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Merino	Relevant interest under section 608(1)(c) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest arising as a result of having control of the exercise of the power to dispose of the shares held by persons that have entered into escrow arrangements with Merino, pursuant to restriction notices in the form attached in Annexure A.	24,033,000 ORD

# 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Merino	Fang (Fiona) Yue	Fang (Fiona) Yue	10,200,000 ORD
Merino	Taizong (Tim) Kang	Taizong (Tim) Kang	9,800,000 ORD

Merino	EMPF Investment Pty Ltd	EMPF Investment Pty Ltd	200,000 ORD
Merino	Australian Natural Alliance Pty Ltd	Australian Natural Alliance Pty Ltd	500,000 ORD
Merino	Hejaz Middle East WLL	Hejaz Middle East WLL	3,333,000 ORD

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant	elevant Date of acquisition Consideration (9)		Class and number of	
interest		Cash	Non-cash	securities
Merino	23 / 10 / 2024	Nil	Nil	24,033,000 ORD

#### 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

#### 7. Addresses

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

Name	Address
Merino	4 Gould Street, Osborne Park WA 6017

# Signature

print name	Alan Thomas	Capacity	Company Secretary
sign here	Olan Mulas.	date	1/11/ 2024

## **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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of the 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, 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.

- (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) Details of the consideration must include any and all benefits, money and other, that the 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 of any benefit paid on behalf of he 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.

# **Annexure A**

This is Annexure A of 1 page referred to in Form 603 (Notice of Initial Substantial Holder) for Merino & Co. Limited, signed by me and dated 1/11/2024. I certify that the information contained in this Annexure is true and correct.

Capacity: Company Se	cretary
)	apacity: Company Se

Sign here \_\_\_\_\_\_\_ Date: 1/11/2024

# Appendix 9C Restriction Notice

То:	("You")
From:	("Entity")
Subject:	Your securities in the Entity described in item 1 of the schedule below
In accordance	ce with the ASX Listing Rules and the Entity's constitution, you are here

In accordance with the ASX Listing Rules and the Entity's constitution, you are hereby given notice that the securities you hold in the Entity described in item 1 of the schedule below have been classified as "restricted securities".

This means that for the period ("escrow period") specified in item 2 of the schedule below:

- A. You must not \*dispose of, or agree or offer to \*dispose of, the restricted securities except as permitted by the listing rules or by ASX in writing.
- B. The securities will be kept on the Entity's \*issuer sponsored subregister and will have a \*holding lock applied to them.
- C. You will not be entitled to participate in any return of capital on the restricted securities during the escrow period except as permitted by the listing rules or ASX.
- D. If you breach the restrictions above you will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of the \*restricted securities for so long as the breach continues.

These restrictions apply to the securities you hold in the Entity described in item 1 of the schedule below and to any other \*securities attaching to or arising out of those securities that are "restricted securities" under the listing rules.

Words and expressions defined in the listing rules of ASX, and not in this notice, have the meanings given to them in the listing rules.

### **Schedule**

1.	Particulars	of restricted	securities

2. Escro	ow period:
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Dated:

Signed on behalf of the Entity: