



29 January 2015

Anjuli Sinniah
Adviser, Listings Compliance (Perth)
ASX Compliance Pty Limited
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

Dear Anjuli

We refer to your letter dated 27 January 2015 and respond to your questions as follows:

1. Does the Entity consider the Acquisition to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

Yes, the Company does consider the Acquisition to be information that a reasonable person who is familiar with the business model of migme would expect to have a material effect on the price or value of its securities.

2. If the answer to question 1 is "no", please advise the basis for that view?

Not applicable

3. If the answer to question 1 is "yes", when did the Entity first become aware of the Acquisition?

The Company first became aware of the Acquisition during initial negotiations which commenced in or around November 2014.

4. If the answer to question 1 is "yes" and the Entity first became aware of the Acquisition before the Announcement, did the Entity make any announcements prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the Entity was obliged to release the information under Listing Rule 3.1 and 3.1A and what

steps the Entity took to ensure that the information was released promptly and without delay.

- a. Other than a request for a Trading Halt on 20 January 2015, the Company did not make a prior announcement which disclosed the information concerning the Acquisition.
 - b. The information concerning the Acquisition was not released to the market at an earlier time because the information concerned an incomplete negotiation, the information was confidential, condition precedents had not been completed and in the Company's opinion a reasonable person would not expect the information to be disclosed.
 - c. The Company advises that material conditions precedent for the Acquisition were not fulfilled until 20 January 2015 and that formal Board approval for the Acquisition was obtained on 21 January 2015.
 - d. The Company considers that it became obliged to release the information concerning the Acquisition following the fulfilment of the material conditions precedent and the receipt of Board approval on 21 January 2015.
 - e. The Company facilitated the expeditious release to ASX of the information immediately following the receipt of Board approval. The release of the information resulting in the lifting of the Trading Halt that was put in place on 20 January 2015.
5. Please confirm that the Entity is in compliance with the Listing Rules and, in particular, listing rule 3.1.

migme Limited confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

Yours sincerely

Michael Higginson
Company Secretary



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27 January 2015

Mr Michael Higginson
Company Secretary
Migme Limited
13/36 Johnson Street
GUILDFORD WA 6055

By email: mike.higginson@inet.net.au

Dear Mr Higginson

Migme Limited (the "Entity")

ASX Limited ("ASX") refers to the following:

1. The price query letter sent to the Entity on 29 December 2014 in which it was noted that the Entity's securities had increased in price from \$0.56 on Thursday 18 December 2014 to an intra-day high of \$0.81 on Monday 29 December 2014 ("First Price Query Letter").
2. The First Price Query Letter asked the Entity (inter alia) "Is the Company aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?" The Entity's response to this question was "No, the Company is not aware of any such information." ("First Price Query Response"). The First Price Query Letter and the First Price Query Response were released to the market on 30 December 2014 at 09:31 (AEDT).
3. The price query letter sent to the Entity on 13 January 2015 in which it was noted that the Entity's securities had changed in price from \$1.06 on Friday 9 January 2015 to a close of \$0.885 on Tuesday 13 January 2015. ("Second Price Query Letter")
4. The Second Price Query Letter asked the Entity (inter alia) *"Is the Company aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?"* The Entity's response to this question was *"No, the Company is not aware of any such information."* ("Second Price Query Response"). The Second Price Query Letter and the Second Price Query Response were released to the market on 14 January 2015 at 09:11 (AEDT).
5. The request for a trading halt released to the market on 20 January 2015 at 17:29 (AEDT) ("Trading Halt") with ASX's market release, in which the Entity stated the reason for the request was *"the release*

of an announcement concerning a strategic acquisition". The Entity's securities were placed into Trading Halt Session State after market close on 20 January 2015.

6. The announcement by the Entity which lifted the Trading Halt (following which the Entity's securities recommenced trading) released to the market at 14:53 (AEDT) on 21 January 2015 entitled "Migme enters e-commerce with acquisition of Sold.sg" ("Announcement") in which the Company announced that it had acquired the online entertainment shopping site www.sold.sg from Singaporean company Soldger Pte Ltd ("Acquisition"). The Entity also released an Appendix 3B at 14:54 (AEDT) on 21 January 2015 relating to the share component of the Acquisition.
7. Listing Rule 3.1, which requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
8. The definition of "aware" in Chapter 19 of the Listing Rules. This definition states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity."

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information"*.

9. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following requirements is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- *It would be a breach of a law to disclose the information;*
- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- *The information is generated for the internal management purposes of the entity;*
or
- *The information is a trade secret; and*

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed."

10. ASX's policy position on the concept of "confidentiality" which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B "Listing Rule 3.1A.2 – the requirement for information to be confidential"*. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Having regard to the above, we ask that you answer the following questions in a format suitable for release to the market in accordance with Listing Rule 18.7A

Acquisition

1. Does the Entity consider the Acquisition to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is "no", please advise the basis for that view.
3. If the answer to question 1 is "yes", when did the Entity first become aware of the Acquisition?
4. If the answer to question 1 is "yes" and the Entity first became aware of the Acquisition before the Announcement, did the Entity make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the Entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.

Listing Rule 3.1 confirmation

5. Please confirm that the Entity is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than **5.00 pm (WST) on Thursday 29 January 2015**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Entity's securities under Listing Rule 17.3.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, the Entity's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at Anjuli.Sinniah@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rule 3.1

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of the Entity to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Entity's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in the Entity's securities under Listing Rule 17.1.

If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Anjuli Sinniah

Adviser, Listings Compliance (Perth)