

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

SML CORPORATION LIMITED

ABN

161 803 032

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | Bonus Options                                      |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Up to a maximum of 16,175,970, subject to rounding |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

---

- 3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)
- (a) Each Bonus Option entitles the holder to subscribe for one Share upon payment of \$0.053 (**Exercise Price**).
  - (b) The Bonus Options are exercisable on or before 3 years from the date of issue at any time.
  - (c) The Bonus Options will expire on the date being 3 years from the date of issue. Bonus Options not exercised on the expiry date will automatically lapse.
  - (d) The Bonus Options may be exercised in whole or in part, by notice in writing to the Company.
  - (e) Holders of Bonus Options will be permitted to participate in new issues of securities only following the prior exercise of the Bonus Option, in which case the record date must be at least seven (7) Business Days, or such lesser number of days as is permitted under the ASX Listing Rules, after announcement of the new issue, to allow exercise of the Bonus Options.
  - (f) Shares issued on the exercise of the Bonus Options will be issued not more than fourteen (14) days after receipt by the Company of notice in writing of exercise of Options and payment of the Exercise Price in respect of each Option exercised.
  - (g) Shares allotted or issued pursuant to the exercise of a Bonus Option will rank equally with the then issued Shares.
  - (h) Subject to paragraphs (i) and (j), a Bonus Option does not confer the right to a change in Exercise Price or a change in the number of Shares over which the Bonus Option can be exercised.
  - (i) In the event of a pro rata issue (except a bonus issue) of Shares by the Company, the Exercise Price for each Option will be adjusted in accordance with the formula specified in Listing Rule 6.22.2 of the ASX Listing Rules.
  - (j) In the event of any reconstruction (including consolidation, subdivision, reduction or returns) of the issued capital of the Company, the number of Bonus Options or Exercise Price or both shall be reconstructed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

---

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes.</p>
5	Issue price or consideration	<p>No consideration is payable.</p>
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>The issue of the Bonus Options is in conjunction with the acquisition of all the fully paid ordinary shares in the capital of Synertec Pty Ltd. The purpose of the issue of the Bonus Options is to reward Eligible Existing Shareholders for supporting the Company and to provide the Company with a potential source of additional working capital if all the Bonus Options are issued and exercised.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Not required.</p>
6b	The date the security holder resolution under rule 7.1A was passed	<p>N/A</p>
6c	Number of +securities issued without security holder approval under rule 7.1	<p>N/A</p>

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	28 July 2017

---

+ See chapter 19 for defined terms.

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	80,879,849	Fully paid ordinary shares
	16,175,970	Each Bonus Option entitles the holder to subscribe for one Share upon payment of \$0.053; exercisable on or before 3 years from the date of issue at any time; will expire on the date being 3 years from the date of issue.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	N/A	

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change.
---	------------

## Part 2 - Pro rata issue

11 Is security holder approval required?	Not required.
12 Is the issue renounceable or non-renounceable?	Non-renounceable. Issued free of costs.
13 Ratio in which the +securities will be offered	One bonus option for every five ordinary shares held.
14 +Class of +securities to which the offer relates	Ordinary shares, fully paid up and issued.
15 +Record date to determine entitlements	26 June 2017
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A. There is only one register of ordinary shareholders.

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

17	Policy for deciding entitlements in relation to fractions	Fractions of 0.5 or more rounded up.
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	The bonus options are issued at no cost and will be credited to all the shareholders in the shareholders' register in the ratio mentioned in 13 above.
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	None
21	Amount of any underwriting fee or commission	None
22	Names of any brokers to the issue	None
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	No such contingency.
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A. The bonus options are issued free of costs and on a pro rata basis. No entitlement and acceptance forms will be issued.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	No outstanding options.
28	Date rights trading will begin (if applicable)	N/A

---

+ See chapter 19 for defined terms.

29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	See 26 above.
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	See 26 above.
32	How do security holders dispose of their entitlements (except by sale through a broker)?	See 26 above.
33	<sup>+</sup> Issue date	28 July 2017

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of <sup>+</sup>securities  
(tick one)

(a)  <sup>+</sup>Securities described in Part 1

(b)  All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

---

<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders  
Refer Annexure 1: "SML Corporation Limited Top 20 Holdings"
- 36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over  
Refer Annexure 2: "SML Corporation Limited "Analysis of Holdings"
- 37  A copy of any trust deed for the additional +securities

**Entities that have ticked box 34(b)**

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought

---

+ See chapter 19 for defined terms.



40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A				
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A				
42	<p>Number and +class of all +securities quoted on ASX (including the +securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left; padding: 2px;">Number</th> <th style="width: 50%; text-align: left; padding: 2px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center; padding: 2px;">N/A</td> <td style="text-align: center; padding: 2px;">N/A</td> </tr> </tbody> </table>	Number	+Class	N/A	N/A
Number	+Class					
N/A	N/A					

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: .....  
(Director)

Date: 21 June 2017

Print name: KIM CHUAN FREDDIE HENG

== == == == ==

---

+ See chapter 19 for defined terms.

**Top 20 Holdings as at 20-06-2017****Annexure 1****SML Corporation Limited**

Fully Paid Ordinary Shares

<b>Holder Name</b>	<b>20/06/2017</b>	<b>%</b>
NORTHWEST NONFERROUS AUSTRALIA MINING PTY LTD	39,375,000	48.683%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	7,656,390	9.466%
CITICORP NOMINEES PTY LIMITED	3,573,398	4.418%
MR SIK ERN WONG	2,539,800	3.140%
MS LEE LUANG YEO	2,408,180	2.977%
MR GOO TONG ANG	2,360,882	2.919%
MR EWE GHEE LIM & MISS CHARLENE YULING LIM	2,360,531	2.919%
MR KIAT POH & MISS JU-LYNN POH	2,170,376	2.683%
MR TREVOR NEIL HAY	1,607,526	1.988%
KENG CHUEN THAM	1,200,000	1.484%
MR KAH HONG CHAN	854,949	1.057%
MR DAVID KEITH EDWARDS & MRS ROBERTA MAY EDWARDS <EDWARDS SUPER FUND A/C>	506,250	0.626%
MRS LILIANA TEOFILOVA	428,888	0.530%
MR KA FAI MARTIN WONG	423,089	0.523%
SUBZERO COMMERCIAL REFRIGERATION PTY LTD <DKSM SUPER FUND A/C>	398,901	0.493%
MISS LAY HONG GOH	375,000	0.464%
MR GORDON BURDEKIN & MRS NOELLE BURDEKIN <BURDEKIN SUPER FUND A/C>	334,038	0.413%
MR CHEE KOK TEO	303,141	0.375%
MR MELVIN BOON KHER POH	302,609	0.374%
MR IVAN PRGOMET	281,250	0.348%
Total Securities of Top 20 Holdings	69,460,198	85.881%
<b>Total of Securities</b>	<b>80,879,849</b>	

**SML Corporation Limited**  
**Analysis of Holdings as at 20-06-2017**

**Annexure 2**

**Securities**

Fully Paid Ordinary Shares

<b>Holdings Ranges</b>	<b>Holders</b>	<b>Total Units</b>	<b>%</b>
1-1,000	140	44,289	0.055
1,001-5,000	152	400,715	0.495
5,001-10,000	107	823,355	1.018
10,001-100,000	210	5,770,014	7.134
100,001-99,999,999,999	47	73,841,476	91.298
<b>Totals</b>	<b>656</b>	<b>80,879,849</b>	<b>100.000</b>