

## Appendix 1C

### Exempt foreign entity application and agreement

This form is for use by an entity seeking admission to the +official list as an exempt +foreign entity (for admission in the general category classification use Appendix 1A and for classification as a debt issuer use Appendix 1B). The form is in 3 parts:

1. Application for admission to the +official list;
2. Information to be completed; and
3. Agreement to be complete.

Information and documents (including this appendix) given to POMSoX in support of an application become POMSoX's property and may be made public. This may be prior to admission of the entity and +quotation of its +securities. Publication does not mean that the entity will be admitted or that its +securities will be quoted.

#### Part 1 - Application for admission to the official list

Name of entity

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We (the entity) apply for admission to the +official list of Port Moresby Stock Exchange Limited (POMSoX) as an exempt +foreign entity and for +quotation of the following +securities.

#### Part 2 - Information to be completed

##### About the entity

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

##### All entities

1	+Main class of +securities	Number	+Class
2	Additional classes of +securities	Number to be quoted	+Class
		Number not to be quoted	+Class

3 Postal address for all correspondence, general fax number, and fax number for POMSoX to confirm release of information to the market

4 Name and address of local agent (if any)

5 Addresses of \*security registries, registers of depositary receipts or other facilities for registration of transfers

6 Annual balance date

7 Exchanges that the entity is listed on.

If more than one, identify which is the entity's home exchange (or equivalent) or market.

**Companies only**

*(Other entities go to 18)*

8 Name and title of the chief executive officer/managing director

9 Name and title of chairperson of directors

10 Names of all directors

11 Name and title of company secretary

12 Place of incorporation

13 Legislation under which incorporated

14 Address of principal registered office

15 Address of principal office in Papua New Guinea (if one) and name and address of resident agent in Papua New Guinea

16 Month in which annual meeting is usually held

17 Months in which dividends are usually paid

*(Companies now go to 28)*

**All entities except companies**

18 Name and title of chief executive officer of management company

19 Name and title of chairperson of directors of management company

20 Names of all directors of the management company

21 Name and title of company secretary of management company

22 Place of registration

23 Legislation under which registered

24 Address of principal administration office

25 Address of administration office in Papua New Guinea (if one)

26 Months in which distributions are usually paid

27 Number of +securities on issue in the +class to be quoted

**All entities**

Tick to indicate you are providing the information or document	Where is the information or document to be found? (eg, prospectus cross reference)
28 <input type="checkbox"/> Latest +annual report and any subsequent interim reports (25 copies)	
29 <input type="checkbox"/> Cheque for fees	
30 <input type="checkbox"/> Type of registers the entity will operate.	
31 <input type="checkbox"/> (Companies only) certificate of incorporation or other evidence of status (including any change of name)	
32 <input type="checkbox"/> (All entities except companies) certificate of registration or other evidence of status (including any change of name)	
33 <input type="checkbox"/> Copy of the entity's constitution	
34 <input type="checkbox"/> A brief history of the entity or, if applicable, the group	
35 <input type="checkbox"/> A description of the regulatory regime(s) to which the entity is subject on its +overseas home exchange and its jurisdiction of incorporation or establishment.  (eg <ul style="list-style-type: none"> <li>• disclosure of material information;</li> <li>• disclosure of periodic financial information and the accounting and auditing standards that apply;</li> <li>• requirements for information to be sent to +security holders;</li> <li>• regulation of changes in control;</li> <li>• regulation of dealings with directors (if a trust, the management company) and</li> </ul>	

controlling holders of +equity securities; and

- regulation of changes in the rights
- attaching to +securities.)

**About the securities to be quoted**

**All entities**

36  Confirmation that the +securities to be quoted are eligible to be quoted under the listing rules

37  Voting rights of +securities to be quoted

38  A specimen certificate for each +class of +securities to be quoted

39  Terms of +securities to be quoted

**About the entity's capital structure**

**All entities**

40  A copy of the terms and conditions of any options or warrants (whether to be quoted or not)

41  Not used

42  Not used

**About the entity's financial position**

**All entities meeting the profit test**

*(Entities meeting the NTA test go to 46)*

43  Evidence that the entity is a going concern (or successor) and its operating profit before income tax for each of the last 3 full financial years.

44  Audited accounts for the last 3 full financial years.

45  A copy of the auditor's reports.

(Now go to 47)

**All entities meeting the NTA test**

46  Evidence of net tangible assets of at least K50 million.

(Now go to 47)

**About the entity's business plan and level of operations**

**All entities**

47  Details of the entity's existing activities and level of operations. State the main business.

**Other information**

**All entities**

48  Information not covered elsewhere and that, in terms of rule 1.14, the entity would be required to provide to its \*overseas home exchange.

**Part 3 - Agreement**

*You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.*

We agree:

1. Our admission to the \*official list and classification as an exempt \*foreign entity is in POMSoX's absolute discretion. POMSoX may admit us on any conditions it decides. \*Quotation of our \*securities is in POMSoX's absolute discretion. POMSoX may quote our \*securities on any conditions it decides. Our removal from the \*official list, the suspension or ending of \*quotation of our \*securities, or a change in the category of our admission is in POMSoX's absolute discretion. POMSoX is entitled immediately to suspend \*quotation of our \*securities or remove us from the \*official list if we break this agreement, but the absolute discretion of POMSoX is not limited.

2. We warrant to POMSoX that the issue of the +securities to be quoted complies with the law applicable to the issue, and was not for an illegal purpose; and that there is no reason why the +securities should not be granted +quotation.
3. We will indemnify POMSoX 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 POMSoX the information and documents required by this form. If any information or document is not available now, we will give it to POMSoX before +quotation of the +securities begins. We acknowledge that POMSoX is relying on the information and documents. We warrant that they are (will be) true and complete.
5. We will comply with the listing rules that are in force from time to time, even if +quotation of our +securities is deferred, suspended or subject to a +trading halt.
6. The listing rules are to be interpreted:
  - in accordance with their spirit, intention and purpose;
  - by looking beyond form to substance; and
  - in a way that best promotes the principles on which the listing rules are based.
7. POMSoX has discretion to take no action in response to a breach of a listing rule. POMSoX may also waive a listing rule (except one that specifies that POMSoX will not waive it) either on our application or of its own accord on any conditions. POMSoX may at any time vary or revoke a decision on our application or of its own accord.
8. We will comply with the listing rules (or their equivalent) of our +overseas home exchange.
9. A document given to POMSoX by an entity, or on its behalf, becomes and remains the property of POMSoX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to POMSoX in support of the listing application or in compliance with the listing rules.
10. In any proceedings, a copy or extract of any document or information given to POMSoX is of equal validity in evidence as the original.
11. [Not used]



- 12. [Not used]
- 13. POMSoX may approach our +overseas home exchange to make any inquiries in order to consider this application, or while we remain on the +official list.
- 14. We will give POMSoX the number of copies of our +annual report which POMSoX requires, and any subsequent interim reports which POMSoX requires, for distribution before permission for +quotation is granted.

Dated:

[Proper execution - if the entity has a seal, execution must be under seal]

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The common Seal of ...*(name of entity)*.....was

Affixed in the presence of:

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Secretary/Director	Print Name	Date
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Director	Print Name	Date
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