

Ms Cheng Tang  
ASX Compliance Pty Ltd  
Senior Advisor  
20 Bridge Street  
Sydney NSW 2000

By email: [cheng.tang@asx.com.au](mailto:cheng.tang@asx.com.au)

Dear Cheng,

We refer to your letter of 26 February 2018 in relation to the Appendix 3Z lodged the same day. In that regard, for the purposes of Listing Rule 18.7, the Company provides the following responses:

1. The Appendix 3Z was lodged late due to an administrative oversight and as soon as the oversight was identified the Appendix 3Z was lodged with the ASX.
2. Formal agreements are in place with each director of the Company whereby the Company Secretary is to be notified of any changes in a director's interest, to ensure that the requirements of ASX Listing Rule 3.19 are met.
3. Notwithstanding the administrative oversight, the Company considers the current arrangements to be adequate to ensure compliance with ASX Listing Rule 3.19B.

## FOR FURTHER INFORMATION CONTACT:

**Media queries:** [press@msmci.com](mailto:press@msmci.com)

**Investor queries:** Jane Morgan  
Jane Morgan Management  
P: + 61 (0) 405 555 618  
E: [jm@janemorganmanagement.com.au](mailto:jm@janemorganmanagement.com.au)

For personal use only





ASX Announcement  
27 February 2018

## ABOUT MSMCI

MSM Corporation International Limited ("MSMCI") is an online entertainment company that specialises in building and launching new digital entertainment products to audiences in the US, Great Britain, Australia, Canada, New Zealand and South Africa. MSMCI partners with local operators in non-English speaking markets to maximise the reach of its products and services globally.

MSMCI's flagship product is Megastar, a global, mobile-first talent competition, featuring performers of any category, competing to win one Million US Dollars, a role in a film and various other prizes. Winners are chosen by fans voting in the competition through the Megastar App.

The first Megastar competition launched in MSMCI's six core markets with the App available for download from the Apple and Google Stores. Additional Megastar competitions will subsequently launch in non-English speaking markets via partnering and licensing agreements.

Megastar was founded by Adam Wellisch and Dion Sullivan in February 2014 and listed on the Australian Securities Exchange becoming MSMCI (ASX:MSM) in January 2016. The Company is currently headquartered in Sydney, Australia and Oakland, California, USA.

Visit [www.msmci.com](http://www.msmci.com) to learn more or to [sign up for the investor newsletter](#).

For personal use only





26 February 2018

Mr Mark Clements  
Non-executive Director and Company Secretary  
MSM Corporation International Limited  
Level 8, 90 Collins Street  
Melbourne VIC 3000

By email: mark@msmci.com

Dear Mr Clements

**MSM Corporation International Limited (the “Entity”): Appendix 3Z – Final Director’s Interest Notice**

We refer to the following;

1. The announcement lodged by the Entity with ASX Limited (“ASX”) on 8 February 2018 confirming the resignation of Ms Sophie McGill as a director of the Entity;
2. The Appendix 3Z lodged by the Entity with ASX on 26 February 2018 for Ms Sophie McGill (the “Director Notice”);
3. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- On the date that the entity is admitted to the official list.
- On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

4. Listing rule 3.19B which states as follows.

For personal use only



An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

As the Appendix 3Z indicated that the director ceased to be a director on 15 January 2018, it appears the Appendix 3Z should have lodged with ASX by 22 January 2018. As it was lodged on 28 February 2018, it appears that there may have been a breach by the Entity of listing rules 3.19A and/or 3.19B

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix was lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at [cheng.tang@asx.com.au](mailto:cheng.tang@asx.com.au). It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (i.e. before 9:30 a.m. AEDT.) on Friday, 2 March 2018.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

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

Yours sincerely

*[Sent electronically without signature]*

Cheng Tang  
**Senior Adviser, Listings Compliance (Melbourne)**