

Facsimile

RMB Australia Holdings Limited

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A member of the FirstRand Group
ACN 003 201 214



To	ASX Company Announcements
Fax No	02 9347 0005
From	Gregory Gay – RMB Australia Holdings
	Tel No 02 9947 8002
Date	3 September 2019
	Pages (including this one) 1 + 3

Please find attached a Form 603 from RMB Australia Holdings Limited in respect of its holding in Metminco Limited.

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Metminco Limited (Metminco)

ACN/ARSN 119 759 349

1. Details of substantial holder (1)

Name RMB Australia Holdings Limited (RMB) and each company listed in Annexure A (RMB Group Companies)

ACN/ARSN (if applicable) RMB: ACN 003 201 214

The holder became a substantial holder on 30/08/2019

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 (3) 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)
Ordinary	1,008,000,000	1,008,000,000	15.1% (based on 6,652,596,656 ordinary shares on issue)

3. Details of relevant interests

The nature of the relevant interest 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
RMB	Relevant interest under section 608(1)(a) of the Corporations Act as registered holder of the shares	1,008,000,000 ordinary shares
Each RMB Group Company	Relevant interest under section 608(3)(a) and/or section 608(3)(b) of the Corporations Act as a relevant interest held through a body corporate (RMB) in which the voting power of the relevant RMB Group Company is more than 20% or which the relevant RMB Group Company controls	1,008,000,000 ordinary shares

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
RMB and each RMB Group Company	RMB	RMB	1,008,000,000 ordinary shares

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 interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
RMB and each RMB Group Company	1,000,000,000 on 30 August 2019	Consideration for entry into the RMB Debt Financing Agreement as defined in Metminco's Prospectus dated 19 July 2019		1,000,000,000 ordinary shares

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
RMB and each RMB Group Company	The companies are all associates of each other by virtue of section 12(2)(a) of the Corporations Act as they are related bodies corporate of each other

7. Addresses

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

Name	Address
RMB and each RMB Group Company	c/- Suite 15, Level 14, 309 Kent Street, Sydney, NSW 2000

Signature

print name Gregory Gay

capacity Director, RMB

sign here



date 03/09/2019

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 any 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, or influence 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, moneys and other, that any 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 the 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" – RMB GROUP COMPANIES

This is Annexure "A" of 1 page referred to in the Form 603 (Notice of Initial Substantial Holder), signed by me and dated 03 September 2019 (Form 603).



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Director, RMB Australia Holdings Limited

The following companies are the RMB Group Companies referred to in the Form 603:

- FirstRand Investment Holdings (Pty) Limited
- RMB Australia Limited
- RMB Resources Limited
- RMB Resources Capital Management Pty Limited
- FNB Securities (Pty) Limited
- First National Nominees (Pty) Ltd
- FirstRand International Limited
- RMB Investments And Advisory (Pty) Ltd
- FirstRand Bank Limited
- FirstRand Limited
- FirstRand EMA Holdings Limited
- Ashburton Investments Holdings Limited
- FirstRand Insurance Holdings (Pty) Limited
- FirstRand Investment Management Holdings (Pty) Limited