

27 March 2017

Stephane Yong
Senior Adviser, Listings Compliance (Sydney)
ASX Compliance Pty Limited
20 Bridge Street
Sydney NSW 2000

By email

Dear Ms Yong

**Helloworld Limited (the "Company")
Appendix 3Y – Change of Directors' Interest notice**

I refer to your letter dated 24 March 2017 providing a reminder of directors' and the Company's obligations under the ASX Listing Rules in relation to the timing notification requirements to ASX of a change in a director's notifiable interests in securities.

The delay in notification to ASX was due to mistakenly omitting the Labour Day public holiday on Monday 13 March 2017 from the required disclosure period calculated as 'within 5 business days of the day the shares were acquired'. We are now acutely aware of the ASX Trading Calendar and the need to use this calendar as the only basis for the determination of notification requirements.

We apologise for the inadvertent late notification of the purchase of 126 Helloworld Limited shares which were purchased by Mr Andrew Burnes on 6 March 2017 and advised to ASX as part of the Appendix 3Y on 14 March 2017.

Our directors are fully aware of their responsibilities and notify the company secretary immediately of any change in interests. The Company Secretariat also monitor share movements on a daily basis. We believe the current arrangements are adequate to ensure compliance with listing rule 3.19B and also to meet its disclosure obligations under listing rule 3.19A.

Yours truly

A handwritten signature in blue ink, appearing to read "M Burnett", with a long horizontal flourish extending to the right.

Michael Burnett
Group Company Secretary
Helloworld Limited



24 March 2017

Michael Burnett
Company Secretary
Helloworld Limited
179 Normanby Road
South Melbourne VIC 3205

By email

Dear Mr Burnett

**Helloworld Limited (the “Company”)
Appendix 3Y – Change of Director’s Interest Notice**

We refer to the following:

1. The Appendix 3Y for Andrew Burnes (the “Director”) lodged by the Company with ASX Limited (“ASX”) on 15 March 2017 (the “Appendix 3Y”).
2. 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). 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.*
3. Listing rule 3.19B which states as follows:



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.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y indicates that change in the Director's notifiable interests occurred on 7 March 2017. It appears that the Appendix 3Y should have been lodged with ASX by 14 March 2017. Consequently, the Company may be in breach 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 companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company 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", we ask that you answer each of the following questions:

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place 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 Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by a return e-mail or by facsimile on facsimile number **(02) 9241 7620**. It should not be sent to the Market Announcements Office.

A response is requested as soon as possible and, in any event, **no later than close of business (Sydney time) on Wednesday, 29 March 2017**.

Under listing rule 18.7A, a copy of this query 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, please contact me immediately.



Yours sincerely

[Sent electronically without signature]

Stephanie Yong
Senior Adviser, Listings Compliance (Sydney)