

17 October 2017

Ms Lux Wigneswaran
Principal Adviser, Listings Compliance (Sydney)
20 Bridge Street
Sydney NSW 2000

Dear Ms Wigneswaran

XPD Soccer Gear Group Limited (the “Company”)

We refer to your letter dated 12 October 2017 and advise the following:

1. Please confirm the number of shares in XPD held by Chou Qin (both directly, if applicable, and beneficially). In responding to this question, please also provide a breakdown of the number of shares held by each of the following entities specifically on behalf of Chou Qin:
 - 1.1. Citicorp Nominees Pty Limited
 - 1.2. HSBC Custody Nominees
 - 1.3. Sun Hung Kai Investment Services Ltd
 - 1.4. Wanjia Global Limited
 - 1.5. BNP Paribas Nominees Pty Ltd
 - 1.6. JP Morgan Nominees

Chou Qin holds 177,287,519 shares beneficially through the following entities

- 1.1. Citicorp Nominees Pty Limited 136,123,728
- 1.2. HSBC Custody Nominees 25,000,000
- 1.3. Sun Hung Kai Investment Services Ltd 10,000,000
- 1.4. Wanjia Global Limited 6,163,791
- 1.5. BNP Paribas Nominees Pty Ltd NIL
- 1.6. JP Morgan Nominees NIL

2. Please confirm the number of shares in XPD held by Mr Zhang (both directly and indirectly).

| Name | Number of shares held directly | Number of shares held indirectly |
|------------------|--------------------------------|----------------------------------|
| Mr Jiameng Zhang | 1,422,771 | 142,202,276 |

3. Please confirm the number of shares in XPD held by Mr Chang (both directly and indirectly).

| Name | Number of shares held directly | Number of shares held indirectly |
|---------------------|--------------------------------|----------------------------------|
| Mr Shui-Chiao Chang | Nil | 35,085,243 |

4. If the shareholdings referred to in your responses to Questions 1 to 3 are different from the information referred to in paragraphs (a) to (c) above:
 - 4.1. please provide a detailed explanation of all changes in Mr Zhang's and Mr Chang's holdings (both direct and indirect) that have not previously been disclosed, including:
 - 4.1.1. in each case, the date on which the change occurred, the nature of the change, and the number of shares transacted; and
 - 4.1.2. in each case, the price at which the shares were disposed (or acquired, if applicable); and
 - 4.2. please explain why XPD did not lodge Appendices 3Y for Messrs Zhang and Chang reflecting the change in their interests in XPD.

| Date | Nature of change | Number of shares | Price per share |
|---------------|------------------|------------------|-----------------|
| 5 April 2017 | Off-market trade | 30,000,000 | 0.037 |
| 20 April 2017 | Off-market trade | 5,000,000 | 0.036 |
| 24 May 2017 | Off-market trade | 7,717,784 | 0.034 |
| 25 May 2017 | Off-market trade | 8,367,920 | 0.034 |
| 26 May 2017 | Off-market trade | 7,229,613 | 0.034 |
| 6 June 2017 | Off-market trade | 6,200,958 | 0.032 |

XPD did not receive notifications from Mr Shui-Chiao Chang for change of his indirect interests in the Company. Furthermore, Mr Shui-Chiao Chang had a misunderstanding as to his obligation to disclose his indirect interests in relation to the Appendix 3Y Notifications. The failure to lodge Appendices 3Y was his inadvertent oversight.

As a result of those changes, Mr Jiameng Zhang has 80% interest in Chou Qin and Mr Shui-Chiao Chang has 20% interest.

5. Please confirm the number of shares held directly and indirectly by each of XPD's other directors, namely:
 - 5.1. Ms Peiya Zhuang
 - 5.2. Mr Yubin Qiu
 - 5.3. Mr Alvin Tan

| Name of directors | Number of shares held directly | Number of shares held indirectly |
|-------------------|--------------------------------|----------------------------------|
| Ms Peiya Zhuang | Nil | Nil |
| Mr Yubin Qiu | 150,000 | Nil |
| Mr Alvin Tan | Nil | Nil |

6. Please outline the processes undertaken by XPD and/or its directors to validate the information given in response to Questions 1 to 5.

XPD directors have met by phone and made inquiries in relation to their interests in the Company. Directors confirmed their relevant interests in the Company.

7. Please confirm that XPD is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.



XPD Soccer Gear Group Limited
ABN 96 169 695 283

Level 1, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
Telephone: (03) 9909 7412
Fax: (03) 9909 7788
www.xpdsoccer.com.au

XPD confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1. It is each director's obligation to notify the Company about the change of their interests in accordance with the Listing Rules.

Yours faithfully

Jiameng Zhang
Chief Executive Officer

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

| | |
|----------------|-------------------------------|
| Name of entity | XPD SOCCER GEAR GROUP LIMITED |
| ABN | 96 169 695 283 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|---------------------|------------------|
| Name of Director | Shui-Chiao Chang |
| Date of last notice | 9 June 2016 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Direct or indirect interest | Indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Mr Shui-Chiao Chang has a 20% interest in Chou Qin, which beneficially holds shares through Citicorp Nominees Pty Limited, HSBC Custody Nominees, Sun Hung Kai Investment Services Ltd, and Wanjia Global Limited. |
| Date of change | From 5 April 2017 to 6 June 2017 |
| No. of securities held prior to change | 99,601,518 shares |
| Class | Ordinary |
| Number acquired | N/A |
| Number disposed | 64,516,275 |

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

| | |
|---|------------------|
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | \$2,281,151 |
| No. of securities held after change | 35,085,243 |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Off-market trade |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| Interest after change | N/A |

Part 3 – +Closed period

+ See chapter 19 for defined terms.

| | |
|---|----|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | |
| If prior written clearance was provided, on what date was this provided? | |

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

| |
|--|
| Name of entity XPD SOCCER GEAR GROUP LIMITED |
| ABN 96 169 695 283 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|---------------------|----------------|
| Name of Director | ZHANG JIA MENG |
| Date of last notice | 9 June 2016 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|---|
| Direct or indirect interest | Indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Mr Zhang Jia Meng has a 80% interest in Chou Qin International Co. Ltd, which beneficially holds shares in XPD through Citicorp Nominees Pty Limited, HSBC Custody Nominees, Sun Hung Kai Investment Services Ltd, and Wanjia Global Limited. |
| Date of change | 24 January 2017 |
| No. of securities held prior to change | <ul style="list-style-type: none">149,402,276 ordinary shares held indirectly1,422,771 ordinary shares held directly |
| Class | Ordinary |
| Number acquired | N/A |
| Number disposed | 7,200,000 |

Appendix 3Y

Change of Director's Interest Notice

| | |
|---|--|
| <i>Value/Consideration</i> Note: If consideration is non-cash, provide details and estimated valuation | N/A |
| <i>No. of securities held after change</i> | <ul style="list-style-type: none"> • 142,202,276 ordinary shares held indirectly • 1,422,771 ordinary shares held directly |
| <i>Nature of change</i> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Off-market trade |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|-----|
| <i>Detail of contract</i> | N/A |
| <i>Nature of interest</i> | N/A |
| <i>Name of registered holder (if issued securities)</i> | N/A |
| <i>Date of change</i> | N/A |
| <i>No. and class of securities to which interest related prior to change</i> Note: Details are only required for a contract in relation to which the interest has changed | N/A |
| <i>Interest acquired</i> | N/A |
| <i>Interest disposed</i> | N/A |
| <i>Value/Consideration</i> Note: If consideration is non-cash, provide details and an estimated valuation | N/A |
| <i>Interest after change</i> | N/A |

+ See chapter 19 for defined terms.

Part 3 – +Closed period

| | |
|---|----|
| Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | |
| If prior written clearance was provided, on what date was this provided? | |



12 October 2017

Mr Ting Jiang
Company Secretary
XPD Soccer Gear Group Limited
Level 1, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

By Email

Dear Mr Jiang,

XPD Soccer Gear Group Limited ("XPD"): Appendices 3Y – Change of Director's Interest Notices

We refer to the following:

- (a) The Appendix 3Y lodged by XPD with ASX Limited ("ASX") on 9 June 2016 for Mr Shui-Chiao Chang, disclosing that Mr Chang holds 99,601,518 shares in XPD indirectly via Chou Qin International Co. Ltd ("Chou Qin"), an entity in which he and Mr Jiameng Zhang (both directors of XPD) have a 40% and 60% interest respectively.
- (b) The substantial holder notice lodged with ASX on 31 January 2017 disclosing that Chou Qin holds 241,803,794 shares in XPD.
- (c) The amended Appendix 3Y lodged by XPD with ASX on 5 October 2017 for Mr Zhang, disclosing that Mr Zhang has an indirect interest in 142,202,276 shares in XPD via his 60% interest in Chou Qin, which beneficially holds shares in XPD through Citicorp Nominees Pty Limited, HSBC Custody Nominees, Sun Hung Kai Investment Services Ltd, Wanjia Global Limited, BNP Paribas Nominees Pty Ltd and JP Morgan Nominees (together, the "Registered Holders"), and a direct interest in 1,422,771 shares.
- (d) XPD's response to an ASX query letter released to the market on 11 October 2017, disclosing that Chou Quin has a beneficial interest in 211,550,911 shares in XPD.

Having regard to the discrepancies above, we ask that you respond separately to each of the following questions and requests for information.

1. Please confirm the number of shares in XPD held by Chou Quin (both directly, if applicable, and beneficially). In responding to this question, please also provide a breakdown of the number of shares held by each of the following entities specifically on behalf of Chou Quin:



- 1.1. Citicorp Nominees Pty Limited
- 1.2. HSBC Custody Nominees
- 1.3. Sun Hung Kai Investment Services Ltd
- 1.4. Wanjia Global Limited
- 1.5. BNP Paribas Nominees Pty Ltd
- 1.6. JP Morgan Nominees
2. Please confirm the number of shares in XPD held by Mr Zhang (both directly and indirectly).
3. Please confirm the number of shares in XPD held by Mr Chang (both directly and indirectly).
4. If the shareholdings referred to in your responses to Questions 1 to 3 are different from the information referred to in paragraphs (a) to (c) above:
 - 4.1. please provide a detailed explanation of all changes in Mr Zhang's and Mr Chang's holdings (both direct and indirect) that have not previously been disclosed, including:
 - 4.1.1. in each case, the date on which the change occurred, the nature of the change, and the number of shares transacted; and
 - 4.1.2. in each case, the price at which the shares were disposed (or acquired, if applicable); and
 - 4.2. please explain why XPD did not lodge Appendices 3Y for Messrs Zhang and Chang reflecting the change in their interests in XPD.
5. Please confirm the number of shares held directly and indirectly by each of XPD's other directors, namely:
 - 5.1. Ms Peiya Zhuang
 - 5.2. Mr Yubin Qiu
 - 5.3. Mr Alvin Tan
6. Please outline the processes undertaken by XPD and/or its directors to validate the information given in response to Questions 1 to 5.
7. Please confirm that XPD is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

Your response should be sent to me by email. It should not be sent to the ASX Market Announcements Office.



If XPD has failed to lodge Appendices 3Y for any of its directors, please attach copies of the relevant Appendices 3Y to your response.

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 9.30am AEDT) on Tuesday, 17 October 2017.

Under listing rule 18.7A, a copy of this letter and your response may 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]

Lux Wigneswaran

Principal Adviser, Listings Compliance (Sydney)