



18 January 2019

**Ms Lisa Banh**  
**Senior Advisor, Listings Compliance**  
**ASX Limited**  
**Exchange Centre**  
**20 Bridge Street**  
**SYDNEY NSW 2000**

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Dear Lisa,

**CardieX Limited ('CDX'): ASX Aware Query**

We refer to your letter dated 16 January 2019 which requests responses to questions outlined in the ASX aware query in relation to the announcement entitled "CardieX's inHealth Executes Major Co-Marketing Agreement" lodged on the ASX Market Announcements Platform [and released prior to market open] on 15 January 2019 (the 'Announcement').

We have used the same defined terms as used in your letter and respond to your questions as follows.

- 1. Does CDX consider the information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

Yes.

- 2. If the answer to question 1 is "no", please advise the basis for that view.**

N/A.

- 3. If the answer to question 1 is "yes", when did CDX first become aware of the information?**

During close of market, on Saturday 5 January 2019.

- 4. If the answer to question 1 is "yes" and CDX first became aware of the information before the relevant date, did CDX make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe CDX was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps CDX took to ensure that the information was released promptly and without delay.**

CDX did not make any prior announcement prior to the relevant date, although it is noted below at **'Prior Anthem Related Announcements'** that inHealth Medical Services, Inc's ("inHealth") existing relationship with Anthem, Inc ("Anthem") had been well documented in prior announcements. The announcement of the 'Major Co-Marketing Agreement' ("the Agreement") was a further progression and natural extension of this relationship.

Whilst being negotiated between inHealth and Anthem the Agreement was of a confidential nature between those counter parties. CDX became aware of the Agreement when it was first received as an executed document on 5 January 2019 (a Saturday) from inHealth.



Subsequent to receipt of that document on Saturday, 5 January 2019 (Australian time):

- CDX immediately reviewed the confidentiality provisions in the Agreement, and prior confidentiality restraints between the parties. It was determined that CDX required approval from inHealth for such announcement;
- Following this determination CDX commenced a process to obtain consent to form a release to the ASX, pursuant to CDX's interpretation of the confidentiality clause in that Agreement;
- Authority to announce was delayed due to the hospitalization of inHealth's CEO Aubrey Jenkin's over early January, and the availability of other executives due to travel schedules and the holiday period generally;
- Consent was received from inHealth late on Thursday 10 January (Australian time) that an announcement could be made;
- CDX then drafted an announcement over Friday 11 January which was then circulated for review by inHealth and the CDX Board over the weekend of 12-13 January, and final copy circulated to Board for approval on Monday 14th January 2019;
- Due to Board being dispersed due to holiday season the announcement was finally approved after market close on Monday 14 January; and
- Announcement was immediately made on 15 January prior to market opening.

As far as the Company was aware, at all times the existence and terms of the Agreement were kept confidential between all parties, until the ASX announcement. The Company has no knowledge of any breach of confidentiality from the date of the Agreement to the date of the announcement.

CDX believes that it was therefore obligated to announce this as a material contract once all consents and necessary approvals and content of the announcement were received which was after market close 14 January 2019.

It therefore did so prior to the commencement of trade the following day on 15 January 2019;

**Prior Anthem Related Announcements:**

For prior reference to Anthem and inHealth's relationship CDX first notified the market of its intention to acquire inHealth on 16 October 2018. In that announcement the company made reference to inHealth's "multi-year contracts including American Well, the largest Telemedicine operator in the USA, and **Anthem**, the #2 American Health insurer".

Since that announcement the Company announced a CEO presentation on 18 October 2018 which was made available post the acquisition announcement, and specifically included a "discussion of key contractual partnerships with Anthem and American Well" at 12.15mins into that presentation.

Further detail was provided in the presentation released to the market and released on 12 November 2018 "CardieX Corporate Update & Overview of inHealth Transaction" where after a reduced presentation entitled "CEO Strategy and 2019 Plan" was then released on 3 December 2018.



All of these announcements have highlighted the materiality of the inHealth acquisition and importantly the existing contractual partnership between Anthem, the same company which was the subject of the announcement to the market on 15 January 2019.

Anthem is a substantial NYSE listed Company which was highlighted in previous announcements. Given the focus of the announcement was on inHealth's relationship with Anthem the 15 January 2019 announcement provided additional detail to investors on the materiality of Anthem as a Company and as a partner to inHealth.

**5. Please confirm that CDX is complying with the Listing Rules and, in particular, Listing Rule 3.1.**

CDX confirms that it is compliant with the Listing Rules and, in particular, Listing Rule 3.1

**6. Please confirm that CDX's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of CDX with delegated authority from the board to respond to ASX on disclosure matters.**

The above responses to the questions raised by the ASX have been authorised and approved by the Board of CDX.

Yours faithfully,

A handwritten signature in blue ink, appearing to read "Jarrod White".

**Jarrod White**  
**Company Secretary | Chief Financial Officer**

**About CardieX**

CardieX is a global health technology company that develops digital and device based solutions for large-scale population health disorders. The Company's XCEL device is the world leader in measuring "central blood pressure" which is considered essential for the management of hypertension and related cardiovascular disorders. CardieX also has a joint venture partnership with Blumio, Inc in Silicon Valley for the development of a radar-based blood pressure sensor incorporating CardieX technology. In November 2018 CardieX entered into an agreement with inHealth Medical, Inc allowing CardieX to acquire up to 50.5% of inHealth by way of a convertible note.



16 January 2019

Mr Jarrod White  
Company Secretary  
Cardiex Limited  
Suite 11, 1059-1063 Victoria Road  
West Ryde NSW 2114

By email:

Dear Mr White

**Cardiex Limited ('CDX'): Aware Query**

ASX refers to the following:

A. CDX's announcement entitled "Cardiex's inhealth Executes Major Co-Marketing Agreement" lodged on the ASX Market Announcements Platform [and released at 9:30am] on 15 January 2019 (the 'Announcement'), disclosing the execution of a Co-Marketing Agreement between CDX's subsidiary and leading US telehealth services provider, inHealth Medical Services Inc, and Anthem, Inc.

B. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.

C. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

*"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."*

D. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

*"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*

*3.1A.1 One or more of the following applies:*

- It would be a breach of a law to disclose the information;*
- The information concerns an incomplete proposal or negotiation;*
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- The information is generated for the internal management purposes of the entity; or*
- The information is a trade secret; and*

*3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

*3.1A.3 A reasonable person would not expect the information to be disclosed."*

E. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

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*“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”*

### **Request for Information**

Having regard to the above, ASX asks CDX to respond separately to each of the following questions and requests for information:

1. Does CDX consider the information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.
3. If the answer to question 1 is “yes”, when did CDX first become aware of the information?
4. If the answer to question 1 is “yes” and CDX first became aware of the information before the relevant date, did CDX make any announcement prior to the relevant date which disclosed the information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe CDX was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps CDX took to ensure that the information was released promptly and without delay.
5. Please confirm that CDX is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that CDX’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of CDX with delegated authority from the board to respond to ASX on disclosure matters.

### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9:30 AM AEDT Friday, 18 January 2019**.

If we do not have your response by then, ASX will have no choice but to consider suspending trading in CDX’s securities under Listing Rule 17.3. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, CDX’s obligation is to disclose the information “immediately”. This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market. Your response should be sent to me by e-mail at [lisa.banh@asx.com.au](mailto:lisa.banh@asx.com.au). It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

### **Listing Rules 3.1 and 3.1A**

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity’s securities. Exceptions to this requirement are set out in Listing Rule 3.1A. In responding to this letter, you should have regard to CDX’s obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that CDX’s obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

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### **Trading halt**

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in CDX's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 Trading Halts & Voluntary Suspensions.

### **Suspension**

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in CDX's securities under Listing Rule 17.3.

### **Enquiries**

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

Kind regards

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**Lisa Banh**  
Senior Adviser, Listings Compliance (Sydney)