

12 March 2025

Mr Andrew Black
Principal Adviser, Listings Compliance (Sydney),
ASX Compliance
Australian Securities Exchange

By Email: ListingsComplianceSydney@asx.com.au

Dear Andrew,

Wiseway Group Limited – Response to ASX Aware Letter

Wiseway Group Limited (**WWG** or **Company**) refers to your letter dated 4 March 2025 (reference number: 106867). The Company provides the following responses with specific reference to your Request for Information.

1. Does WWG consider that any measure of its statutory or underlying earnings for the half year ended 31 December 2024 as disclosed in the Results Announcements ('Earnings Information') differed materially from the market's expectations, having regard to the following three base indicators (in decreasing order of relevance and reliability):

1.1. If WWG had published earnings guidance, that guidance.

No. WWG does not publish formal earnings guidance.

However, WWG instead provides information to the market in relation to relevant factors impacting on the business and expected financial results, which could be characterised as a type of limited and/or qualified guidance.

Management considers revenue to be an important financial metric for market participants and management to assess company performance. WWG refers to the announcement titled "Facility Increase and Extension" released on 14 November 2024 which provided limited and qualified revenue information that the Imports division 'is projected to achieve over 50% revenue growth for the first half of FY2025'. Importantly, whilst the Company was able to provide this update on revenue, the potential impact on other financial metrics remained uncertain and would be subject to external audit review.

1.2. If WWG is covered by sell-side analysts, the earnings forecasts of those analysts.

No. WWG is not aware that it is covered by any sell-side analysts.

1.3. If paragraphs 1.1 and 1.2 are not applicable, WWG's earnings for the prior corresponding period, being the half year ended 31 December 2023.

No. For the prior corresponding period, being the half ended 31 December 2023, WWG did not publish earnings guidance and was also not aware that it is covered by any sell-side analysts.

WWG acknowledges the limited and qualified revenue information provided on 14 November 2024 would naturally affect other statutory measures of earnings, including EBITDA and Net Profit. However, at the time the quantum was unknown and would be subject to external audit review.

While statutory earnings measures were up on the prior corresponding period, the main driver for the divergence was the stronger imports division, which was known to the market and had been factored into expectations of WWG's earnings for the half year ended 31 December 2024.

On a stand-alone basis, whilst a reasonable person may consider the information that the increase in EBITDA by 39%, increase in Net Profit Before Tax by 182% and increase in Net Profit After Tax by 130% when compared to the prior period, to be information that a reasonable person would expect to have a material effect on the price or value of its securities, in this scenario when the Company's revenue increase was already foreshadowed to the market, it would be logical and a reasonable inference that the EBITDA and net Profit After Tax would increase accordingly. Furthermore, the finalisation of these other earnings measures was incomplete, remained subject to external audit review and would not be considered by the WWG Board until 25 February 2025.

2. Please explain the basis for the view provided in response to question 1. In doing so, please specify how WWG determined market expectations in relation to each relevant measure of its earnings, including:

2.1. If WWG had published earnings guidance, details of:

2.1.1. that guidance and when it was released to the market; and

2.1.2. the date when the entity first became aware with a reasonable degree of certainty that its expected earnings for the relevant reporting period would vary from, or be in line with, that guidance.

WWG refers to the announcement titled Facility Increase and Extension released on 14 November 2024 which provided information that the Imports division 'is projected to achieve over 50% revenue growth for the first half of FY2025'. Additionally, the AGM presentation and Chair and COO's AGM Addresses released on 28 November 2024 provided information that the 'revenue for first half of FY2025 is projected to increase by more than 50%'.

WWG became aware that its revenue was expected to be up more than 50% on 13 November 2024 following managements preparation of an estimated earnings forecast. The Board considered the forecast and assumptions underpinning it. The Board then promptly released the aforementioned (as mentioned above in the preceding paragraph) commentary on revenue to the market.

Up until the evening of Wednesday 26 February 2025 the accounts of WWG were in draft, were being amended and reviewed by the board and the Company's Auditor, BDO. As such the accounts were incomplete and confidential.

The Board approved the half year ended 31 December 2024 Results Announcements for release to market on 25 February 2025, subject to finalisation of all internal verification and audit processes, including finalisation of the audit letter from BDO. The final audit letter was received from BDO in the evening of 26 February 2025 and within two hours of receiving the audit report the accounts were disclosed.

2.2. If WWG used sell-side analyst forecasts to estimate the market's expectations of its earnings, details of:

2.2.1. the method that WWG used to translate sell-side analyst forecasts into its estimate of market expectations for each measure of earnings referred to in the Earnings Information and, in particular, whether or not WWG used a "consensus estimate" or an "adjusted consensus estimate" or a different specified approach for determining this estimate;

2.2.2. the entity's estimate of market expectations using that method; and

2.2.3. the date when the entity first became aware with a reasonable degree of certainty that its expected earnings for the relevant reporting period would vary from, or be in line with, its estimate of these expectations.

Not applicable.

2.3. If paragraphs 2.1 and 2.2 are not applicable, the date when the entity first became aware with a reasonable degree of certainty that its expected earnings for the relevant reporting period would vary from, or be in line with, WWG's earnings for the prior corresponding period.

Not applicable. Refer to paragraph 2.1 above.

3. Does WWG consider that, at any point prior to the release of the Results Announcements, there was a variance between its expected earnings and its estimate of market expectations for the relevant reporting period of such a magnitude that a reasonable person would expect information about the variance to have a material effect on the price or value of WWG's securities?

No.

4. If the answer to question 3 is "no", please provide the basis for that view.

For the reasons set out above, WWG believes that the market was aware of the material revenue increase (as it had been disclosed previously) and therefore, does not consider that, at any point prior to the release of the Results Announcements, there was a variance between its expected earnings and its estimate of market expectations for the relevant reporting period of such a magnitude that a reasonable person would expect information about the variance to have a material effect on the price or value of WWG's securities.

Having regard to ASX's guidance on materiality in ASX Guidance Note 8, WWG does not consider the company's Revenue result for half year ended 31 December 2024 was materially different to the market expectations and was under a 10% variance. WWG considers that there was a reasonable basis to believe that the reported results for Revenue were within market expectations, there was no earnings surprise.

5. If the entity first became aware of the variance before the release of Results Announcements, did WWG make any announcement prior to the release of the Results Announcements which disclosed the relevant variance? 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 WWG was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps WWG took to ensure that the information was released promptly and without delay.

Not applicable. Refer to paragraph 2.1 above.

6. Please provide details of any other explanation WWG may have for the trading in its securities following the release of the Results Announcements.

No. The Company is not aware of any other reason for the recent trading activity in the Company's securities.

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

The Company confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

8. Please confirm that WWG'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 WWG with delegated authority from the board to respond to ASX on disclosure matters.

The Company confirms that its responses to the questions have been authorised and approved by the Board of Directors.

Yours sincerely,



David Hwang
Company Secretary
Wiseway Group Limited

About Wiseway Group Limited (the Company)

Wiseway (ASX: WWG) is a leading provider of integrated logistics solutions, with a global network of strategically located warehouses and facilities and a large modern fleet of trucks, aircraft and delivery vehicles.

Established in 2005 to serve the growing Australia-Asia Pacific trade industry, Wiseway has grown to become one of the top three outbound air freight logistics providers in Australia. With multiple strategically located operation hubs in Australia, the US, and the Asia Pacific, the Company provides its large base of domestic and international customers with specialist cross-border logistics services including air freight, sea freight, import, domestic transportation, warehousing, and customs clearance.

For more information, please visit www.wiseway.com.au



4 March 2025

Reference: 106867

Mr David Hwang
Company Secretary
Wiseway Group Limited
39-43 Warren Avenue
Bankstown NSW 2200

By email:

Dear Mr Hwang

Wiseway Group Limited ('WWG'): ASX Aware Letter

ASX refers to the following:

- A. WWG's announcements released on the ASX Market Announcements Platform on 26 February 2025 in connection with its half year results ('Results Announcements'), being:
 - 1.1 Appendix 4D and Half Year Report released at 6:45 PM;
 - 1.2 1H25 Results Presentation released at 6:45 PM; and
 - 1.3 1H25 Results Announcement released at 6:45 PM.
- B. The change in the price of WWG's securities from \$0.135 immediately prior to the release of the Results Announcements to a high of \$0.23 following the release of the Results Announcements.
- C. 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.
- D. 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."
- E. Section 4.4 in *Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B* titled "When does an entity become aware of information?"
- F. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure as follows.
 - 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 5 situations 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.”*

- G. ASX’s policy position on “market sensitive earnings surprises”, which is detailed in section 7.3 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular:

“...If an entity becomes aware that its earnings for the current reporting period will differ materially (downwards or upwards) from market expectations, it needs to consider carefully whether it has a legal obligation to notify the market of that fact.”...

“...An earnings surprise will need to be disclosed to the market under Listing Rule 3.1 if it is market sensitive – that is, it is of such a magnitude that a reasonable person would expect information about the earnings surprise to have a material effect on the price or value of the entity’s securities.”...

Request for information

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

1. Does WWG consider that any measure of its statutory or underlying earnings for the half year ended 31 December 2024 as disclosed in the Results Announcements (‘Earnings Information’) differed materially from the market’s expectations, having regard to the following three base indicators (in decreasing order of relevance and reliability):
 - 1.1 If WWG had published earnings guidance, that guidance.
 - 1.2 If WWG is covered by sell-side analysts, the earnings forecasts of those analysts.
 - 1.3 If paragraphs 1.1 and 1.2 are not applicable, WWG’s earnings for the prior corresponding period, being the half year ended 31 December 2023.

Please answer separately for each measure of earnings referred to in the Earnings Information. In your response, please have regard to ASX’s commentary in paragraphs 4(a) and 4(b) of section 7.3 of Guidance Note 8 about when a variation from market expectations may be material.

2. Please explain the basis for the view provided in response to question 1. In doing so, please specify how WWG determined market expectations in relation to each relevant measure of its earnings, including:
 - 2.1 If WWG had published earnings guidance, details of:
 - 2.1.1 that guidance and when it was released to the market; and
 - 2.1.2 the date when the entity first became aware with a reasonable degree of certainty that its expected earnings for the relevant reporting period would vary from, or be in line with, that guidance.
 - 2.2 If WWG used sell-side analyst forecasts to estimate the market’s expectations of its earnings, details of:
 - 2.2.1 the method that WWG used to translate sell-side analyst forecasts into its estimate of market expectations for each measure of earnings referred to in the Earnings Information and, in

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- particular, whether or not WWG used a “consensus estimate” or an “adjusted consensus estimate” or a different specified approach for determining this estimate;
- 2.2.2 the entity’s estimate of market expectations using that method; and
- 2.2.3 the date when the entity first became aware with a reasonable degree of certainty that its expected earnings for the relevant reporting period would vary from, or be in line with, its estimate of these expectations.
- 2.3 If paragraphs 2.1 and 2.2 are not applicable, the date when the entity first became aware with a reasonable degree of certainty that its expected earnings for the relevant reporting period would vary from, or be in line with, WWG’s earnings for the prior corresponding period.
3. Does WWG consider that, at any point prior to the release of the Results Announcements, there was a variance between its expected earnings and its estimate of market expectations for the relevant reporting period of such a magnitude that a reasonable person would expect information about the variance to have a material effect on the price or value of WWG’s securities?
- Please answer separately for each measure of earnings referred to in the Earnings Information.
4. If the answer to question 3 is “no”, please provide the basis for that view.
5. If the entity first became aware of the variance before the release of Results Announcements, did WWG make any announcement prior to the release of the Results Announcements which disclosed the relevant variance? 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 WWG was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps WWG took to ensure that the information was released promptly and without delay.
6. Please provide details of any other explanation WWG may have for the trading in its securities following the release of the Results Announcements.
7. Please confirm that WWG is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
8. Please confirm that WWG’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 WWG 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 **4:00 PM AEDT Friday, 7 March 2025**.

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, WWG’s obligation is to disclose the information ‘immediately’. This may require the information to be disclosed before the deadline set out above and may require WWG to request a trading halt immediately if trading in WWG’s securities is not already halted or suspended.

Your response should be sent by e-mail to ListingsComplianceSydney@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow us 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.

Suspension

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

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to WWG'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 WWG'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.

Release of correspondence between ASX and entity

We reserve the right to release all or any part of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A. The usual course is for the correspondence to be released to the market.

Yours sincerely

ASX Compliance