

Andrew Kabega
Senior Advisor, Listings Compliance (Sydney)
ASX Compliance Pty Limited
20 Bridge Street
SYDNEY NSW 2000

29 November 2016

Appendix 3X – Change of Director’s Interest Notice

Dear Andrew,

With reference to your letter dated 23 November 2016, we advise as follows:

1. Please explain why the Appendix was lodged late.

FOY Group Limited (“FOY” or “the Company”) is aware of its obligations under the ASX Listing Rules including Listing Rules 3.19A and 3.19B, and takes its obligations to comply with the Listing Rules seriously. The Company advises that the Appendix 3X in relation to Mr Stuart Clark was lodged outside the required time frame due to an administrative oversight by the Company.

This oversight was made at a time when the Company was in the process of making regular disclosures to the market. Disclosure regarding Mr Clark’s interest in the Company was made via the full year statutory accounts (released on 3 October 2016), the Annual Report (released 31 October 2016) and the Company’s Prospectus (released 3 November 2016).

The Appendix 3X was promptly lodged once the oversight was discovered. The Company has since acted to ensure that all future disclosures of this nature are made within the required time frames.

2. What arrangements does the Entity have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?

Directors are required by the terms of their appointment to advise when there are changes to any direct or indirect holdings. These arrangements are intended to ensure that the Company meets its disclosure obligations under Listing Rule 3.19A. All Directors are aware of their obligations under Listing Rule 3.19B in respect of their interests in securities of the Company. In addition, details of Directors’ shareholdings are confirmed as part of the Company’s 6 monthly audit processes. Directors’ questionnaires are completed annually by each Director.

3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with Listing Rule 3.19B?

The Company has since reviewed the arrangements in relation to securities held by Directors and will ensure that the appointment of new Directors and the issue of shares to Directors in future triggers the filing of the appropriate disclosure documentation. The Company is confident that this will reduce the potential for administrative error and will ensure the Company’s future compliance with Listing Rule 3.19B.

Yours sincerely



Joshua Herbertson
Company Secretary



23 November 2016

Joshua Herbertson
Company Secretary
FOY Group Limited
Suite 3a 18 Smith Street
Chatswood NSW 2067

By email: jherbertson@igenergy.com.au

Dear Mr Herbertson,

FOY GROUP LIMITED (the “Entity”): Appendix 3X – Change of Director’s Interest Notice

We refer to the following;

1. The Appendix 3X lodged by the Entity with ASX on Monday, 14 November 2016 for Mr Stuart Clark (the “Director Notice”);
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) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. 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.

As the Appendix 3X indicated that the director was appointed on 25 August 2016, it appears that the Appendix 3X should have been lodged with ASX by 31 August 2016. As the Appendix 3X was lodged on 14 November 2016, it appears that the Entity 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 entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity 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*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix were lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B 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 Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at Andrew.kabega@asx.com.au . It should not be sent to the ASX Market Announcements Office.

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 9.30 a.m. A.D.E.T.) on Monday, 28 November 2016.



Under listing rule 18.7A, a copy of this letter 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 about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Andrew Kabega
Senior Adviser, Listings Compliance (Sydney)