

21 August 2017

John Johansson  
Adviser, Listing Compliance  
ASX Limited  
Level 4, North Tower, Rialto  
525 Collins Street  
Melbourne, VIC – 3000

By email – John.Johansson@asx.com.au

Dear John,

**ASX Response Letter in relation to Appendix 3Y dated 17 August 2017**

We have received your letter dated 18 August 2017 in relation to the late lodgement of the Change of Director's Interest Notices ('Appendices 3Y') for Mr Greg Jinks, Peter Jinks and Terence Grigg. Please find set out below our response to the questions raised:

**1. Please explain why the Appendices 3Y was lodged late**

The Appendices 3Y were lodged late due to an inadvertent administrative oversight. We lodged an Appendices 3Y on 19 June 2014 when Convertible Notes were issued and Company announced that the Directors confirmed their election to convert their holdings of Convertible notes into ordinary shares of the Company on 19 June 2017. Upon discovery of this oversight, Appendices 3Y were prepared and lodged immediately.

**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?**

The Company and the Directors are aware of their obligations under ASX Listing Rule 3.19A. Each Director is made aware upon joining the Board of their obligations to Stokes Limited regarding details of any changes in their notifiable interests.

**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 is aware of its obligations and confirms that its current practices are adequate and the late lodgement of the Appendix 3Y in question was an unfortunate irregularity.

We trust the responses given address your queries.

Yours sincerely,



Hemant Amin  
Company Secretary



18 August 2017

Hemant Amin  
Company Secretary  
53 Stanley Street  
West Melbourne VIC 3003

By email: hemant.amin@stokes.com.au

Dear Mr Amin

**Stokes Limited (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice**

We refer to the following;

1. The Appendices 3Y lodged by the Entity with ASX on 17 August 2017 for Mr Greg Jinks, Mr Peter Jinks and Mr Terence Grigg (the “Directors Notices”);
2. Listing rule 3.19A which requires an entity to tell ASX the following:
  - 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. 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.

The Appendices 3Y indicate that a change in Director’s notifiable interest occurred on 30 June 2017. It appears that the Directors’ Notices should have been lodged with ASX by 7 July 2017. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B. It also appears the directors concerned may have breached section 205G of the Corporations Act.

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 Appendices 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. 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.E.S.T.) on Wednesday, 23 August 2017.

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]*

John Johansson  
Senior Adviser, Listings Compliance