



# ULTIMA UNITED

LIMITED  
ACN 123 920 990

6 October 2021

Ms Belinda Giles  
Adviser, Listing Compliance (Perth)  
Australian Stock Exchange Limited  
Limited 40 Central Park, 152 – 158 St Georges Terrace  
PERTH, WA 6000

By email to: [listingscomplianceperth@asx.com.au](mailto:listingscomplianceperth@asx.com.au)

Dear Ms Giles,

We refer to the Change of Director's Interest Notice query the ASX sent to us on 1 October 2021. We note the queries within and respond as follows:

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

*The Company apologises for the late lodgement of the Appendix 3Y for Mr Jonathan Cheng. The Company notes that as at the date of the change in interest (14 June 2021), the Company was undergoing several changes to the board and its company secretaries as announced on 15 June 2021.*

*During this transition period, it was understood that the outgoing company secretary would continue to assist with compliance with lodgements and the like whilst the new company secretary was reading in and while files and accounts were being handed over. The late lodgement was recently picked up on and immediately rectified.*

**2. What arrangements does UUL 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 is committed to complying with all applicable Listing Rules and has put in place a two-person check system where timing for lodgements and filing obligations are double checked amongst the management team. The Company is currently considering various quotes from a third-party company secretarial services firm and will announce appointment of the same upon confirmation. It is expected that such appointment will be finalised around 15 October 2021.*

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

*Not Applicable/ See Above.*

Yours sincerely,

Cheng Yan Marcus Goh  
Executive Director & Company Secretary



1 October 2021

Reference: 40337

Mr Marcus Goh  
Executive Director  
Ultima United Limited

By email

Dear Mr Goh

**Ultima United Limited ('UUL'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. UUL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 30 September 2021 for Mr Jonathan Cheng (the '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 that:

*'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 Notice indicates that a change in Mr Cheng's notifiable interest occurred on 14 June 2021. It appears that the Notice should have been lodged with ASX by 21 June 2021. Consequently, UUL may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Cheng may have breached section 205G of the *Corporations Act 2001* (Cth).

---

## Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions 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*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does UUL 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 UUL intend to take to ensure compliance with Listing Rule 3.19B?

## 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 **3:30PM AWST Wednesday, 6 October 2021**. 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, UUL'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 and may require UUL to request a trading halt immediately.

Your response should be sent to me by e-mail at **ListingsCompliancePerth@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.

## 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 UUL'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 UUL's securities under Listing Rule 17.3.

---

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

In responding to this letter, you should have regard to UUL'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 UUL'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 a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

### **Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

---

**Damian Dinelli**  
Adviser, Listings Compliance (Perth)