



4 January 2019

Isabelle Andrews
Adviser, Listings Compliance (Perth)
Australian Securities Exchange Limited

Dear Isabelle,

ASX QUERY: LATE LODGEMENT OF CHANGE OF DIRECTOR'S INTEREST NOTICE
DTI GROUP LIMITED

DTI Group Ltd ("DTI" or "Company") (ASX:DTI) responds to your correspondence dated 3 January 2019 regarding the late lodgement of an Appendix 3Y as follows:

1. The Appendix 3Y relates to an issue of Performance Rights to Mr Tazewell under the company's newly implemented Employee Equity Plan. Mr Tazewell's notifiable interest occurred on 10 December, being the date, the Performance Rights were allocated by the Company's Share Registry. However Mr Tazewell did not become aware of the allotment until the Chess statement notifying this allotment was despatched by the Registry over the Christmas period and received by Mr Tazewell on 28 December 2018.

Mr Tazewell submitted an Appendix 3Y on 2 January and this notice was lodged by DTI on the same day. DTI notes that this lodgement was within five days of Mr Tazewell becoming aware of the allotment. The delay in the receipt of the Chess statement coupled with interrupted business operations associated with Christmas are the reasons for the delay in lodging the notice.

2. DTI has a Communication policy and a Market Disclosure policy that are available on DTI's website. These policies have also been provided to all directors and staff. Directors are also reminded of their continuous disclosure obligations through regular Board meetings and communications.
3. Whilst the Company believes that its current arrangements are adequate and are being enforced, it will, as an additional process, instruct the Registry to provide all staff and directors with official email notifications for all future issues of equity as soon as the transactions occur.

I trust the above addresses all your concerns. Should you require any further clarification please do not hesitate to contact the undersigned.

Yours faithfully

Raj Surendran
Company Secretary



3 January 2019

Mr Raj Surendran
Company Secretary
DTI Group Ltd
31 Affleck Road
Perth Airport WA 6105

By email:

Dear Mr Surendran

DTI Group Ltd ('DTI'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. DTI's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 2 January 2019 for Mr Peter Tazewell (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 Tazewell's notifiable interest occurred on 10 December 2018. It appears that the Notice should have been lodged with ASX by 17 December 2018. Consequently, DTI may have breached 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 DTI of its contract with ASX to comply with the Listing Rules. In the circumstances, DTI should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

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 DTI 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 DTI intend to take to ensure compliance with Listing Rule 3.19B?

When and where to send your response

Your response should be sent to me by e-mail at ListingsCompliancePerth@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, no later than half an hour before the start of trading (i.e. before 9:30 am WST) on 7 January 2019.

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.

Enquiries

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

Kind regards

Isabelle Andrews
Adviser, Listings Compliance (Perth)