



14 March 2019

Ms Penelope Reid
Adviser, Listings Compliance
Australian Securities Exchange

Dear Ms Reid,

Queries on Appendix 3Y

We refer to your letter to Sunbridge Group Limited ("SBB" or the "Company") on 12 March 2019 regarding director Mr Jiayin Xu's Appendix 3Y and advise as follows:

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

The Board only became aware on 8 March 2019 that no Appendix 3Y was lodged for the director's change of interest and immediately looked into the matter and took actions to remedy it. The Appendix 3Y was lodged late due to oversight as a result of miscommunication between the director and the company secretary.

2. What arrangements does SBB 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?

There are written agreements between directors and the Company to ensure compliance with Corporations Act 2001 (Cth) and compliance with the Company's corporate governance policies. The directors are informed of disclosure obligations in the Appointment Letters and Deed of Access, Indemnity and Insurance that they signed with the Company.

Further, the Company's Securities Trading Policy has clear instructions in place for each Director to notify the Company of any changes in relevant interest in any securities of the Company.

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

The Board believes the current arrangements are adequate. The Company will re-inform the directors of their disclosure obligations and to require notification of any changes in relevant securities of the Company to be given to the Company Secretary via written notice. The Company Secretary will also monitor the movement of directors' securities holdings more frequently via the share registry.

- END -

For further information please contact:

Sunbridge Group Limited

Level 12, 680 George Street, Sydney, NSW 2000
E: koh.chowyee@sunbridge.com.au
T: +61 2 8280 7355 F: +61 2 9287 0350

12 March 2019

Mr Chow Yee Koh
Sunbridge Group Limited
Level 12, 680 George Street
SYDNEY NSW 2000

By email: koh.chowyee@sunbridge.com.au

Dear Mr Koh

Sunbridge Group Limited ('SBB'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. SBB's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 11 March 2019 for Mr Jiayin Xu (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 Xu's notifiable interest occurred on 12 November 2018. It appears that the Notice should have been lodged with ASX by 19 November 2018. Consequently, SBB may have breached Listing Rules 3.19A and/or 3.19B. It also appears that Mr Xu may have breached section 205G of the *Corporations Act 2001* (Cth).

Please note that ASX is required to record details of breaches of the Listing Rules by listed entities for its reporting requirements.

ASX reminds SBB of its contract with ASX to comply with the Listing Rules. In the circumstances, SBB 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 SBB 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 SBB 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 **4.30 PM WST on 14 March 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.

Yours sincerely

Penelope Reid
Adviser, Listings Compliance (Perth)