



SUNBRIDGE GROUP LIMITED

ACN 163 886 020

Level 25, 88 Philip Street, Sydney NSW 2000

T: +61 2 8211 0663 F: +61 2 8211 0555

1 February 2016

Mr Sebastian Bednarczyk
Level 40, Central Park
152 – 158 St Georges Terrace
PERTH WA 6000

By email to: Sebastian.Bednarczyk@asx.com.au

Dear Sebastian

SUNBRIDGE GROUP LTD (“COMPANY”) – LATE LODGEMENT OF APPENDIX 3Y QUERY

We refer to your letter dated 29 January 2016 in relation to the above and provide the following responses to your questions:

1. Please explain why the Appendix was lodged late

The Appendix was lodged late due to:

- (a) a delay by the relevant director in notifying the Company of the change in his relevant interest in the Company’s securities by way of an off market transfer;
- (b) the inherent delay in couriering the off market transfer form from China to the Company’s share registry in Australia; and
- (c) a delay in the share registry’s internal identification procedures and the subsequent delay in processing the off market transfer form.

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

Each director has entered into a Deed of Access, Indemnity and Insurance with the Company. Under the Deed each director is required to provide to the Company full details of any change in securities registered in the director’s name as soon as reasonably possible after the date of the change and in any event no later than 3 business days after the change.

Similarly, the Company’s Security Trading Policy obliges a director to notify the ASX within the 5 days after any dealings in the Company’s securities (either personally or through a third party) which results in a change in the relevant interest of the director in the Company’s securities.



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

The Company considers that its current arrangements are adequate. However, this instance of non-compliance will be considered at the next meeting of the Company's Board and the Chairman will be discussing the matter directly with the relevant director to ensure that he understands his obligations regarding required disclosures accordingly.

Yours sincerely,

Mr Wayne V Reid, O.B.E.
Chairman
Sunbridge Group Ltd



29 January 2016

Chow Yee Koh
Sunbridge Group Limited
120 Collins Street
MELBOURNE VIC 3000

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

SUNBRIDGE GROUP LIMITED (the "Company")

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 22 January 2016 for Jiayin Xu (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.*



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 Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

The Appendix 3Y indicates that a change in Director's notifiable interest occurred on 7 January 2016. It appears that the Director's Notice should have been lodged with ASX by 14 January 2016. Consequently, the Company 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 companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company 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", we ask that you answer each of the following questions:

1. Please explain why the Appendix was lodged late.
2. What arrangements does the Company have in place 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 Company 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 Market Announcements Office. A response is requested as soon as possible and, in any event, not later than **5.00 pm WST on Monday, 1 February 2016**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Sebastian Bednarczyk
Senior Adviser, Listings (Perth)