

17 April 2015

Belinda Mai
Listings Adviser,
ASX Listings Compliance
Exchange Centre
20 Bridge Street
SYDNEY NSW 2008

Dear Belinda

Change of Director's Interest Notice – R.A. Simpson 31 March 2015

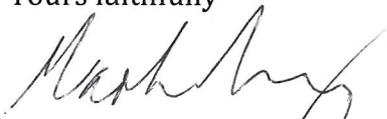
I refer to your letter dated 16 April 2015, and respond as follows:

1. As appears on the notice, the change in interests took place as a result of an allocation under Vita Group's Dividend Reinvestment Program "DRP". The DRP was introduced in August 2014.

This was a *passive* allocation to Mr Simpson under the DRP rather than an active trade by Mr Simpson. As can be seen from the Appendix 3Y the share allocation in relation to Mr Simpson was small and Mr Simpson was unaware of the allocation until shortly before the notice was lodged.

2. The company has binding arrangements with each of its Directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A.
3. Each of the Directors has been reminded of their obligations, including to inform the Company Secretary of DRP elections and allocations.

Yours faithfully



Mark Anning
Group Company Secretary / Legal Counsel
Vita Group Limited



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COMMUNICATIONS



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16 April 2015

Mr Mark Anning
Group Company Secretary/ Legal Counsel
Vita Group Limited
Level 3
Vita Place
77 Hudson Road
Albion QLD 4010

Dear Mark,

Vita Group Limited (Company)

ASX Limited ("ASX") refers to the following:

1. The Appendix 3Y lodged by the Company with ASX Market Announcements Platform and released at 6:26pm on 31 March 2015 (the "Appendix 3Y"), confirming the change of director's interest of Mr Richard Anthony Simpson of the Company effective 5 December 2014.
2. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A1 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.
 - 3.19A2 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). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.
 - 3.19A3 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 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.
4. 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 the director's notifiable interest occurred on 5 December 2014. It appears that the Director's Notice should have been lodged with ASX by 12 December 2014. Hence, the Appendix 3Y is effectively 88 business days late. Consequently, the Company may be in breach of 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 companies 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", we ask that you answer each of the following questions:

1. Please explain why the Appendix 3Y 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 do 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 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.

Your response is required as soon as reasonably possible and, in any event, by not later than half an hour before the start of trading (**before 9.30 a.m. AEST on Tuesday 21 April, 2015**)

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,



Belinda Mai
Listings Adviser, ASX Listings Compliance