

15 July 2015

Mr Ivan Tatkovich
Adviser, Listings Compliance
ASX Compliance Pty Ltd
20 Bridge Street
Sydney NSW 2000

Dear Mr Tatkovich

PTB GROUP LIMITED APPENDIX 3Y

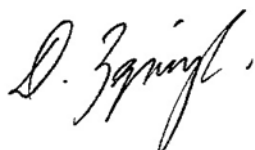
We refer to your letter dated 14 July 2015 in relation to the late lodgement of change of directors' interest notices (Appendix 3Y) (**Director Notices**) in relation to PTB Group Limited (**Company**) and advise as follows.

- 1 The Director Notices were lodged late due to an administrative oversight by the Company following the issue of shares under the Company's dividend reinvestment plan (**DRP**). As soon as the oversight was identified, the Director Notices (together with an Appendix 3B) were lodged with ASX.

Although the Company acknowledges that the Directors Notices and Appendix 3B were lodged late, the Company notes that:

- (a) as per the market announcement of 11 May 2015, the Company had advised shareholders that the directors intended to participate in the DRP in respect of all of their shares; and
 - (b) the market was aware that shares would be issued under the DRP on 16 June 2015.
- 2 The Company has compliance arrangements in place which requires all directors to notify the Company Secretary of any trading they undertake in the Company's securities as required by Listing Rule 3.19B. The Company notes that the late lodgement in this circumstance did not arise as a result of a failure by the directors to comply with these notification requirements.
- 3 The Company considers that its current arrangements are adequate and does not anticipate a reoccurrence of the failure to lodge notices in the timeframes required by the Listing Rules.

Yours faithfully



Daniel Zgrajewski
Chief Financial Officer / Company Secretary



14 July 2015

Mr Daniel Zgrajewski
Company Secretary
PTB Group Limited
22 Orient Avenue
Pinkeba QLD 4008

By email: dzgrajewski@pacificturbine.com.au

Dear Mr Zgrajewski

PTB Group Limited (the "Entity"): Appendix 3Y – Change of Director's Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on Tuesday, 14 July 2015 for Non-Executive Director, Andrew Peter Somerville Kemp;
2. The Appendix 3Y lodged by the Entity with ASX on Tuesday, 14 July 2015 for Managing Director, Craig Baker;
3. The Appendix 3Y lodged by the Entity with ASX on Tuesday, 14 July 2015 for Non-Executive Director, Nicholas Bolton;
4. The Appendix 3Y lodged by the Entity with ASX on Tuesday, 14 July 2015 for Chairman, Harvey Parker; and
5. The Appendix 3Y lodged by the Entity with ASX on Tuesday, 14 July 2015 for Executive Director Royston Stephen Ferris

(collectively, the "Director Notices");

6. 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.

7. 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.

8. 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.

ASX further notes that the Appendix 3B lodged today for the issue of securities pursuant to the dividend reinvestment plan on 16 June 2015 was lodged late, and outside of the timeframe required by listing rule 3.10.5.

The Appendices 3Y indicate that a change in the Directors' notifiable interests occurred on 16 June 2015. It appears that the Director Notices should have been lodged with ASX by 23 June 2015. Consequently, the Entity 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 entities 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*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Director Notices were lodged late.
2. What arrangements does the Entity 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 the Entity 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 ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Friday, 17 July 2015.

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.

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

Yours sincerely

[Sent electronically without signature]

Ivan Tatkovich
Adviser, Listings Compliance