



G O W I N G   B R O S

Investing Together For a Secure Future

GOWING BROS LIMITED

EST. 1868

ACN 000 010 471

UNIT 21, UPPER DECK

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Mr Andrew Kabega  
Senior Adviser, Listing Compliance (Sydney)  
ASX Pty Limited  
20 Bridge Street  
Sydney, NSW 2000

**By Email**

Dear Mr. Kabega,

**Gowing Bros Limited (the “Company”): Appendix 3Y – Change of Director’s Interest Notice:**

I refer to your letter dated 6 January 2016, in connection with the late lodgement of Appendices 3Y on 10 November 2015.

The responses to the three queries set out on page 2 of your letter are as follows:

1. The changes to the shareholdings referred to in Appendices 3Y were as a result of a Bonus Issue of Shares on 22 October 2015. The Company has not had a bonus issue of shares for many years and once the submission error was detected, the Appendices were prepared and lodged immediately, on 10 November 2015.
2. The Company has procedures in place and arrangements with each Director so as to be able to provide timely notification to the ASX of relevant changes in Directors interests. These procedures have now been updated/amended to include non-cash issues of securities or bonus issues.
3. The procedures have been updated to include bonus and non-cash transactions. We are of the view that the updated procedures are adequate to ensure future compliance with listing rules 3.19A and 3.19B

Yours faithfully

Justin Chorn  
Company Secretary



6 January 2016

Justin Chorn  
Company Secretary  
Gowing Bros Limited  
Unit 21, Jones Bay Wharf  
26-32 Pirrama Road  
Pyrmont NSW 2009

By email: [jchorn@gowings.com](mailto:jchorn@gowings.com)

Dear Mr Chorn,

**Gowing Bros Limited (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice**

We refer to the following;

1. The Appendices 3Y lodged by the Entity with ASX on Tuesday, 10 November 2015 for Mr Tony Salier, Mr Robert Fraser, Mr John Parker and Mr John Gowing  
  
(the “Appendices”);
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 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 Appendices indicate that a change in the Director's notifiable interest occurred on 22 October 2015. It appears that the Appendices should have been lodged with ASX by 29 October 2015. Consequently, the Entity 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 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 Appendices 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.D.T.) on Friday, 8 January 2016.

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]*

Andrew Kabega

**Senior Adviser, Listings Compliance (Sydney)**