

1 November 2016

Ivan Tatkovich  
Adviser, Listings Compliance  
ASX Listings Compliance  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000



Dear Ivan

### **Vita Group Limited ('Entity') – Response to Price Query**

We refer to your price query letter of 31 October 2016. In response to the queries raised in your letter, we advise as follows:

1. *Is the Entity aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?*

*In responding to this question, please consider in particular whether the Company is aware of any information that its earnings for the 6 month period ending on 31 December 2016:*

*a) are likely to differ materially (downwards or upwards) from any earnings guidance it has given for the period; or*

*b) if the Company has not given any earnings guidance for the period, are otherwise likely to come as a surprise to the market (by reference to analyst forecasts for the period or, if the Company is not covered by analysts, its earnings for the prior corresponding period)?*

No.

2. *If the answer to question 1 is yes, is the Entity relying on Listing Rule 3.1A not to announce information under Listing Rule 3.1, can an announcement be made immediately? If not, why not and when it is expected that an announcement will be made?*

Not applicable.

3. *Is there any other explanation that the Entity may have for a price change in securities of the Entity?*

In line with normal commercial practice, on Friday 28<sup>th</sup> October 2016, Telstra briefed Vita Group and the broader Telstra licensed channel in confidence about some potential changes to the remuneration construct, reflecting a number of market and commercial factors. Vita and Telstra are currently in confidential discussions about those potential changes, and other strategic and tactical opportunities available to their partnership. Once the outcomes arising from these discussions can be reliably assessed, Vita will update the market, if required, in line with its disclosure obligations.

4. *Please confirm that the Entity is in compliance with the listing rules and, in particular, listing rule 3.1*

The Entity confirms that, so far as it is aware, it is in compliance with the listing rules and, in particular, with listing rule 3.1.



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Finally, we also confirm that the Company's responses have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of the Company with delegated authority from the board to respond to ASX on disclosure matters.

If you have any queries please contact the writer.

Yours faithfully



**Mark Anning, Group Company Secretary and Legal Counsel**  
**Vita Group Limited**



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31 October 2016

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

By email:

Dear Mr Anning

**Vita Group Limited (the “Company”): Price Query**

We note the change in the price of the Company’s securities from a close on Friday, 28 October 2016 of \$4.71 to a low of \$4.12 at the time of writing today.

We also note the significant increase in the volume of the Company’s securities traded today.

In light of this, ASX asks the Company to respond separately to each of the following questions and requests for information:

1. Is the Company aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?

In responding to this question, please consider in particular whether the Company is aware of any information that its earnings for the 6 month period ending on 31 December 2016:

- a) are likely to differ materially (downwards or upwards) from any earnings guidance it has given for the period; or
- b) if the Company has not given any earnings guidance for the period, are otherwise likely to come as a surprise to the market (by reference to analyst forecasts for the period or, if the Company is not covered by analysts, its earnings for the prior corresponding period)?

2. If the answer to question 1 is “yes”:

- a) Is the Company relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1?

Please note that the recent trading in the Company’s securities would suggest to ASX that such information may have ceased to be confidential and therefore the Company may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is “yes”, you need to contact us immediately to discuss the situation.

- b) Can an announcement be made immediately?

Please note, if the answer to this question is “no”, you need to contact us immediately to discuss requesting a trading halt (see below).

- c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?
3. If the answer to question 1 is “no”, is there any other explanation that the Company may have for the recent trading in its securities?
4. Please confirm that the Company is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that the Company’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of the Company with delegated authority from the board to respond to ASX on disclosure matters.

### **When and where to send your response**

This request is made under, and in accordance with, Listing Rule 18.7. 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 (ie before 9.30 am AEDT) on 1 November 2016. If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Company’s securities under Listing Rule 17.3.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, the Company’s obligation is to disclose the information “immediately”. This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

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.

### **Listing Rules 3.1 and 3.1A**

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity’s securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

In responding to this letter, you should have regard to the Company’s obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

It should be noted that the Company’s obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

### **Trading halt**

If you are unable to respond to this letter by the time specified above, or if the answer to question 1 is “yes” and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in the Company’s securities under Listing Rule 17.1.

If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We may require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

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

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