



STEAMSHIPS
TRADING COMPANY LIMITED

31 August 2016

Kimberley Brown
Senior Adviser, Listings Compliance (Sydney)
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

Dear Kimberley

Steamships Trading Company Limited – Appendix 3Y Query

I refer to your letter dated 29 August 2016 in relation to the Appendix 3Y lodged on 25 August 2016 for Mr Barnaby Swire by Steamships Trading Company Limited (the **Company**) with the Australian Securities Exchange and respond as follows:

1. *Please explain why the Appendix 3Y was lodged late*

The increase in the shareholding of Mr Barnaby Swire which took place on 4 July 2016 which was the subject of the Appendix 3Y was in connection with ordinary and preference shares held in John Swire & Sons Ltd, a company incorporated in the United Kingdom and a major shareholder of the Company (**JS&S**). Due to an administrative oversight and change of personnel, the Company experienced a temporary difficulty in attending to the due notification of the change in relevant shareholdings in JS&S. Upon the Company becoming aware of and then considering the nature of the change and realising that there was a continuing and inadvertent time delay in making the notification, the Company immediately sought clarification of the details of the changes to Mr Swire's holdings in JS&S, in order to ensure that the Appendix 3Y disclosure was accurate and in compliance with the Listing Rules. We apologise for this oversight and delay.

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?*

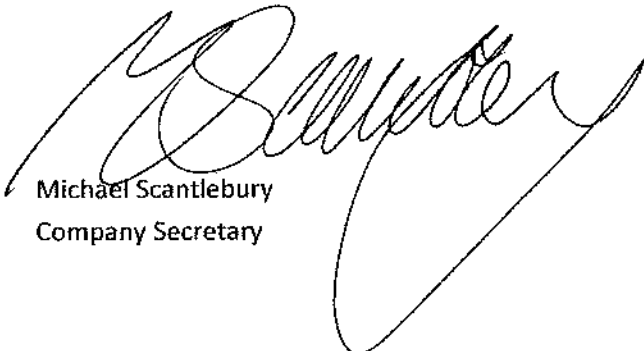
The Company has a policy which requires that its directors provide information to the Company regarding any notifiable interests (including changes to those interests) in the Company. In addition, the Company's directors are aware and regularly reminded of the need to advise the Company Secretary of any changes in notifiable interests in the Company, including dealings in shares in JS&S. Accordingly there is no systemic issue with the arrangements that have been established to ensure that the relevant disclosure obligations are met.

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 current arrangements are considered adequate.

Yours sincerely

For Steamships Trading Company Ltd

A large, stylized handwritten signature in black ink, appearing to read 'M. Scantlebury', is written over the printed name and title.

Michael Scantlebury
Company Secretary



29 August 2016

Mr Michael Scantlebury
Company Secretary
Steamships Trading Company Limited
Level 5, Harbourside West
Port Moresby
NCD PG 121

Dear Mr Scantlebury

Steamships Trading Company Limited (the “Company”) Appendix 3Y – Change of Director’s Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 25 August 2016 for Mr Barnaby Swire (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). 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.

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 indicate that a change in the Director's notifiable interest occurred on 4 July 2016. It appears that the Director's Notice should have been lodged with ASX by 11 July 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:

5. Please explain why the Appendix were 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 v intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail or by facsimile on facsimile number (02) 9241 7620. 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 half an hour before the start of trading (ie before 9.30 a.m. A.E.S.T.) on Thursday, 1 September 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,

A handwritten signature in blue ink, appearing to read 'Kimberley Brown'.

Kimberley Brown
Senior Adviser, Listings Compliance (Sydney)