

21 April 2016

Mr Andrew Kabega Senior Advisor, Listings Compliance (Sydney) **ASX Compliance Pty Limited** 20 Bridge Street Sydney NSW 2000

Gateway Lifestyle Group (Company)

Lodgement of Appendix 3Y – Change of Director's Interest Notice

We refer to your letter of 19 April 2016 regarding the lodgement of an Appendix 3Y for Mr Andrew Love. The Appendix 3Y was not lodged with ASX within the required 5 business days due to an administrative error.

Mr Love participated in the Company's entitlement offer, announced to the market on 9 March 2016. Securities were issued under that offer and began trading on 7 April 2016. However, Mr Love did not receive notification of the securities allocated to him under the entitlement offer until 14 April 2016. An Appendix 3Y was lodged 2 business days later.

We have reviewed the administrative error that caused the late lodgement of Mr Love's Appendix 3Y and confirm that the internal processes that we have in place are otherwise effective to ensure that the Company is able to meet its continuous disclosure obligations under Listing Rule 3.19. [However, we have put in place an additional process to ensure that an administrative error of this kind does not occur again.]

Yours sincerely

John Wong

Company Secretary Gateway Lifestyle Group







19 April 2016

John Wong Company Secretary Gateway Lifestyle Group Suite 303, 7-9 Irvine Place Bella Vista NSW 2153

Dear John

Gateway Lifestyle Group (the "Group") Appendix 3Y – Change of Director's Interest Notice

We refer to the following;

- 1. The Appendix 3Y lodged by the Group with ASX on 18 April 2016 for Mr. Andrew Love (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 indicates that a change in Director's notifiable interest occurred on 7 April 2016. It appears that the Director's Notice should have been lodged with ASX by 14 April 2016. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B. It also appears the director 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 Group of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Group 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 Group have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
- If the current arrangements are inadequate or not being enforced, what additional steps does the Group intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at Andrew.kabega@asx.com.au. It should not be sent to the Company 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 (i.e. before 9.30 a.m. A.E.S.T.) on Thursday, 21 April 2016.



Yours sincerely,

(sent electronically without signature)

Andrew Kabega
Senior Adviser, Listings Compliance (Sydney)