

10 November 2011

Mr Anthony Ingegneri  
Adviser, Listings (Sydney)  
ASX Compliance Pty Ltd  
20 Bridge Street  
SYDNEY NSW 2000

By email: [anthony.ingegneri@asx.com.au](mailto:anthony.ingegneri@asx.com.au)

Dear Mr Ingegneri

#### **SPARK INFRASTRUCTURE GROUP – Director Notice**

We refer to your letter of 9 November 2011.

Spark Infrastructure takes compliance with the listing rules and its contract with the ASX extremely seriously.

As requested, we respond to your questions as follows:

1. Please explain why the Director Notice was lodged late?

The late lodgement of the Notice was due to an oversight by the Company Secretary. The notification of the director's retirement was provided to the Company Secretary in a timely fashion and all necessary information was available to prepare the Appendix 3Z and lodge the same with the ASX. Unfortunately, the preparation and lodgement of the Notice was not made at the time of the director's retirement. Accordingly, the Notice was lodged when the oversight was identified through our compliance monitoring.

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?

Spark Infrastructure has Board governance policies and procedures in place to ensure directors understand their obligations and notify the company of any changes in their holdings of securities. In addition, Spark Infrastructure has procedures in place which are designed to ensure that appropriate notices are prepared and lodged with the ASX in compliance with the listing rules. Unfortunately, these procedures were not followed in this instance.

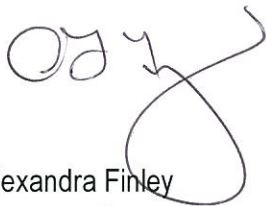
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Group intend to take to ensure compliance with listing rule 3.19B?

Spark Infrastructure has examined the matter and believes that the oversight was due to unusual circumstances. Spark Infrastructure has reviewed and updated its procedures accordingly and considers them to be adequate and appropriate to ensure there is not a reoccurrence of a breach of the listing rules.

We trust that these responses are satisfactory.

Please let me know if you have any further questions.

Yours sincerely,



Alexandra Finley  
Company Secretary



ASX Compliance Pty Limited  
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20 Bridge Street  
Sydney NSW 2000  
PO Box H224  
Australia Square  
NSW 1215

9 November 2011

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Ms Alexandra Finley  
Company Secretary  
Spark Infrastructure Group  
Level 6  
National Australia Bank House  
255 George Street  
Sydney NSW 2000

By Email:

Dear Alexandra,

**Spark Infrastructure Group (the "Group")**

We refer to the following;

1. The Appendix 3Z lodged by the Group with ASX on 9 November 2011 for Stephen Johns (the "Notice");
2. Listing rule 3.19A which requires an entity to tell ASX the following:
  - 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.

As the Notice indicates that the director ceased to be a director on 30 September 2011 it appears the Notice should have lodged with ASX by 7 October 2011. As it was lodged on 9 November 2011 it appears that there may have been a breach by the Group 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 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 Director Notice 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?
3. 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 [anthony.ingegneri@asx.com.au](mailto:anthony.ingegneri@asx.com.au) or by facsimile on facsimile number (02) 9241 7620. 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 (**ie before 9.30 a.m. A.E.D.T.) on Monday, 14 November 2011.**

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

*[Sent electronically without signature]*

Anthony Ingegneri  
**Adviser, Listings (Sydney)**