



Level 1, 186-190 Lygon Street  
CARLTON VICTORIA 3053

28 September 2013

Ms. Simone Papas  
ASX

Dear Simone,

**Re: Sofcom Limited Directors Interest Notices**

Further to your letter dated 23 September 2013 and in particular in response to your 3 questions, I advise as follows:

In relation to the Appointment as a Director of Mr. Menelaos Stamatopoulos, I advise that I am unable to respond why the Appendices were not lodged. At that point in time there was a different administration in place that no longer has anything to do with Sofcom Limited.

**Question 1**

In terms of Mr. Anthony Hilton Lotzof, Mr. James Edward Miller, Mr. Steve Di Petta and Mr. Matthew Johannes Waij, I apologise that the Appendices were lodged late. When I was appointed Company Secretary, I was not aware of the requirements. Since it has been brought to my attention I have lodged the Appendices and brought in steps to make sure that this does not happen again.

**Question 2.**

All of the Directors have advised the company in relation to any interest of the company securities they have and the company has filed the necessary appendices with the ASX. The company is currently in the process of putting written agreements in place with each of the Directors.

**Question 3.**

As noted above the filings by each of the directors is current and no further steps need to be put in place at this time.

Yours faithfully

Manny Stamatopoulos  
Chairman of the Board  
Sofcom Limited



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23 September 2013

Mr Manny Stamatopoulos  
Company Secretary  
Sofcom Limited  
308 Kororoit Creek Road  
Williamstown VIC 3016

By email only

Dear Manny

**Sofcom Limited (the “Company”) – Director’s Interest Notices**

We refer to the following;

1. The announcement lodged by Sofcom Limited (the “Company”) with ASX Limited (“ASX”) on 19 September 2013 confirming the appointment and resignation of directors of the Company.
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.

As the Appendix 3X for Anthony Hilton Lotzof indicated that the director was appointed on 2 May 2012 it appears that the Appendix 3X should have been lodged with ASX by 9 May 2012. As the Appendix 3X was lodged on 19 September 2013, it appears that 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.

As the Appendix 3X for Menelaos Stamatopoulos indicated that the director was appointed on 3 February 2011 it appears that the Appendix 3X should have been lodged with ASX by 10 February 2011. As the Appendix 3X was lodged on 19 September 2013, it appears that 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.

As the Appendix 3X for Matthew Johannes Waij indicated that the director was appointed on 19 June 2013 it appears that the Appendix 3X should have been lodged with ASX by 26 June 2013. As the Appendix 3X was lodged on 19 September 2013, it appears that 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.

As the Appendix 3X for James Edward Miller indicated that the director was appointed on 22 November 2011 it appears that the Appendix 3X should have been lodged with ASX by 29 November 2011. As the Appendix 3X was lodged on 19 September 2013, it appears that 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.

As the Appendix 3Z for Steve Di Petta indicated that the director ceased to be a director on 19 June 2013 it appears the Appendix 3Z should have been lodged with ASX by 26 June 2013. As it was lodged on 19 September 2013, it appears that there may have been a breach by the Company 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 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:

1. Please explain why the Appendices 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 Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at [simone.papas@asx.com.au](mailto:simone.papas@asx.com.au). 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, 26 September 2013.

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]*

Simone Papas  
**Adviser, Listings Compliance (Melbourne)**