



Fermiscan Holdings Limited
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22 August 2011

Ms Stephanie Yong
Senior Adviser, Listings (Sydney)
Australian Securities Exchange
Exchange Square
20 Bridge Street
SYDNEY NSW 2000

Via Email: stephanie.yong@asx.com.au

Dear Madam

Fermiscan Holdings Limited
ABN 51 000 689 725

I refer to your letter dated 19 August 2011 wherein you requested the Company respond in 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" and specifically answer the following questions concerning Appendices 3X lodged in regard to Messrs Wright and Bontempo and Appendices 3Z lodged in regard to Messrs Chalmers and Dillon.

1. Please explain why the Appendices were lodged late.

There was an inadvertent mix up due to the Company Secretary being suddenly called to the United Kingdom on business, wherein as Chairman I believed that same had been lodged whereas the Company Secretary thought that I as Chairman was attending to their lodgement, it was only a week later upon reviewing the files same was noticed and the Appendices were lodged without a request from the ASX.

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 detailed engagement letter which is sent to directors advising them of all their responsibilities including providing the requisite information to enable the timely lodging of Appendices 3X, 3Y and 3Z, written acknowledgement of receipt of such engagement letter is required.

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 Company believes that its arrangements are adequate but will apply a greater level of diligence to ensure compliance with Listing rule 3.19B in future.

I apologize for the inconvenience and will ensure future compliance.

Should you require any further information, please do not hesitate to contact the writer.

Yours faithfully

A handwritten signature in black ink, appearing to read 'R Whitton', written over the typed name.

Robert Whitton
Chairman
Fermiscan Holdings Limited



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19 August 2011

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Mr Robert Whitton
Fermiscan Holdings Limited
Level 29
66 Goulburn Street
Sydney NSW 2000

By email

Dear Robert

Fermiscan Holdings Limited (the "Company")

We refer to the following:

1. The Appendices 3X lodged by the Company with ASX Limited ("ASX") on 17 August 2011 for Mr Richard Wright and Mr Carmelo Bontempo (the "Appendices 3X"); and
2. The Appendices 3Z lodged by the Company with ASX on 17 August 2011 for Mr Ian Chalmers and Mr Ben Dillon (the "Appendices 3Z");

(together, the "Appendices").

1. 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.

2. 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 3.19A. The entity must enforce the arrangements with the director.

3. 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 Appendices 3X indicated that Mr Wright and Mr Bontempo were appointed as directors on 3 August 2011. The Appendices 3Z also indicated that Mr Chalmers and Mr Dillon ceased to be directors on 3 August 2011. It appears that the Appendices should have been lodged with ASX by 10 August 2011. As the Appendices were lodged on 17 August 2011, it appears that the Company may be in breach 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 a return e-mail 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, **no later than close of business on Tuesday, 23 August 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]

Stephanie Yong
Senior Adviser, Listings (Sydney)