



International Limited ACN 110 184 355

Corporate Head Office
Ground Floor, 22 Delhi Street
West Perth 6005
Western Australia 6160
ASX Code: TV2

ASX ANNOUNCEMENT

12 December 2016

Attn: Hayley Pratt
Australian Securities Exchange
Level 40 Central Park
152-158 St George's Terrace
Perth WA 6000

Dear Hayley

Re: TV2U International Limited (the 'Company'): 'ASX aware query'

We refer to your letter dated 8 December 2016 and respond to each of the following items below.

Unless noted capitalised terms used and not defined herein have the meaning ascribed to them in your letter.

- 1. Does TV2 consider the Body Works Information contained in the Body Works Announcement to be information that a reasonable person would expect to have a material effect on the price or value of its securities?**

The Company executed a non-binding, conditional Letter of Intent with Body Works International BV (**Body Works International**) on 14 September 2016.

The Company signed a conditional Heads of Agreement with Body Works International on 1 October 2016. The Heads of Agreement was, in terms, conditional on the obtaining of a number of approvals, including Body Works International obtaining content rights to fitness workout videos, the rights which were owned by Mr Gilad Janklowicz (**Content Rights**).

At the time of signing the Heads of Agreement, neither party had any certainty as to whether the Content Rights would be obtained and as such the Company did not think that the Body Works Information was information that a reasonable person would expect to have a material effect on the price or value of its securities (**Material**).

The Content Rights were not obtained until on or around 25 October 2016 (UK time); this was verbally confirmed to the Company by Body Works.

Furthermore, even after approvals for the Content Rights were obtained, there is a question about whether the Heads of Agreement became Material because the Bodyworks agreement included no payment to the Company for the provision of services, technology or a platform.



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In any event, the announcement was made to the market because, once the Heads of Agreement became unconditional, it could have been viewed as being Material.

2. If the answer to question 1 is “no”, please advise the basis for that view.

Please see response to Question 1 above.

3. When did TV2 first become aware of the Body Works Information? In answering this question, please specify the date and time when TV2 first became aware of the Body Works Information or any part thereof, including when the heads of agreement was executed.

Please see response to Question 1 above.

4. If TV2 first became aware of the Body Works Information prior to the release of the Body Works Announcement, did TV2 make any announcement prior to the release of the Body Works Announcement which disclosed the Body Work Information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe TV2 was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps TV2 took to ensure that the information was released promptly and without delay.

The first announcement in relation to the Body Works Information was made on 27 October 2016.

For the reasons set out in the response to Question 1 above, the Company did not believe that an announcement was necessary until the Content Rights had been obtained as until this time the Body Works Information was insufficiently definite to warrant disclosure.

As soon as the Content Rights were obtained, the parties finalised an announcement which was then released in the morning of 27 October 2016. The contents of the announcement had to be agreed across 4 different time zones, being Hawaii (Mr Janklowicz), the Netherlands (Body Works International), the United Kingdom (majority of the Company board) and Perth, Australia.

As explained in the response to Question 1, the Company announced the Body Works Information to the market because once the Heads of Agreement became unconditional it could be viewed as being Material.

5. When were the New Shares issued to holders as announced in the Appendix 3B? In answering this question, please specify the date and time the New Shares or any part thereof were issued.

The New Shares were issued on 26 October 2016 at 15.00 (WST).



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6. Please confirm that TV2 is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

The Company confirms that it is in compliance with the Listing Rules, in particular Listing Rule 3.1.

7. Please confirm that TV2's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of TV2 with delegated authority from the board to respond to ASX on disclosure matters.

The Company confirms this.

For and on behalf of the Board

Graham Durtanovich
Director



8 December 2016

Ms Sarah Smith
Company Secretary
TV2U International Limited
Suite 4, Level 1
11 Ventnor Avenue
WEST PERTH WA 6005

By email: ss@miradorcorporate.com

Dear Ms Smith

TV2U International Limited (“TV2”): aware query

ASX Limited (“ASX”) refers to the following:

- A. The announcement entitled “Trading Halt” lodged on the ASX Market Announcements Platform and released at 9:50 am AEDT on Monday, 24 October 2016.
- B. TV2’s announcement entitled “TV2 Signs Agreement with Leading Indonesian Telco Provider” lodged on the ASX Market Announcements Platform and released at 10:06 am AEDT on Wednesday, 26 October 2016, disclosing that TV2 had signed a heads of agreement with PT. PGAS Telekomunikasi Nusantara to deliver a white labeled interactive OTT managed service into the region of Indonesia.
- C. The increase in the price of TV2’s securities from the closing price of \$0.015 on Friday, 21 October 2016 to the closing price of \$0.019 on Wednesday, 26 October 2016 with an intraday high price of \$0.023.
- D. TV2’s announcement entitled “Appendix 3B and Cleansing Notice” lodged on the ASX Market Announcements Platform and released at 5:51 pm AEDT on Wednesday, 26 October 2016 (the “Appendix 3B”), announcing the new issue of 43,000,000 fully paid ordinary shares for “consideration for corporate advisory and business development services provided in accordance with Mandate dated 13 September 2016”(the “New Shares”).
- E. TV2’s announcement entitled “Heads of Agreement with Body Works International” lodged on the ASX Market Announcements Platform and released at 8.26 am AEDT on Thursday, 27 October 2016 (the “Body Works Announcement”), disclosing that TV2 had signed a heads of agreement with Body Works International BV to launch a health and wellbeing OTT Content initiative using TV2’s intelligent video accessible network (“Body Works Information”).
- F. The decrease in the price of TV2’s securities from the closing price of \$0.019 on Wednesday, 26 October 2016 to the closing price of \$0.016 on Thursday, 27 October 2016.
- G. The increase in the price of TV2’s securities from the closing price of \$0.016 on Thursday, 27 October 2016 to the closing price of \$0.017 on Friday, 28 October 2016.
- H. TV2’s announcement entitled “Response to ASX Aware Letter” lodged on the ASX Market Announcements Platform and released at 7:47 pm on Tuesday, 1 November 2016.

I. Listing Rule 3.1, which requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.

J. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:

"an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity"

and section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B* "When does an entity become aware of information".

K. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

"3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:

3.1A.1 One or more of the following applies:

- It would be a breach of a law to disclose the information;*
- The information concerns an incomplete proposal or negotiation;*
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- The information is generated for the internal management purposes of the entity; or*
- The information is a trade secret; and*

3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and

3.1A.3 A reasonable person would not expect the information to be disclosed."

L. ASX's policy position on the concept of "confidentiality", which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. In particular, the Guidance Note states that:

"Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule."

Having regard to the above, ASX asks TV2 to respond separately to each of the following questions and requests for information:

1. Does TV2 consider the Body Works Information contained in the Body Works Announcement to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

2. If the answer to question 1 is “no”, please advise the basis for that view.
3. When did TV2 first become aware of the Body Works Information? In answering this question, please specify the date and time when TV2 first became aware of the Body Works Information or any part thereof, including when the heads of agreement was executed.
4. If TV2 first became aware of the Body Works Information prior to the release of the Body Works Announcement, did TV2 make any announcement prior to the release of the Body Works Announcement which disclosed the Body Work Information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe TV2 was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps TV2 took to ensure that the information was released promptly and without delay.
5. When were the New Shares issued to holders as announced in the Appendix 3B? In answering this question, please specify the date and time the New Shares or any part thereof were issued.
6. Please confirm that TV2 is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
7. Please confirm that TV2’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of TV2 with delegated authority from the board to respond to ASX on disclosure matters.

When and where to send your response

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by not later than **9.00am AWST on Monday, 12 December 2016**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, TV2’s obligation is to disclose the information “immediately”. This may require the information to be disclosed before the deadline set out in the previous paragraph.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at Hayley.Pratt@asx.com.au and to tradinghaltspert@asx.com.au. It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

Listing Rules 3.1 and 3.1A

In responding to this letter, you should have regard to TV2’s obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

It should be noted that TV2’s obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

[Sent electronically without signature]

Hayley Pratt

Adviser, Listings Compliance (Perth)