



15 January 2019

Mr George Tharian  
Advisor – Listings Compliance (Sydney)  
20 Bridge Street  
Sydney NSW 2000

Dear George,

**Re: Appendix 3Y – Change of Director’s Interest Notice**

We refer to your letter of 14 January 2019 in relation to the Change of Director’s Interest Notice query, and address each question in turn.

**1. Explanation of why the Director’s Notice was lodged late**

The late lodgement of the Appendix 3Y was due to an administrative error over the holiday season.

**2. Company arrangements in place with directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?**

The following processes are in place to ensure that the Company is able to meet its disclosure obligations under listing rule 3.19A:

- (a) Each director is informed of ASX disclosure requirements upon their appointment;
- (b) The Company has entered into agreements with each of its directors, which places an obligation on the directors to notify the Company of interests and any changes thereto so that ASX Appendices can be lodged. Notification of any changes in a director’s direct or indirect interest in Company securities is also required under the Company’s market disclosure policy;
- (c) Standing items on the agenda of board meetings are director’s shareholding register, directors interest register and trading window. As and when required, the Company Secretary will inform directors of their obligations under Listing Rule 3.19A in board meetings or otherwise and will follow up with interested directors to ensure compliance; and
- (d) Any director wishing to trade in the Company’s securities must first obtain the consent to do so from the Chairman and Company Secretary in accordance with the Company’s security trading policy. Where approved, the director must continue to comply with any other requirements set out in that policy in connection with the dealing; and
- (e) We receive daily ‘flagged holding’ reports which alert the Company to any movement in director and executive’s INA securityholdings.

INGENIA COMMUNITIES GROUP  
INGENIA COMMUNITIES HOLDINGS LIMITED  
(ACN 154 444 925)  
INGENIA COMMUNITIES MANAGEMENT TRUST  
(ARSN 122 928 410)  
INGENIA COMMUNITIES FUND  
(ARSN 107 459 576)  
RESPONSIBLE ENTITY: INGENIA COMMUNITIES  
RE LIMITED (ACN 154 464 990) (AFSL415862)



Level 9, 115 Pitt Street  
Sydney NSW 2000  
p 1300 132 946  
f 02 8263 0500  
[www.ingeniacommunities.com.au](http://www.ingeniacommunities.com.au)

**3. Current arrangements deemed adequate for Listing Rule 3.19B?**

The Company considers that the current arrangements to be adequate.

Yours sincerely,

Leanne Ralph  
Company Secretary



14 January 2019

Ms Leanne Ralph  
Company Secretary  
Ingenia Communities Group  
Level 9  
115 Pitt Street  
Sydney NSW 2000

By email

Dear Ms Ralph

**Ingenia Communities Group ('INA'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. INA's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 11 January 2019 for Mr Simon Owen (the '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) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. 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 that:

*"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."*

The Notice indicates that a change in Mr Owen's notifiable interest occurred on 28 January 2019. It appears that the Notice should have been lodged with ASX by 7 January 2019. Consequently, INA may have breached 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 entities for its reporting requirements.

---

ASX reminds INA of its contract with ASX to comply with the Listing Rules. In the circumstances, INA should make necessary arrangements to ensure it does not continue to breach the Listing Rules.

### **Request for Information**

Under Listing Rule 18.7, we ask that you answer each of the following questions 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*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does INA have in place under Listing Rule 3.19B 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 INA intend to take to ensure compliance with Listing Rule 3.19B?

### **When and where to send your response**

Your response should be sent to me by email. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, no later than half an hour before the start of trading (i.e. before 9:30 am AEDT) on 17 January 2019.

Under Listing Rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

### **Enquiries**

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

Yours sincerely

*[Sent electronically without signature]*

---

**George Tharian**  
Adviser, Listings Compliance (Sydney)