



SELECT HARVESTS

4 February 2016

Mr John Johansson
Adviser, Listings Compliance (Melbourne)
ASX Compliance Pty Ltd

Select Harvests Limited Appendix 3X Lodged 2 February 2016

Dear John

In response to your letter dated 2 February 2016, Select Harvests Limited (the Company) provides the following responses to the questions raised:

1. Please explain why the Appendix was lodged late.

The lodgement of the Appendix 3X was late due to an administrative oversight, despite the Company's notification procedures, as outlined below, having been followed.

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 in place a formal share trading policy which provides for notification by directors, company officers and employees of any share trades occurring within the approved trading windows, on the date that the share trades occur. This notification triggers the disclosure to the ASX, as required by the applicable Listing Rules.

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 the processes in place are sufficient to meet the requirements of the Listing Rule. The need to ensure timely and accurate communication of directors' trades will be reinforced in accordance with our internal procedures and in compliance with ASX Listing Rules.

Yours sincerely

Paul Chambers
Company Secretary

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2 February 2016

Mr. Paul Chambers
CFO & Company Secretary
Select Harvests Limited
360 Settlement Road
Thomastown VIC 3074

By email: pchambers@selectharvests.com.au

Dear Paul,

Select Harvests Limited (the “Entity”): Appendix 3X – Initial Director’s Interest Notice

We refer to the following;

1. The announcement lodged by the Entity with ASX Limited (“ASX”) on Thursday, 21 January 2016 confirming the appointment of Ms. Nicki Anderson as a director of the Entity effective Thursday, 21 January 2016;
2. The Appendix 3X lodged by the Entity with ASX on Tuesday, 2 February 2016 for Ms. Nicki Anderson (the “Director Notice”);
3. 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.

4. 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.

5. 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 indicated that the director was appointed on 21 January 2016 it appears that the Appendix 3X should have been lodged with ASX by 28 January 2016. As the Appendix 3X was lodged on 2 February 2016, it appears that the Entity 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 entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity 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*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix were lodged late.
2. What arrangements does the Entity 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 the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at john.johansson@asx.com.au. It should not be sent to the ASX 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 (i.e. before 9.30 a.m. A.E.D.T.) on Friday, 5 February 2016.

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.

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

John Johansson

Adviser, Listings Compliance (Melbourne)