

Your Reference: 12220

8 January 2020

Sandra Wutete
Senior Adviser, Listings Compliance (Perth)
ASX Compliance Pty Limited
Level 40, Central Park, 152-158 St George's Terrace
Perth WA 6000

By email: ListingsCompliancePerth@asx.com.au.

Dear Ms Wutete

Appendix 3Y – Change of Director's Interest Notice Request for Information

We refer to your letter dated 6 January 2020 regarding the Appendix 3Y – Change of Director's Interest Notice for Mr Ian Testrow that was lodged by Emeco Holdings Limited (**Company**) with the Australian Securities Exchange (**ASX**) on 25 November 2019.

1. Please explain why the Appendix 3Y was lodged late.

The Appendix 3Y was lodged late in respect of the issue of (unquoted) performance rights (as approved by shareholders at the Company's Annual General Meeting) on 14 November 2019 due to an administrative oversight.

We note that the market was fully informed at all relevant times with respect to Mr Testrow's interest in the Company's securities pursuant to the Notice of Annual General Meeting, Results of Annual General Meeting and Appendix 3B lodged with ASX on 15 October 2019, 14 November 2019 and 25 November 2019 respectively. Notwithstanding, the Company is aware of its obligations and is committed to compliance with the Listing Rules, including Listing Rules 3.19A and 3.19B.

2. What arrangements does EHL 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?

The Company and its Directors are aware of their responsibilities under rules 3.19A and 3.19B. These responsibilities are set out in various documents including the appointment letters for each Director and the Company's Share Trading Policy. Notification of director interests is a standing agenda item and included as part of every board meeting.

3. If the current arrangements are inadequate or not being enforced, what additional steps does EHL intend to take to ensure compliance with Listing Rule 3.19B?

The Company confirms that its current practices are adequate and ordinarily effective to ensure compliance with listing Rules 3.19A and 3.19B. The late lodgement of the Appendix 3Y in question was an unfortunate oversight on the part of the Company and does not reflect a deficiency in the internal procedures between the Company and its Directors.

Yours sincerely



Penelope Young
Company Secretary
EMECO HOLDINGS LIMITED



6 January 2020

Reference: 12220

Ms Penelope Young
Company Secretary
Emeco Holdings Limited

By email

Dear Ms Young

Emeco Holdings Limited ('EHL'): Appendix 3Y – Change of Director's Interest Notice Query

ASX refers to the following:

1. EHL's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 25 November 2019 for Mr Ian Testrow (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 Testrow's notifiable interest occurred on 14 November 2019. It appears that the Notice should have been lodged with ASX by 21 November 2019. Consequently, EHL 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 EHL of its contract with ASX to comply with the Listing Rules. In the circumstances, EHL 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 EHL 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 EHL 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 e-mail at ListingsCompliancePerth@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, no later than **2:30 pm (WST) on 8 January 2020**.

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

Sandra Wutete
Senior Adviser, Listings Compliance (Perth)