

17 June 2022

ASX Listings Compliance  
20 Bridge Street  
Sydney NSW 2000

**Kelly Partners Group Holdings Limited ('KPG', 'Company'): Response to Appendix 3Y – Change of Director's Interest Notice Query**

Dear Sir,

We refer to your query letter of 14 June 2022.

We apologise for the delay in the lodgement of Mr Kuchta's Appendix 3Y referred to your query letter.

Mr Kuchta has duly provided the Company with the relevant details of his share purchase, well within the lodgement period of the Appendix 3Y and has approved his Appendix 3Y for lodgement. However, the Appendix was not lodged on the day as scheduled and it was later discovered when Mr Kuchta made enquiries on the status of lodgement. The Appendix 3Y was subsequently lodged on the market on the day the omission was discovered.

KPG has an internal policy where directors are required to submit trading requests for approval prior to any buy/sell of KPG shares. This ensures that the Company is made aware of the director's intention to trade to allow for timely follow up for the required information. Directors are also reminded to provide details of their trade as soon as possible after the trades are executed. Diary reminders are set to ensure reporting deadline are kept for the lodgement of Appendix 3Y.

Unfortunately the lodgement reminder for Mr Kuchta's Appendix 3Y was inadvertently missed and this was not discovered until Friday 10 June 2022 when lodgement was immediately made to rectify the issue.

The Company will further refine its process to ensure that the Appendix 3Y are lodged within the relevant timeframe.

Yours sincerely,

Joyce Au  
Company Secretary



14 June 2022

Ms Joyce Au  
Company Secretary  
Kelly Partners Group Holdings Limited  
Level 8, 32 Walker St  
North Sydney NSW 2060

By email:

Dear Ms Au

**Kelly Partners Group Holdings Limited ('KPG'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. KPG's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 10 June 2022 for Mr Paul Kuchta (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 Kuchta's notifiable interest occurred on 1 June 2022. It appears that the Notice should have been lodged with ASX by 8 June 2022. Consequently, KPG may have breached Listing Rules 3.19A and/or 3.19B.

**Request for Information**

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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 KPG 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 KPG intend to take to ensure compliance with Listing Rule 3.19B?

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

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **3:00 PM AEST Friday, 17 June 2022**. 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, KPG'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 and may require KPG to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsComplianceSydney@asx.com.au](mailto:ListingsComplianceSydney@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.

### **Trading halt**

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in KPG's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

### **Suspension**

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in KPG's securities under Listing Rule 17.3.

### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to KPG'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 KPG's obligation

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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.

**Release of correspondence between ASX and entity**

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

**Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

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**Salvador Caldwell**  
Adviser, Listings Compliance (Sydney)