

14 January 2016

Mr Andrew Kabega
Senior Advisor, Listings Compliance (Sydney)
ASX Compliance Pty Limited
20 Bridge St
Sydney NSW 2000

Dear Mr Kabega

I refer to your letter of 13 January 2016 regarding the Appendix 3Y – Change of Director’s Interest lodged on that date.

In response to your questions:

1. The holding that was the subject of the Director’s Notice was a nominee holding held by the Director on behalf of the Hutchison Whampoa corporate group (HWL group) in a company that was a related body corporate of HTAL. As has been advised to the ASX during 2015, the HWL group, the ultimate shareholder of HTAL, underwent a significant corporate reorganisation in 2015. In December 2015, some final steps in that process were effected, and as a result, the holding the subject of the Director’s Notice was disposed of. At the time the obligation to notify the change in holding was overlooked as it was not a personal holding and there was no obligation to notify the change in nominee holding to any other securities exchange to which the HWL group has notification obligations equivalent to Listing Rule 3.19A. Upon discovery of this oversight, the Appendix 3Y was lodged immediately.
2. In respect of holdings in HTAL, HTAL’s Share Dealing Policy requires each director to seek clearance to trade during trading windows and notify the company secretary, which provides the opportunity to implement the necessary notifications under Listing Rule 3.19A. In respect of other notifiable interests, each director has been advised of their obligations to notify any change, and information in respect of this obligation is included in the induction process for new directors. For those directors employed in the HWL Group, strict processes are in place for notification of a change in holding by a director to the company secretariat, as the HWL group has equivalent obligations imposed by all the securities exchanges on which entities within the HWL group are listed.
3. HTAL’s record of compliance with Listing Rule 3.19B shows the vigilance with which its directors comply with these requirements. Accordingly, HTAL does not consider that the current arrangements are inadequate or not being enforced. However, as a result of this incident, each director will again be reminded of their obligations to ensure compliance with Listing Rule 3.19B.

The late lodgement of the Director’s Notice was an inadvertent oversight and we apologise for any inconvenience caused.

Yours sincerely,



Louise Sexton
Company Secretary

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13 January 2016

Ms Louise Sexton
Company Secretary
Hutchinson Telecommunications (Australia) Limited
Level 7
40 Mount Street
North Sydney NSW 2060

By email: louise.sexton@vodafone.com.au

Dear Ms Sexton,

Hutchinson Telecommunications (Australia) Limited (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Entity with ASX on Wednesday, 13 January 2016 for Mr Frank John Sixt (the “Director’s 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

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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 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.

The Director's Notice indicate that a change in the Director's notifiable interest occurred on 16 December 2015. It appears that the Director's Notice should have been lodged with ASX by 23 December 2015. Consequently, 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 Director's Notice was 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. 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 (ie before 9.30 a.m. A.E.D.T.) on Friday, 15 January 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.

Yours sincerely

[Sent electronically without signature]

Andrew Kabega

Senior Adviser, Listings Compliance (Sydney)

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