

12 May 2016

Dale Allen  
Senior Adviser  
ASX Listing Compliance  
Level 40, Central Park  
152-158 St Georges Terrace  
Perth WA 6000

Dear Dale

**G8 COMMUNICATIONS LIMITED (“Company”) – ASX AWARE QUERY**

We refer to ASX’s letter dated 10 May 2016 regarding the ASX Aware Query and have included details of ASX’s questions and a summary of the Company’s response below.

1. Does the Entity consider the Information contained in the Vending Machine Announcement to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

Yes.

2. If the answer to question 1 is “no”, please advise the basis for that view.

Not applicable.

3. If the answer to question 1 is “yes”, when did the Entity first become aware of the Information, commenting specifically on the timing of the Trading Halt Request?

The Information was received in the form of three Purchase Orders via email to the Company in California, USA. These Purchase Orders were received from Profile Systems LLC at 4.22pm Pacific Standard Time, USA (PST) on Thursday 5 May 2016 (7.22am Perth Time on Friday 6 May 2016); from Sanmina Corp, contract manufacturer and operator of Coca-Cola Freestyle Vending Machines at 9.03am (PST) on Friday 6 May 2016 (12.03am Perth Time on Saturday 7 May 2016) and from the Electric Power Research Institute at 1.22pm (PST) (4.22am on Saturday 7 May 2016).

A Perth based director was advised via a phone call at 9.20am Perth time on Monday 9 May 2016 (6.20pm USA (PST) on Sunday 8 May 2016) that the Purchase Orders had been received and copies of the Purchase Orders were requested via email. Two of the three Purchase Orders were received by a Perth based director at 12.10pm Perth time on Monday 9 May 2016. Following receipt of the two Purchase Orders and a discussion with the directors, the Company was placed into a trading halt. The third Purchase Order was received via email from the US at 6.24am Perth time on Tuesday 10 May 2016.

4. If the answer to question 1 is “yes” and the Entity first became aware of the Information before the Entity released the Vending Machine Announcement, did the Entity make any announcement prior to the relevant date which disclosed the Information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the Entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.

The Company did not make an announcement prior to Tuesday 10 May 2016, however, a trading halt was requested via email to ASX at 12.18pm Perth time and in place by 12.24pm on Monday 9 May 2016. A trading halt was requested to enable the Company to prepare an announcement to release to the market.

Following receipt of the Purchase Orders and to ensure that the information was released promptly and without delay, an ASX release was prepared on Monday 9 May 2016 whilst the Company was in a trading halt and approved by the Board of Directors for release on Tuesday 10 May 2016.

5. Please confirm that the Entity is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

The Company confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

Yours faithfully



**Nicki Farley**  
**Company Secretary**



10 May 2016

Ms Nicki Farley  
Company Secretary  
G8 Communications Limited

*By email: nicki@tridentms.com.au*

Dear Ms Farley

**G8 COMMUNICATIONS LIMITED (“ENTITY”): ASX AWARE LETTER**

ASX Limited (“ASX”) refers to the following.

1. The price query letter issued to the Entity by ASX on Thursday, 5 May 2016 (“Price Query Letter”) and the Entity’s response to the Price Query Letter that was released to the ASX Market Announcements Platform (“Platform”) at 5:00pm AEST on Thursday, 5 May 2016 (the “Price Query Response”) which stated that the Entity was not aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities.
2. The change in the price of the Entity’s securities from a close of \$0.036 on 6 May 2016 to an intra-day high of \$0.043 on 9 May 2016 on higher than usual volumes (“May 6 – 9 Trading”).
3. The Entity’s request for a trading halt, released to the Platform at 2:24pm AEST on Monday, 9 May 2016 (“Trading Halt Request”).
4. The Entity’s announcement entitled “Orders for Coca-Cola and Sales Across Two New Industries” released to the Platform on Tuesday, 10 May 2016 at 11:19am AEST which disclosed that the Entity *‘is pleased to announce that sales of its Machine Connect modems to Sanima Corp have resumed for CY2016 for use as a connectivity solution in Coca Cola’s North American Freestyle vending machines.’*
5. *And ‘sales to new customers in industries new to G8C have also commenced and anticipated revenues from these sales to exceed \$130,000’* (“Information”) (“Vending Machine Announcement”).
6. Listing Rule 3.1, which requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity’s securities.
7. The definition of “aware” in Chapter 19 of the Listing Rules. This definition states that:

*“an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come*



*into possession of the information in the course of the performance of their duties as an officer of that entity.”*

Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B “When does an entity become aware of information”*.

8. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.

*“3.1A Listing rule 3.1 does not apply to particular information while each of the following requirements is satisfied in relation to the information:*

*3.1A.1 One or more of the following applies:*

- It would be a breach of a law to disclose the information;*
- The information concerns an incomplete proposal or negotiation;*
- The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- The information is generated for the internal management purposes of the entity; or*
- The information is a trade secret; and*

*3.1A.2 The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

*3.1A.3 A reasonable person would not expect the information to be disclosed.”*

9. ASX’s policy position on the concept of “confidentiality” which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B “Listing Rule 3.1A.2 – the requirement for information to be confidential”*. In particular, the Guidance Note states that:

*“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”*

Having regard to the above, we ask that you answer the following questions in a format suitable for release to the market in accordance with Listing Rule 18.7A:

1. Does the Entity consider the Information contained in the Vending Machine Announcement to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
2. If the answer to question 1 is “no”, please advise the basis for that view.



3. If the answer to question 1 is “yes”, when did the Entity first become aware of the Information, commenting specifically on the timing of the Trading Halt Request?
4. If the answer to question 1 is “yes” and the Entity first became aware of the Information before the Entity released the Vending Machine Announcement, did the Entity make any announcement prior to the relevant date which disclosed the Information? If so, please provide details. If not, please explain why this information was not released to the market at an earlier time, commenting specifically on when you believe the Entity was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps the Entity took to ensure that the information was released promptly and without delay.
5. Please confirm that the Entity is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

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

This request is made under, and in accordance with, Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, **by not later than 12.00pm WST on Friday, 13 May 2016**. If we do not have your response by then, ASX will have no choice but to consider suspending trading in the Entity’s securities under Listing Rule 17.3.

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, the Entity’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.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

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

#### **Listing Rule 3.1**

Listing Rule 3.1 requires a listed entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity’s securities. Exceptions to this requirement are set out in Listing Rule 3.1A.

The obligation of the Entity to disclose information under Listing Rules 3.1 and 3.1A is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

In responding to this letter, you should have regard to the Entity’s obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.



### **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 the Entity'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 may 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*.

Please contact me if you have any queries or concerns about the above.

Yours sincerely

*[sent electronically without signature]*

Dale Allen  
**Senior Adviser, ASX Listings Compliance**

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