

13 July 2018

ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000
Attn: Clare Porta

Via- email: clare.porta@asx.com.au

Dear Ms Porta

Response to queries dated 12 June 2018 regarding the late lodgement of an Appendix 3X

In response to the questions posed in your letter of 12 July 2018

"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", we ask that you answer each of the following questions:

1. *"Please explain why the Appendix was lodged late.*
2. *What arrangements does the CHP have in place 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 CHP intend to take to ensure compliance with listing rule 3.19B?"*

A new Director – Mr Fayziev appointment was announced 3 July 2018 and the Appendix 3X was lodged 10 July 2018 which was 1 day outside the time allowed by ASX LR3.19A.1. Mr Fayziev confirmation was sort on the details of the Appendix 3X and I inadvertently allowed a day longer for a response than the rules allow.

I have changed procedure to same day confirmation and believe this will ensure all disclosures are made within the time allowed by the rules.

If you have any questions please contact the undersigned.

Yours faithfully



Robert Lees
Company Secretary

12 July 2018

Mr Robert Lees
Company Secretary
Chapmans Limited
Level 10
52 Phillip Street
Sydney NSW 2000

By email

Dear Mr Lees,

Chapmans Limited ("CHP"): Appendix 3X – Initial Director's Interest Notice Query

ASX Limited ("ASX") refers to the following:

1. The announcement lodged by CHP with ASX Limited ("ASX") on 3 July 2018 confirming the appointment of Mr Daler Fayziev as a director of CHP effective 3 July 2018;
2. The Appendix 3X lodged by CHP with ASX on 11 July 2018 for Mr Fayziev (the "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). 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 3.19A. The entity must enforce the arrangements with the director.

As Mr Fayziev was appointed on 3 July 2018, it appears that the Notice should have been lodged with ASX by 10 July 2018. As the Notice was lodged on 11 July 2018, it appears that CHP 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 companies for its reporting requirements.

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

1. Please explain why the Notice was lodged late.
2. What arrangements does CHP 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 CHP 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 directly to the ASX Market Announcements Office.

Your response is required as soon as reasonably possible and, in any event, **by not later than 9.30am (AEST) on Monday, 16 July 2018.**

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]

Clare Porta

Adviser, Listings Compliance (Sydney)