

1 July 2022

Ms Barbara Lim
Adviser, Listings Compliance (Perth)
ASX Compliance Pty Ltd
Level 40, Central Park
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Perth WA 6000

By email: ListingsCompliancePerth@asx.com.au

**Intellicare Holdings Limited (the Company) (ASX:ICR) Appendix 3Y Change of Director's Interest Notice Query
Mr Scott Taylor (lodged 30 June 2022)**

I refer to your letter dated 30 June 2022 notifying that Mr Scott Taylor's change in notifiable interest on 16 June 2022 should have been lodged with ASX by 23 June 2022.

I answer the Request for Information contained in your letter as follows, using the same numbering:

1. The Appendix 3Y was lodged within 24 hours of notification of the change of director's interest by Mr Taylor to the Company. Mr Taylor was on international business travel at the time the off market transfer/crossing was processed by his stockbroker and despite his request for the broker to notify the Company directly of the off market transfer/crossing, notification was not provided to the Company by either the stockbroker or Mr Taylor. Upon returning to Australia Mr Taylor immediately notified the Company of the Change of Director's interest and the relevant Appendix 3Y was lodged within 24 hours.
2. To satisfy its obligations under Listing Rule 3.19B the Company enters into a Letter of Appointment with each Non-Executive Director upon appointment which includes a term that the Director promptly inform the Company Secretary of any dealings in the Company's securities by that Director or their related parties. In addition, the Company's Trading Policy includes an obligation at Clause 5.3(a) that all Directors notify the Company Secretary of any trading in company securities within 5 days of the trading.
3. The Company considers the current arrangements are adequate to ensure compliance with Listing Rule 3.19B and the combination of international business travel and inadequate communication instructions have contributed to the late lodgement of the Appendix 3Y. All Directors and Officers have been reminded of the importance of promptly notifying the Company Secretary directly of any dealings in the Company's securities. I do not consider that any additional LR3.19B-related compliance steps are currently necessary.

Please let me know if you would like me to lodge this directly via the Market Announcement Platform.

Yours faithfully



Neil Hackett

Non-Executive Director & Company Secretary



30 June 2022

Reference: 54526

Mr Neil Hackett
Company Secretary
Intelicare Holdings Limited

By email: Neil.Hackett@intelicare.com.au

Dear Mr Hackett

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

ASX refers to the following:

1. ICR's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 30 June 2022 for Mr Scott Taylor (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 Taylor's notifiable interest occurred on 16 June 2022. It appears that the Notice should have been lodged with ASX by 23 June 2022. Consequently, ICR may have breached Listing Rules 3.19A and/or 3.19B.

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 ICR 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 ICR 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 **11:00 AM AWST Tuesday, 5 July 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, ICR'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 ICR to request a trading halt immediately.

Your response should be sent to me by e-mail at ListingsCompliancePerth@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 ICR'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 ICR's securities under Listing Rule 17.3.

Listing Rules 3.1 and 3.1A

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

Barbara Lim

Adviser, Listings Compliance (Perth)