

OTOC Limited

Ms Jill Hewitt
Senior Adviser, Listings (Perth)
ASX Compliance Pty Ltd
Level 8, Exchange Plaza
2 The Esplanade
PERTH WA 6000

13 February 2012

By email: jill.hewitt@asx.com.au

Dear Ms Hewitt

RE: OTOC Limited – Director's Interest Notice

We refer to your letter dated 10th February 2012 in reference to the Appendix 3Y lodged by the Company on 9th February 2012.

In response to the questions raised in your letter, we provide the following information:

- 1) Failure to lodge the Appendix 3Y within the required reporting period was due to a number of factors. Primarily, whilst the Company has in place an electronic diary/calendar system, the Company Secretary was on leave of absence at the time and the Company was experiencing an increase in administrative issues associated with its recent acquisition and the matter was unfortunately overlooked by relevant staff. Upon realisation of the oversight, the Company immediately lodged the Appendix 3Y the following business day.
- 2) The Company has documented procedures in place whereby Directors are fully aware of the obligation to notify changes in interest pursuant to Listing Rule 3.19A. These procedures were followed in this instance and again, the failure to lodge was not as a result of these arrangements being inadequate.
- 3) The Company believes its existing notification procedures are adequate to ensure compliance with Listing Rule 3.19A.

Please do not hesitate to contact me if further information is required

Yours Sincerely



Vincent Salsano
CO-COMPANY SECRETARY



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10 February 2012

Mr V Salsano
Co-Company Secretary
OTOC Limited
Level 1 Old Swan Brewery
171-173 Mounts Bay Road
PERTH WA 6000

Email: vince.salsano@emersonstewart.com

Dear Vince

OTOC Limited (the "Company") – Director's Interest Notice

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 9 February 2012.
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 1 January 2002.
 - 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 1 January 2002 or 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.
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.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix indicated that the change occurred on 31 December 2011, it appears that the Appendix should have been lodged with the ASX prior to 10 January 2012. As the Appendix was lodged on 9 February 2012, it appears that the Company 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 the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company 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 Appendix was lodged late.
2. What arrangements does the Company 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 the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail at jill.hewitt@asx.com.au or by facsimile on facsimile number (08) 9221 2020. It should not be sent to the Company 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 6.30 a.m. W.S.T.) on Tuesday, 14 February 2012.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

[Sent electronically without signature]

Jill Hewitt
Senior Adviser, Issuers (Perth)