

By Email: ListingsComplianceMelbourne@asx.com.au & cheng.tang@asx.com.au

Ms Cheng Tang
ASX Senior Adviser, Listings Compliance (Melbourne)

Dear Ms Tang

Novita Healthcare Limited (ASX: NHL, 'COMPANY') Response to Aware Query

1. We refer to the ASX's letter to the Company dated 12 November 2019 (the **ASX Letter**) concerning the National Disability Insurance Scheme (NDIS) Expands Access ASX Market Announcement released on 12 November 2019 (the **NHL NDIS**).
2. The Company responds to each of the questions set out in the ASX Letter as set out below.

Question 1: Does NHL consider the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?

3. The Company believes that the Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities.
4. As such the NHL NDIS Announcement was drafted, reviewed and released.

Question 2: If the answer to question 1 is "no", please advise the basis for that view?

5. N/A.

Question 3: When (date and time) did NHL first become aware of the Information?

6. The Managing Director, Glenn Smith, became aware of the Information i.e. that the National Disability Insurance Agency has continued the registration of TALi Health as a registered provider with expanded registration classes on the afternoon of the 11 November 2019 (time stamp of email from the NDIS Commission of 2:49 p.m. AEDT on 11 November 2019). At that time the Managing Director was traveling in Perth and subsequently en route to the airport that afternoon for a flight to Sydney. He was airborne until landing in Sydney at 10:30pm AEDT. As the continued registration and expanded registration classes required log in to the NDIS provider portal to confirm and effect the changes from a compliance perspective along with, confirmation of the user account as required by the NDIS Quality and Safety Commission this was only

undertaken by the Managing Director at approximately 11:45pm AEDT on the 11 November 2019 time upon arrival at his hotel.

7. Glenn Smith then immediately commenced drafting an NHL NDIS ASX Announcement only pausing for a brief rest and distributed it to the Board for review and approval at 9:13 a.m. AEDT on 12 November 2019.
8. The Board reviewed and approved a revised NHL NDIS ASX Announcement and I attended to its lodgement within 90 minutes on the ASX Market Announcements Platform.

Question 4: If the answer to question 1 is “yes” and NHL first became aware of the Information before the relevant date and time, did NHL make any announcement prior to the relevant date and time 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 NHL was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps NHL took to ensure that the information was released promptly and without delay.

9. The Company confirms that it did not make any announcements prior to the NHL NDIS ASX Announcement regarding the Information.
10. The Company confirms that to the best of its knowledge and belief, it is in compliance with Listing Rules 3.1 and 3.1A, and that the NHL NDIS ASX Announcement was drafted, reviewed and approved in a timely manner.
11. All Directors are experienced company Directors and well aware of their disclosure obligations under Listing Rules 3.1 and 3.1A.

Question 5: Please confirm that NHL is complying with the Listing Rules, and in particular, Listing Rule 3.1.

12. The Company confirms that to the best of its knowledge and belief, it is in compliance with the Listing Rules, and in particular Listing Rule 3.1.

Question 6: Please confirm that NHL’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of NHL with delegated authority from the board to respond to ASX on disclosure matters.

13. The Company confirms that these responses have been authorised and approved in accordance with the published continuous disclosure policy.

Yours faithfully



Stephen Denaro

Company Secretary



12 November 2019

Reference: ODIN10542

Mr Stephen Denaro
Company Secretary
Novita Healthcare Limited

By email only

Dear Mr Denaro

Novita Healthcare Limited ('NHL'): Aware Query

ASX refers to the following:

- A. NHL's announcement entitled "National Disability Insurance Scheme (NDIS) expands access to TALi" lodged on the ASX Market Announcements Platform and released at 10:43 AM on 12 November 2019 (the 'Announcement'), disclosing the NDIS has continued registration of TALi Health as a registered provider with expanded registration classes ('Information').
- B. Listing Rule 3.1, which requires a listed entity to immediately give ASX 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.
- C. The definition of "aware" in Chapter 19 of the Listing Rules, which 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" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."

- D. 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 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."

- E. 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. 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.”

- F. NHL’s share price increased 7.4% from 8.1 cents at market open to 8.7 cents on 12 November 2019 prior to the release of the Announcement. Shortly after the release of the Announcement, NHL’s share price reached an intra-day high of 9.8 cents.

Request for Information

Having regard to the above, ASX asks NHL to respond separately to each of the following questions and requests for information:

1. Does NHL consider the Information 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. When (date and time) did NHL first become aware of the Information?
4. If the answer to question 1 is “yes” and NHL first became aware of the Information before the relevant date and time, did NHL make any announcement prior to the relevant date and time 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 NHL was obliged to release the information under Listing Rules 3.1 and 3.1A and what steps NHL took to ensure that the information was released promptly and without delay.
5. Please confirm that NHL is complying with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that NHL’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of NHL with delegated authority from the board to respond to ASX on disclosure matters.

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 9:30 AM **AEDT Friday, 15 November 2019**.

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, NHL’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 NHL to request a trading halt immediately.

If you wish to request 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*.

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 ListingsComplianceMelbourne@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 Rules 3.1 and 3.1A

In responding to this letter, you should have regard to NHL'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 NHL'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.

Suspension

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in NHL's securities under Listing Rule 17.3.

Enquiries

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

Cheng Tang
Senior Adviser, Listings Compliance (Melbourne)