



27 June 2018

Mr George Tharian
Adviser, Listings Compliance (Sydney)
ASX Limited

By email

Dear Mr Tharian

Ingenia Communities Group (“Ingenia”)

Ingenia acknowledges receipt of your letter dated 26 June 2018 (**ASX Letter**).

In this response to the ASX Letter, Ingenia adopts the same question numbering as used in the ASX Letter.

1. Ingenia became aware of the Relevant Information on the Relevant Date. The actual number of home settlements at the close of business on 25 June 2018, ie the day before the Relevant Date, was within the original market guidance of 260-280 target home sales as noted by Ingenia on 20 June 2017. Having then considered the number of home sales booked to settle, and assessing the most likely number of home sales to actually settle between the Relevant Date and end of financial close, Ingenia revised market guidance on the Relevant Date.
2. Yes, Ingenia considers the Relevant Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities.
3. No answer is required.
4. Ingenia became aware of the Relevant Information on the Relevant Date and disclosed the Relevant Information to the market on the Relevant Date.
5. Ingenia is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
6. Ingenia confirms that the responses to the questions above have been authorised and approved with its published continuous disclosure policy.

Yours faithfully

Leanne Ralph
Company Secretary



26 June 2018

Ms Leanne Ralph

Company Secretary
Ingenia Communities Group
Level 9
115 Pitt Street
Sydney NSW 2000

By email

Dear Ms Ralph

Ingenia Communities Group (“Ingenia”): aware query

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

- A. Ingenia’s announcement entitled “Upgrade to guidance – underlying EPS up 10% with settlements continuing to accelerate” (“Announcement”) lodged on the ASX Market Announcements Platform and released at 9:15am today (“Relevant Date”), disclosing Ingenia’s expectation to exceed its FY18 guidance (“Relevant Information”).
- B. The change in the price of Ingenia’s securities from a closing price of \$2.78 on Friday, 22 June 2018 to a high of \$2.90 on Monday, 25 June 2018. We also note a significant increase in the volume of Ingenia’s securities traded on Monday, 25 June 2018.
- C. The change in the price of Ingenia’s securities from a closing price of \$2.90 on Monday, 25 June 2018 to a high of \$3.12 today.
- D. 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.
- E. 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”.

- F. 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.”*

G. 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.”

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

1. When did Ingenia first become aware of the Relevant Information?
2. Does Ingenia consider the Relevant Information to be information that a reasonable person would expect to have a material effect on the price or value of its securities?
3. If the answer to question 2 is “no”, please advise the basis for that view.
4. If the answer to question 2 is “yes” and Ingenia first became aware of the Relevant Information before the Relevant Date, did Ingenia make any announcement prior to the Relevant Date which disclosed the Relevant Information? If so, please provide details. If not, please explain why the Relevant Information was not released to the market at an earlier time, commenting specifically on when you believe Ingenia was obliged to release the Relevant Information under Listing Rules 3.1 and 3.1A and what steps Ingenia took to ensure that the Relevant Information was released promptly and without delay.
5. Please confirm that Ingenia is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
6. Please confirm that Ingenia’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 Ingenia 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, 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 half an hour before the start of trading (i.e. before 9.30 a.m. AEST) on Thursday 28 June 2018.

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. 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 Ingenia’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 Ingenia's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, providing the information requested in this letter.

Further, 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, Ingenia's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in this letter and may require Ingenia 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 will require the request for the 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 do not respond to this letter by the deadline set out above or if ASX does not consider your response to be satisfactory, ASX is likely to suspend trading in Ingenia's securities under Listing Rule 17.3.

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

Yours sincerely

[Sent electronically without signature]

George Tharian

Adviser, Listings Compliance (Sydney)