



21 August 2012

Mr Kobe Li  
Senior Adviser, Listings (Melbourne)  
ASX Compliance Pty Ltd  
Level 4, Rialto North Tower  
525 Collins Street  
Melbourne Vic 3000

Dear Sir

We refer to your letter dated 20 August 2012 in relation to the Appendix 3Y lodged by the Company with ASX on 20 August 2012 for Mr Angus Holt.

Your letter has asked that we respond to 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?

We respond as follows:

1. The oversight in lodging Appendix 3Y was drawn to the attention of Mr Holt on Friday 17 August 2012 by a third party. Mr Holt immediately collated the information of unreported transactions and forwarded the information to the Company on that day for lodgement. Preparation of documents for lodgement with ASX was not able to be completed by close of business on Friday 17 August 2012, and lodgement was effected on the morning of Monday 20 August 2012.
2. The Company relies on board members to advise one another of proposed and completed share trading transactions.
3. The Company intends to implement a regime of weekly declaration of proposed or completed share trading transactions to ensure inadvertent non compliance with Listing Rule 3.19B is avoided.

Please contact the undersigned if you have any queries or require further information.

Yours sincerely

Bruce R Andrew  
Company Secretary

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20 August 2012

Mr Bruce Andrew  
Company Secretary  
Optiscan Imaging Limited

By Email

Dear Bruce,

**Optiscan Imaging Limited (the "Company")**

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX on 20 August 2012 for Mr Angus Matthew Holt;
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 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.

The Appendix 3Y indicates that changes in Mr Angus Matthew Holt's notifiable interest occurred from 29 April 2011 to 14 August 2012. It appears that the Notice should have been lodged with ASX by as early as 6 May 2011. Consequently, the Company may be in breach of listing rules 3.19A and/or 3.19B. It also appears the director concerned may have breached section 205G of the Corporations Act.

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 [Zheng.Li@asx.com.au](mailto:Zheng.Li@asx.com.au) or by facsimile on facsimile number (03) 9614 0303. 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 (**i.e. before 9.30 a.m. E.S.T.) on Thursday, 23 August 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*

Kobe Li  
**Senior Adviser, Listings (Melbourne)**