



G8 Education^{ltd}

3 May 2017

Belinda Chiu
Senior Adviser, Listings Compliance
ASX Compliance Pty Ltd
20 Bridge Street
SYDNEY NSW 2000

By email: belinda.chiu@asx.com.au

Dear Ms Chiu

Re: G8 Education Limited pricy query

We acknowledge receipt of your letter dated 3 May 2017 in relation to the above matter. G8 Education Limited (ASX:GEM, "GEM" or the "Company") responds to the questions in your letter as follows:

1 Is GEM aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?

No.

2 If the answer to question 1 is "yes":

(a) Is GEM relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1?

Not applicable because the answer to question 1 is "no".

(b) Can an announcement be made immediately?

Not applicable because the answer to question 1 is "no".

(c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?

Not applicable because the answer to question 1 is "no".

3 If the answer to question 1 is "no", is there any other explanation that GEM may have for the recent trading in its securities?

The Company notes that Cannacord Genuity (Australia) Ltd. has released two research reports dated 2 May 2017:

(a) a childcare industry overview research report providing a supply update for the quarter ending March 2017, which reports an increase of ~1.6% in the supply of childcare centres in Australia during that quarter and considers where these new centres are located relative to GEM centres; and



G8 Education^{td}

(b) a research report downgrading its recommendation in respect of the Company from 'Buy' to 'Hold' and reducing its target price in respect of the Company's shares to A\$3.80 per share.

4 Please confirm that GEM is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

The Company is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

5 Please confirm that GEM'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 GEM with delegated authority from the board to respond to ASX on disclosure matters.

The Company's responses to the questions above have been authorised and approved in accordance with its published Continuous Disclosure and Shareholder Communication Policy.

Yours sincerely

Sarah Zeljko
Company Secretary

For personal use only



3 May 2017

Ms Sarah Zeljko
Company Secretary
G8 Education Limited
159 Varsity Parade
Varsity Lakes, QLD 4227

By email: sarah.zeljko@g8education.edu.au

Dear Ms Zeljko

G8 Education Limited (“GEM”) price query

We note the change in the price of GEM’s securities from an open of \$3.70 to a low of \$3.31 today.

We also note the significant increase in the volume of GEM’s securities traded today.

In light of this, ASX asks GEM to respond separately to each of the following questions and requests for information:

1. Is GEM aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?
2. If the answer to question 1 is “yes”:
 - a) Is GEM relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1?

Please note that the recent trading in GEM’s securities would suggest to ASX that such information may have ceased to be confidential and therefore GEM may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answer to this question is “yes”, you need to contact us immediately to discuss the situation.
 - b) Can an announcement be made immediately?

Please note, if the answer to this question is “no”, you need to contact us immediately to discuss requesting a trading halt (see below).
 - c) If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?
3. If the answer to question 1 is “no”, is there any other explanation that GEM may have for the recent trading in its securities?
4. Please confirm that GEM is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
5. Please confirm that GEM’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 GEM with delegated authority from the board to respond to ASX on disclosure matters.

For personal use only

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 2:00PM AEST, today 3 May 2017. If we do not have your response by then, ASX will have no choice but to consider suspending trading in GEM's securities under Listing Rule 17.3.

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, GEM'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.

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

Listing Rule 3.1 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. Exceptions to this requirement are set out in Listing Rule 3.1A.

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

Trading halt

If you are unable to respond to this letter by the time specified above, or if the answer to question 1 is "yes" and an announcement cannot be made immediately, you should discuss with us whether it is appropriate to request a trading halt in GEM'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 may 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*.

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

Yours sincerely

[Sent electronically without signature]

Belinda Chiu
Senior Adviser, Listings Compliance
P: (02) 9227 0469
E: belinda.chiu@asx.com.au

For personal use only