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## Newsletter Heading

Listed Entities Update 7 February 2012

Update no 01/12

### Important information for ASX Listed Entities

#### 1. Listed entities with 31 December 2011 year end: Corporate Governance reporting under the 2010 Amendments to the 2nd Edition of ASX Corporate Governance Council Principles and Recommendations

ASX reminds listed entities with a financial year end of 31 December that their corporate governance reporting for that year must be made in accordance with the Corporate Governance Principles and Recommendations with 2010 Amendments. As notified in [Companies Update 08/10](#) listed entities are required to report under the 2010 Amendments to the 2nd edition of the Corporate Governance Principles and Recommendations for their first financial year commencing on or after 1 January 2011.

The main changes to the Principles and Recommendations effected by the 2010 amendments were as follows.

#### *Diversity policy and reporting*

##### **Recommendation 3.2 Diversity policy**

- Listed entities should establish a policy concerning diversity.
- The policy or a summary of that policy is to be disclosed.
- The policy should include a requirement for the board to:
  - establish measurable objectives for gender diversity;
  - assess annually the objectives set for achieving gender diversity; and
  - assess annually the progress made towards achieving the objectives set.

##### **Recommendation 3.3 Annual reporting on diversity policy**

- Listed entities should disclose in each annual report the measurable objectives set by the board in accordance with the diversity policy.
- Listed entities should disclose in each annual report the progress made towards achieving the objectives that have been set.

##### **Recommendation 3.4 Annual reporting on proportion of women**

- Listed entities should disclose in each annual report the proportion of women employees in the whole organisation; women in senior executive positions; and women on the board.

##### **Recommendation 3.5 Guide to reporting on Principle 3**

- Listed entities should provide the information indicated in the Guide to reporting on Principle 3.
- An explanation of any departure from Recommendations 3.1, 3.2, 3.3, 3.4, or 3.5 should be included in the Corporate Governance statement in the Annual Report.
- Any applicable code of conduct, and the diversity policy, or a summary of them, should be made publicly available, ideally on the entity's website in a clearly marked "Corporate Governance" section.

#### *Remuneration committee*

## Recommendation 8.2

The remuneration committee should be structured so that it:

- consists of a majority of independent directors
- is chaired by an independent chair
- has at least 3 members.

The full copy of the [Principles and Recommendations](#) incorporating the 2010 amendments can be accessed on the ASX website.

## 2. ASX Market Announcements

### 2.1 Company Announcements Office name change

The name of the Company Announcements Office has been changed to "ASX Market Announcements" the better to reflect the function of the unit, which in addition to processing announcements lodged by companies also processes announcements by listed trusts and quoted product issuers (such as warrant issuers and AQUA product issuers). The Company Announcements Platform (CAP) will be referred to as the Market Announcements Platform (MAP). Contact details for the unit have not changed.

### 2.2 Earlier release of overnight announcements lodged by entities dual listed on NZX

As a service to entities that have dual listings on ASX and the NZX, ASX Market Announcements will be releasing each morning at 8.00 am Sydney time all announcements waiting on the overnight queue from such dual listed entities, so as to coincide with the opening of the NZX. The 8.30 am release time for announcements lodged overnight by entities that do not have a dual listing on NZX will not change.

### 2.3 Periodic report due date reminder

Listed entities are reminded of the next set of due dates for periodic reports for the period ended 31 December 2011.

- Preliminary final report (Appendix 4E) (mining exploration entities are not required to lodge preliminary final reports): *Wednesday 29 February 2012*
- Half yearly report (Appendix 4D and statutory half yearly financial report) (other than mining exploration entities): *Wednesday 29 February 2012*
- Half yearly report (Statutory half yearly financial report) (mining exploration entities only): *Thursday 15 March 2012*
- Statutory audited annual accounts: *Friday 30 March 2012*  
(NB: the due date for lodging the statutory audited annual accounts for the 31 December 2011 year with ASX under listing rules 4.5 and 19.5 is earlier than the due date for lodgement of these reports with ASIC under the Corporations Act. 31 December year end entities that have not released their statutory audited annual accounts to ASX will have their securities suspended from official quotation before the open of the market on Monday 2 April 2012.)

### 2.4 Dividend and distribution information

To assist ASX to process more efficiently information announced by listed entities about their dividends and distributions, ASX requires listed entities to include the following information in such announcements (including the [Appendix 4D](#) or [Appendix 4E](#)) (see [Appendix 6A](#) paragraph 1).

#### *Conduit foreign income*

Where an entity announces dividends or distributions that are fully unfranked or partially unfranked, ASX requests that the announcement make clear the conduit foreign income (CFI) component of that dividend or

distribution, even if this component is nil CFI.

#### *Dividend/distribution reinvestment plans (DRP)*

Where an entity has a DRP in place, ASX requests that entities make it clear in the announcement whether the DRP will operate or will be suspended for that particular dividend or distribution. The following information should also be given:

- the last election date for the DRP
- the discount rate, if applicable
- ranking of the securities to be issued pursuant to the DRP, the pricing methodology, and pricing period, for determining the issue price under the DRP.

If at the time that the dividend or distribution is announced it has not been decided by the entity whether the DRP will operate, or the above details are not known, please give an indication of when the entity expects to confirm details of the DRP's operation.

### **2.5 Next non-Business Day**

The next non-Business Day is Monday 12 March 2012, which is Labour Day in Victoria. (While this is a trading day, it is not a settlement day for ASX Settlement (CHESS) and therefore not a Business Day.) Please take this into account when planning the timetable for any corporate actions that will take place over a period including that date.

### **3. Forthcoming changes to ASX Online for Companies**

ASX is planning to implement a number of changes to the ASX Online for Companies website over the coming months. Further details on these changes will be provided in the next Listed Entities Update in early March 2012.

One of the changes will be the discontinuation of the Company PIN. It is intended that the requirement for ASX Online for Companies users to maintain and enter a company PIN to eLodge announcements and make other material changes to company information will be discontinued in late March 2012. Instead, the user's password will be requested instead of the Company PIN. To provide secure management of this change ASX will be introducing the requirement for each entity's administrator to assign particular privileges to each user for that entity. For example, only some users within the entity may be assigned the privilege to eLodge announcements.

In order to prepare for this change, ASX will make an additional screen available to ASX Online for Companies users in early February. This will provide administrators the ability to assign user roles in preparation for the discontinuation of the Company PIN in late March. All ASX Online for Companies users will receive an email very soon with full details regarding when the screen will be available, and how to make the changes. Until you receive that email you do not need to do anything.

While user roles may be assigned once the additional screen is available, the requirement for confirmation of a Company PIN to eLodge and make other material changes will continue until late March, and as advised by ASX in future notifications.

### **4. Revised Listing Rules Guidance Notes**

ASX would draw to the attention of listed entities that major revisions of the following Listing Rules Guidance Notes were released on 1 January 2012:

- Guidance Note 1 *Applying for Admission - ASX Listings*;
- Guidance Note 4 *Foreign Entities Listing on ASX*;
- Guidance Note 12 *Significant Changes to Activities*;

- Guidance Note 15 *ASX Listing Fees*;
- Guidance Note 15A *Schedule of ASX Listing Fees*;
- Guidance Note 16 *Trading Halts and Voluntary Suspensions*;
- Guidance Note 17 *Waivers and In-Principle Advice*;
- Guidance Note 27 *Trading Policies*.

The changes to the Guidance Notes on Listing Fees did not include any increase in fees.

A new Listing Rules Guidance Note 30 *Applying for Quotation of Additional Securities*, was also released on 1 January 2012. Copies are available on the [ASX website](#) or in the folder of Listing Rules published by Lexis Nexis.

To help keep our Listed Entities informed of information and events ASX will be sending emails to the Company Secretary's Office from time to time. You are receiving this email because you have been identified as a key contact within the Company Secretary's Office at your organisation. If you would like to update your email address please do so via the Directors/Senior Management page on [ASX Online for Companies](#). Feel free to forward this email to any relevant parties within your organisation.

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