



## 1. ASX Market Announcement matters

### 1.1. Chairperson's addresses

Listed entities are required under listing rule 3.13.3 to give to ASX Market Announcements a copy of any prepared announcement to be made to a security holders' meeting, including the chairperson's address. These documents must be given to ASX Market Announcements no later than the start of the meeting. (If information that is material in terms of listing rule 3.1 is to be disclosed at the meeting, it must be given to ASX immediately.)

Sometimes matters that might otherwise be the subject of an announcement of their own - for example, a proposal to issue securities, or to undertake a share buy-back - are announced for the first time in the chairperson's address. It would be helpful to ASX Market Announcements in processing the release of these announcements, and identifying the announcements that contain such information, if the document lodged with ASX Market Announcements were to include a summary of any such matters at the beginning of the document, as well as mentioning it in the header to the announcement.

### 1.2. Lodgement of next periodic reports

The deadline under listing rule 4.5 for the lodgement of statutory annual accounts for the year ended 30 June 2013 is Monday 30 September 2013. Under listing rule 17.5, any listed entity that has not lodged the required documents by the deadline will have its securities suspended from official quotation at the commencement of trading on Tuesday 1 October 2013. This is so notwithstanding that Monday 30 September 2013 is the Queen's Birthday public holiday in WA.

### 1.3. Annual Reports

ASX reminds listed entities that the Listing Rules impose distinct requirements for the lodgement of:

- statutory audited annual accounts, for which the deadline is 3 months after the balance date (listing rule 4.5), and
- the annual report as sent to security holders for which the deadline (for Australian entities) is when the document must be sent to security holders under section 315 of the Corporations Act (listing rule 4.7.1). The annual report under listing rule 4.7 must contain the additional information required by listing rule 4.10.

Listing rule 4.7 states "*... an entity need not give ASX the annual report or any concise report if it comprises only documents already given to ASX under listing rule 4.5. The entity must tell ASX if this is the case.*"

To assist ASX Market Announcements keep track of which listed entities have a report outstanding under listing rule 4.7, ASX requests that listed entities make it clear if the documents they lodge under listing rule 4.5 are going to constitute the annual report sent to security holders. This can be made clear by including the words **'Annual Report to Shareholders'** in the announcement title, or by including a note in a covering letter pointing out that the document lodged constitutes the annual report to shareholders.

## 2. Next Non-Business Day

ASX reminds listed entities that the next non-Business Day is Monday 7 October 2013, a Labour Day holiday in NSW. Please take this into account if you are planning the timetable for a corporate action that will run over a period including that date.

Listed entities are reminded that Monday 7 October 2013 is still a Trading Day (although not a Business Day), and ASX Market Announcements will be open.

## 3. Lodging draft notices of AGM

Listed entities must hold their AGMs within 5 months of their financial year end. Almost 90% of ASX's listed entities have a balance date of 30 June. Under listing rule 15.1.7, draft notices of general meeting that contain resolutions for Listing Rules purposes must be submitted to ASX for review before they are sent to security holders.

Listing rule 15.1 provides that ASX may take 5 business days to advise whether it objects to a draft document, and may extend the time that it needs to review the document. ASX asks listed entities to bear these timing requirements in mind when they are scheduling their AGMs and drafting their notices of meeting, and to submit their draft notices of meeting in sufficient time for ASX to review. This is particularly important if there are a number of resolutions or complex transactions that are to be considered, or if the entity will require waivers from any listing rules in connection with its notice of AGM.

## 4. Listing Rule 7.1A - Additional 10% Placement Capacity matters

Listing rule 7.1A was introduced in August 2012 to provide eligible mid to small cap listed entities with the ability to seek shareholder approval to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period.

Approval must be sought from ordinary security holders by special resolution at the annual general meeting (AGM). The approval is valid for 12 months from the date of the AGM.

Eligible entities should note the following:

- It is not a requirement of listing rule 7.1A that an entity use any or all of its 15% placement capacity under listing rule 7.1 before issues can be made under rule 7.1A.
- Entities do not have to utilise all of the additional 10% capacity in one placement.
- Entities can ratify issues made pursuant to listing rule 7.1A under listing rule 7.4 at any general meeting, thus refreshing the additional 10% placement capacity (see section 11 of the User Guide).

### 4.1. User Guide

ASX reminds eligible entities that it has published a Listing Rule 7.1A User Guide, available on the ASX Compliance '[Downloads](#)' page on the ASX website under the heading "Listing Rule 7.1A – Additional Placement Capacity" (this page can be accessed from the "ASX Compliance" sub-menu at the bottom of the ASX Group home page [www.asxgroup.com.au](http://www.asxgroup.com.au)).

The User Guide contains detailed information on the operation of listing rule 7.1A, including information to assist eligible entities and their advisers with drafting the notice of meeting seeking the approval, and information to assist eligible entities with their disclosure requirements once an issue under the rule has been made.

## 4.2. Eligible entities

Entities which are eligible to seek shareholder approval for additional placement capacity must satisfy both of the following criteria at the time that the AGM is held:

- have a market capitalisation of \$300 million or less; and
- not be included in the S&P/ASX 300 Index.

The S&P/ASX 300 Index is rebalanced twice a year in March and September. S&P Dow Jones Indices publishes the names of the listed entities that are to be included in or removed from the S&P/ASX 300 Index on the first Friday of March and September, with the changes coming into effect on the third Friday of March and September.

A list of the listed entities constituting the S&P/ASX 300 Index can be found on the ASX Compliance ['Downloads'](#) page on the ASX Group website under the heading "Listing Rule 7.1A - Additional Placement Capacity".

Further information on eligibility of entities can be found in section 2 of the User Guide.

## 4.3. Additional disclosure – Notices of AGM

A notice of AGM that includes a special resolution seeking shareholder approval for the additional placement capacity under listing rule 7.1A must disclose the additional information required by listing rule 7.3A, including information regarding the risk of dilution to existing ordinary security holders, the listed entity's allocation policy for issues under the approval, and the potential purposes for which securities may be issued under the approval (see section 6 of the User Guide for further information).

As this will be the second year that some eligible entities will be seeking the approval, ASX draws eligible entities' attention to the specific information requirements of listing rule 7.3A.6.

Listing rule 7.3A.6 requires entities to provide details of issues of **all** equity securities (quoted and unquoted) made in the 12 months preceding the date of the meeting. This extends to issues of equity securities made under listing rules 7.1, 10.11 and 10.14, even if the issues were made with prior securityholder approval or have since been ratified.

An example of the format of disclosure that ASX would consider acceptable for each separate issue under listing rule 7.3A.6(b) is set out below.

Date of issue:	
Number issued:	
Class/Type of equity security:	
Summary of terms:	[May cross refer to an annexure to the notice of meeting]
Names of persons who received securities or basis on which those persons was determined:	[If providing disclosure of basis on which persons determined, it is not sufficient to simply say "Determined by directors" or similar here. Entities should also confirm whether any allottees were related parties.]
Price:	
Discount to market price (if any):	[Note 'market price' is defined in LR19.12 as the closing price on the trading platform, excluding special crossings, overnight

	sales and ETO exercises]
<b>For cash issues</b>	
Total cash consideration received:	[This should equal number issued multiplied by price. Any discrepancies should be explained]
Amount of cash consideration spent:	
Use of cash consideration:	[In cases where prior approval was obtained for an issue, the use should be consistent with the previous disclosure provided at the time the issue was approved. If it is not, an explanation should be provided]
Intended use for remaining amount of cash (if any):	
<b>For non-cash issues</b>	
Non-cash consideration paid:	[Include all non-cash consideration here – for example, shares and options may have been issued]
Current value of that non-cash consideration:	[A sum total of the current value of the securities that were issued as non-cash consideration is required here (e.g. for fully paid ordinary shares, multiply number issued by current trading price proximate to despatch of the notice of meeting. For options or securities other than fully paid ordinary shares, complete a valuation by a recognised method.)]

#### 4.4. Making issues under Listing Rule 7.1A

##### 4.4.1. Mandate from securityholders

Eligible entities making issues under listing rule 7.1A should ensure they have a mandate from their securityholders to make the issue. Entities are reminded to cross-refer back to their notice of AGM where appropriate.

##### 4.4.2. Additional disclosure

Eligible entities making issues under listing rule 7.1A are reminded they must disclose additional information each time they issue securities under that rule. This information must be disclosed in the Appendix 3B and accompanying statements required by listing rule 3.10.5A and Appendix 3B (see also listing rule 7.1A.4(b)).

Where securities are issued for non-cash consideration, the entity must provide for release to the market a valuation of the non-cash consideration that demonstrates the issue price of the securities complied with listing rule 7.3A.3.

Where applicable, the above information is required to be disclosed the same day the issue is made.

For further information see sections 8.1 and 8.2 of the User Guide.

##### 4.4.3. Items 6a to 6i and the annexures to Appendix 3B

Eligible entities making issues under listing rule 7.1A are reminded to complete items 6a to 6i and the annexures to Appendix 3B for each issue of equity securities that is made (whether or not that issue was under rule 7.1A).

The issue must appear in one or more of items 6c-6f and the sum of the figures in those boxes must equal the number of securities issued in item 2 of the Appendix 3B. It is not acceptable to write 'N/A' or similar in

all of boxes 6c-6f. The information for these items of the Appendix 3B is only in relation to the securities the subject of the Appendix 3B.

*Issue price information*

Eligible entities making issues under listing rule 7.1A are reminded the pricing information required by item 6g must be provided, including the 15 day VWAP figure, and the source of the VWAP data.

ASX considers that the averaging of an issue price where a placement is made in combination with listing rule 7.1 is not acceptable (i.e. the issue of a number of securities which is split over rules 7.1 and 7.1A, and where the issue price of the whole placement is averaged to fit the price within the limitation set in listing rule 7.1A.3). The issue price of the number of securities issued under listing rule 7.1A must comply with the pricing limitation in listing rule 7.1A.3. Entities should discuss any potential pricing issues with their Listings Advisers prior to making an issue under rule 7.1A, as otherwise the entity potentially risks breaching listing rule 7.1.

Entities who have incorrectly completed the Appendix 3B may be asked to correct it and re-lodge with ASX Market Announcements where appropriate.

If an entity is unsure as to how to complete the Appendix 3B, it should contact its Listings Adviser.

The most recent version of Appendix 3B in Word format is available here under the 'Appendices' tab.

<http://www.asxgroup.com.au/asx-listing-rules-guidance-notes-and-waivers.htm>

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.