



## Listed@ASX

### Compliance Update 20 August 2018 Update no 07/18

#### 1. Annual listing fees FY2019 - Reminder

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Listed entities are reminded that annual listing fees for FY2019 were due on 31 July 2018.

Should payment not be received in full by 5.00pm AEST Tuesday 21 August 2018, ASX will suspend trading in the entity's securities before trading commences on Wednesday 22 August 2018 in accordance with Listing Rule 17.6. ASX will not waive this rule. Fees paid after Tuesday 21 August 2018 must be paid by bank cheque.

Further, should payment still remain outstanding by 5.00pm AEST on Tuesday 28 August 2018, ASX will remove the entity from the official list that day under Listing Rule 17.15. ASX will not waive this rule.

For queries on how the fee was calculated please refer to [ASX Guidance Note 15](#) paragraph 2.4. For queries in relation to the suspension and delisting process please contact your Listings Compliance Adviser. For all other enquiries please contact ASX Accounts Receivable via the email address [ar@asx.com.au](mailto:ar@asx.com.au)

#### 2. Lodging your notice of meeting for your AGM with ASX and reminder about new voting exclusions

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Listed companies 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 and therefore have to hold their AGMs by 30 November each year.

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 that deadline if it needs further time to review the document.

ASX asks listed entities to bear these timing requirements in mind and allow sufficient time when they submit their draft notices of meeting for ASX to review. This is particularly important if there are a number of resolutions or complex transactions to be considered.

If you will require waivers from any listing rules in connection with your notice of AGM, additional time should be allowed to obtain the waiver as the 5 business day period referred to above does not include the time needed to obtain a waiver. Listed entities should contact their Listings Compliance Adviser to seek advice on how long ASX needs to process a waiver request.

Listed entities are also reminded that on 1 December 2017, Listing Rule 14.11 was amended so that excluded persons are only precluded from voting in favour of a resolution. Excluded persons are now entitled to vote against the resolution. This change applies to all voting exclusions under the Listing Rules. Listing Rule 14.11 now reads as follows (bold added).

### **Voting exclusion statement**

*14.11 If a rule requires a notice of meeting to include a +voting exclusion statement, the notice of meeting must contain a statement to the following effect.*

*The entity will disregard any votes cast **in favour of** the resolution by or on behalf of:*

- the (named) person (or class of persons) excluded from voting; or*
- an associate of that person (or those persons).*

*However, the entity need not disregard a vote if:*

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

Further, the definition of “associate” has also been expanded so that it applies to groups of entities under common control regardless of whether the controller is an individual, a body corporate or some other type of entity. The amended definition is contained in [Chapter 19](#) of the Listing Rules.

## **3. Dividend and distribution information - period ending 30 September 2018**

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Listed entities declaring a dividend or distribution for the period ending 30 September 2018 are reminded that they must use ASX Online forms to announce the dividend or distribution and that as **30 September 2018** falls on a Sunday, it cannot be used as a record date. Therefore, the entity should use **28 September 2018** as the record date, in

which case they will need to announce the dividend or distribution by no later than **24 September 2018** (Day 0 in the Appendix 6A Paragraph 1 timetable).

Listed entities should include the following information in such announcements (see [Appendix 6A](#) paragraph 1):

- Conduit foreign income - where an entity announces a dividend or distribution that is fully or partially unfranked, the announcement should make clear the conduit foreign income (CFI) component of that dividend or distribution, even if the CFI component is nil.
- In the online form, please note that questions 3A.4 Franked amount, 3A.6 Unfranked amount and 3A.7 Conduit Foreign Income amount should all add up to the total amount of the dividend/ distribution as advised at question 3A.1b (that is, the Conduit Foreign Income amount is exclusive of the Unfranked amount).

The announcement of franking details is not compulsory when announcing an estimate of a dividend or distribution.

- Dividend/distribution reinvestment plans (DRP) - where an entity has a DRP or other plan in place, ASX requests that the entity make it clear in the announcement whether the DRP will operate or will be suspended for that particular dividend or distribution. If the DRP will operate, the following information should also be given:
  - the last date for electing to participate in the DRP (question 4A.2 in the online form);
  - the discount rate, if applicable (question 4A.3 in the online form);
  - the ranking of the securities to be issued pursuant to the DRP (question 4A.8a in the online form); and
  - pricing period and the pricing methodology for determining the issue price under the DRP (questions 4A.4 and 4A.5 in the online form).

If at the time when 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, the entity should give an indication of when the entity expects to confirm details of the DRP's operation (using Part 5 'Further information' of the online form).

**Listed entities are also reminded to advise any update to dividend information (including actual amounts and DRP prices) by completing and submitting an Updated Online Form.**

If you have any questions please contact your Listings Compliance Adviser or email: [onlineforms@asx.com.au](mailto:onlineforms@asx.com.au).

## 4. Upcoming deadlines for periodic reports

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Listed entities are reminded of upcoming deadlines for periodic reports:

- Preliminary final reports (June year-end) – Friday 31 August 2018
- Statutory half year financial reports (except mining exploration entities) (December year-end) – Friday 31 August 2018

- Statutory half year financial reports for mining exploration entities (December year-end) – Thursday 13 September 2018
- Statutory audited annual accounts (June year-end) – Friday 28 September 2018
- Annual reports (June year-end) – Wednesday 31 October 2018
- Next Quarterly Reports for Mining and Commitments Test Entities – Wednesday 31 October 2018

Listed entities are also reminded that a failure to lodge the relevant documents on time will result in an automatic suspension of the entity's securities (refer to Listing Rule 17.5).

## 5. Subscribe to Listed@ASX - Compliance Update

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