

Definitions

Business Rules & Listing Rules



1 +Definitions

All defined terms in the *Business Rules* and the *Listing Rules* are identified by italics.

In the *Business Rules* and the *Listing Rules*, unless the contrary intention appears:

accountant means a member of the Australian Society of Certified Practising Accountants or Institute of Chartered Accountants in Australia.

acting as principal

A reference to a *Participating Organisation* dealing or entering into a transaction as principal, includes a reference to a *Participating Organisation* dealing in *securities* on behalf of:

- (a) a partner of the *Participating Organisation*;
- (b) a *director*, company secretary or *substantial shareholder* of the *Participating Organisation*;
- (c) a consultant of the *Participating Organisation*;
- (d) the *immediate family*, *family company* or *family trust* of a partner, *director*, consultant, company secretary or *substantial shareholder* of the *Participating Organisation*;
- (e) a body corporate in which the *Participating Organisation* has a controlling interest;
- (f) a body corporate in which the interests of one or more of the partners singly or together constitute a controlling interest;
- (g) the *holding entity* of the *Participating Organisation* and/or any *subsidiary* of that *holding entity*.

Adjust Phase means a period of time prescribed by the Exchange during which:

- (a) an existing Bid or Offer may be cancelled, or adjusted to either decrease the price of the Bid or increase the price of the Offer, or to decrease the quantity of Securities the subject of the Bid or Offer;
- (b) no new Bids, except Bids by a *Participating Organisation* which has made an announcement pursuant to Section 674(1) of the Corporations Law, or Offers may be entered; and
- (c) no transactions apart from Special Crossings may be effected.

adjusted liabilities means total liabilities adjusted for inclusions and exclusions as specified on the *surplus liquid capital* return.

Affiliate means a person who is a natural person who:

- (a) is a member of the Exchange as at the date of the adoption of these Rules; or
- (b) who is recognised as and remains recognised as an Affiliate by the Exchange under the Rules.

After Hours Adjust Phase means a period of time prescribed by the Exchange during which a Bid or Offer may be cancelled or amended where no improvement in priority or increase in quantity results from such an amendment.

Announcement means a Part C takeover offer of the kind referred to in Part 6.4 of the Corporations Law.

annual accounts means:

- (a) the annual financial statements that the *issuer* is obliged to lodge with the ASIC under the Corporations Law; or
- (b) if the *issuer* is not obliged to lodge annual financial statements with the ASIC, the complete audited annual financial statements of the *issuer*.

Appeal Committee means a committee established pursuant to Rule A35 of the Business Rules.

Authorised Representative means the holder of a proper authority who is employed by or acts for or by arrangement with a Participating Organisation in connection with a securities business carried on by the Participating Organisation and who is registered as an Authorised Representative by the Exchange.

Approved Security means a Security which is from time to time declared by the Exchange to be included in a class of Securities to which Section 846(3)(e) of the Corporations Law applies. A list of Approved Securities is contained in Appendix 5 of the Business Rules.

Articles means the Constitution of Stock Exchange of Newcastle Limited as altered or added to from time to time.

ASIC means the Australian Securities and Investment Commission.

associates include:

- (a) a spouse of any Affiliate or relative of any Affiliate;

- (b) a partner of the *Participating Organisation*, a spouse of such a partner, or the relative of such a partner or spouse;
- (c) a *director* of the licensed company, a spouse of such a *director*, or a relative of such a *director* or spouse;
- (d) a *director* of a related body corporate of the *Participating Organisation*, a spouse of such a *director*, or a relative of such a *director* or spouse;
- (e) an employee of the *Participating Organisation*, a spouse of such an employee, or a relative of such an employee or spouse;
- (f) a trustee of a trust under which the *Participating Organisation* or a person referred to in paragraphs (a), (b), (c), (d) or (e), either individually or collectively, has a beneficial interest of not less than 30% of net assets of the trust;
- (g) a corporation where one or more persons referred to in paragraph (a), (b), (c), (d) or (e) above, either individually or collectively, has a beneficial interest in shares in the body corporate which has a nominal value of not less than 30% of the nominal value of the issued capital of the body corporate;
- (h) a corporation in which the *Participating Organisation* has a relevant interest in not less than 30% of the issued voting shares;
- (i) a corporation which holds a relevant interest in not less than 30% of the issued voting shares of the *Participating Organisation*; and
- (j) any person who is an associate of the *Participating Organisation* for the purposes of Division 2 of Part 1.2 of the Law (other than a bank or corporation concerning which a declaration is in force under section 65(1)(a) of the Law).

For the purpose of this definition, relative means spouse, defacto spouse, parent, son or daughter or a spouse or defacto spouse of that person.

ASX means the Australian Stock Exchange Limited (ACN 008 624 691)

bid means a bid of a price and quantity of *securities* to be purchased made at an official meeting.

“Block Special Crossing” means a special crossing made in accordance with Business Rule C42.

Board means the board of *directors* for the time being of the Exchange.

business day is a day other than:

- (a) a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day; and

- (b) any other day which the Exchange shall declare and publish is not a business day.

call includes an instalment of a call.

child entity means a child entity within the meaning of section 243D of the Corporations Law.

claim means a claim pursuant to the Rules for:

- (a) an amount equal to the cash component of the *franked dividend*;
- (b) shares identical to those issued as the *franked dividend* or in lieu of the cash component of the *franked dividend*; or
- (c) a combination of (a) and (b) where the dividend payable consists of both cash and shares,

whether made by way of an adjustment to an outstanding *transaction* or a claim in respect of a transfer of *securities* not registered by the books closing date.

Clearing Agreement means an agreement entered into between a Participating Organisation and the Exchange which complies with Business Rule C3.

Clearing Participant means:

- (a) the Exchange or
- (b) a Participating Organisation admitted as a CHESS Participant under the SCH Business Rules and who has been approved of by the Exchange as a Clearing Participant.

Closing Phase means a period of time as prescribed by the Exchange pursuant to Business Rule C 31 when Bids or Offers may be entered, amended or cancelled but transactions must not be effected on NETS.

Closing Single Price Auction means the matching procedure conducted at the time prescribed by the Exchange, in accordance with Business Rule C30.

Collateral Securities means Securities the subject of Official Quotation and accepted by a Participating Organisation or the Exchange as whole or part of the deposit or margins of cover prescribed by Part C Rules 65 to 69.

Compliance Officer means a person appointed by the Exchange under Business Rule E9.

Condition means a condition specified by an Issuer or a vendor pursuant to Business Rule C61 the satisfaction of which neither the buyer nor the seller of Securities the subject of sale is in a position to influence, being a condition

which is prerequisite to the allotment by an Issuer or the transfer by a vendor pursuant to a prospectus offering, to the seller from whom title is reliant, of the Securities the subject of that sale.

Conditional Market means a market declared by the Exchange to be a conditional market pursuant to Business Rule C61.

Conditional Sale means a sale which is conditional on fulfilment of a Condition and made on a Conditional Market.

Confirmed FOR Securities has the meaning given to that expression in Section 21 of the SCH Business Rules.

controller means a person who, in the opinion of the Exchange, has a substantial interest in the equity of the holder of, or a substantial economic interest in, *restricted securities*, and each intermediate entity through which that interest occurs.

Conventional Sale means a sale where the vendor has a presently exercisable and unconditional right to vest the Securities in the purchaser.

convertible debt securities means *debt securities* convertible into or exchangeable for other *securities* or other property.

convertible equity securities means *equity securities* convertible into or exchangeable for other *securities*.

corporation has the meaning given in section 9 of the Corporations Law and includes any company with *dual listings* and any international *issuers*.

Corporations Law or Law means the Corporations Law as amended from time to time and has the additional meaning given by Sections 8 and 8A of the Corporations Law.

Cross or Crossing means, in relation to a transaction in Securities, the circumstance where a Participating Organisation acts:

- (a) on behalf of both buying and selling clients to that transaction;
or
- (b) on behalf of a buying or selling client on one side of that transaction and as Principal on the other side.

Cum Dividend means securities traded on the basis that the securities carry an entitlement to the next dividend payable by the Issuer, and are designated as "CD" on NETS.

deal in lines means when shares are sold in one large, undivided parcel to a single buyer.

dealer has the same meaning as in section 9 of the Corporations Law.

Dealing Rules means the Business Rules governing the processes of dealing in and of reporting dealings in Securities and includes Part C.

debt securities means Loan Securities.

Delivery Obligation means the obligation of a Participating Organisation to deliver a specified quantity of units of a Security to another Participating Organisation or Participating Organisations on a Settlement Day, which arises when:

- (a) the entitlement, if any, which the Participating Organisation has to receive Securities of that kind is less than the Participating Organisation's obligation to deliver the Securities; and
- (b) the Exchange issues a notice to the Participating Organisation pursuant to Business RuleD3.

Designated Trading Representative means a person registered by the Exchange pursuant to Rule 13 Part C.

Despatch Date means the date by which an Issuer is required to have despatched certificates (or in the case of Rights, entitlement and acceptance forms in relation to those rights) or to have entered Securities (including Rights) into Security holder's uncertificated holdings in accordance with the Listing Rules or otherwise as determined by the Exchange and notified from time to time.

director includes any person who occupies the position of a *director*, by whatever name called.

dissemination by the Exchange means the dissemination to the public of information given to the Exchange, by way of the Exchange's electronic information systems, newspapers, television, radio, facsimile or other electronic broadcast or by way of a database/library service which is available to the public or by such other mechanisms as the Exchange may specify from time to time.

Dividend includes distributions in specie and liquidation distributions.

dividend or distribution plan means any plan which gives holders of *securities* the opportunity to accept securities in place of *dividend* distribution or interest payment (either partly or wholly).

dividend equivalent means:

- (a) an amount equal to the cash component of the *franked dividend*;
- (b) shares identical to those issued as the *franked dividend* or in lieu of the cash component of the *franked dividend*; or

- (c) a combination of (a) and (b) where settlement of the *claim* consists of both cash and shares,

plus an amount equal to the imputation credit that would have been attached to the *franked dividend*.

DvP Settlement has the meaning given to that expression in Section 21 of the SCH Business Rules.

Enquire Phase means the period of time prescribed by the Exchange in accordance with Business Rule C33.

Equity Securities means:

- (a) shares in a body corporate or an unincorporated body other than redeemable preference shares which are Loan Securities in accordance with paragraph (c) of the definition of Loan Securities;
- (b) prescribed interests or interests in a managed investment scheme (as the case may be) except those referred to in paragraph (d) of the definition of Loan Securities;
- (c) renounceable and non-renounceable rights to subscribe for Securities other than Loan Securities;
- (d) options over unissued Securities other than Loan Securities;
- (e) convertible notes;
- (f) any Securities which are determined by the Exchange to be Equity Securities,

but does not include option contracts or Securities determined to be Loan Securities by the Exchange.

escrow period means the period commencing on the later of the date the *restricted securities* are issued or the Restriction Agreement is entered into and ending:

- (a) if the *issuer's securities* have been listed no more than 12 months, 24 months from this date; or
- (b) otherwise, 12 months from this date,

or any other period greater than 12 months fixed by the Exchange.

Ex Bonus means:

- (a) Securities quoted Ex Bonus on a Trading Day prescribed by the Exchange; and

- (b) designated as “**XB**” on NETS.

Ex Dividend means:

- (a) Securities quoted Ex Dividend on a Trading Day prescribed by the Exchange; and
- (b) designated as “**XD**” on NETS.

Ex Interest means Securities:

- (a) quoted Ex Interest on a Trading Day prescribed by the Exchange, except in the case of Commonwealth and Semi-Government Securities, which are quoted Ex Interest on the first Trading Day after closing of the register; and
- (b) designated as “**XI**” on NETS.

Ex Return of Capital means:

- (a) Securities quoted Ex Return of Capital on a Trading Day prescribed by the Exchange; and
- (b) designated as “**XC**” on NETS.

Ex Rights means:

- (a) Securities quoted Ex Rights on a Trading Day prescribed by the Exchange; and
- (b) designated as “**XR**” on NETS.

Exchange means Stock Exchange of Newcastle Limited (ACN 000 902 063),

Exchange Examining Accountant means the accountant appointed by the Exchange in accordance with the Business Rule E7.

Family Company means a corporation:

- (a) controlled by the person or the immediate family of the person; or
- (b) in respect of which the person is beneficially entitled to more than 50% of the issued capital.

Family Trust means a trust in which:

- (a) the person or the immediate family of the person is the sole or majority beneficiary; or

- (b) the person has the ability to remove the trustee of the trust and replace that trustee with his or her own nominee.

foreign issuer means an issuer incorporated or otherwise established in a place other than a State or Territory of Australia.

Foreign To Foreign means a sale by or on behalf of a Foreign Person where settlement is to be effected by transfer of Confirmed FOR Securities in accordance with the SCH Business Rules.

Foreign Person has the meaning given to that expression in Section 21 of the SCH Business Rules.

Forward Delivery Transaction means a time contract which provides for delivery of Securities in whole or in part in accordance with Part C, Rule 64 to 68.

FOR Issuer means an issuer which is subject to aggregate foreign ownership restrictions under legislation or under the Issuer's constitution.

FOR Securities means a class of Securities of a FOR Issuer where, at the FOR Issuer's request, such class of Securities has been included pursuant to SCH Business Rule 8.20 in Schedule 1 to the SCH Business Rules as FOR Securities.

Forward Price means the price of Securities as fixed by a Forward Delivery Transaction.

Forward Securities means the Securities the subject of a Forward Delivery Transaction.

forward transaction value shall mean the value of a *forward delivery transaction*.

franked dividend means a dividend with an attached imputation credit and, includes a fully franked or partly franked dividend, whether paid by way of cash, the issue of shares or a combination of both cash and shares.

Funds Manager means an entity whose primary business is to invest moneys and manage assets and other investments allocated to it by clients for that purpose.

Gateway means a hardware and software component which provides the communications interface between NETS and the Participating Organisation's network.

Gateway Session means when a Participating Organisation accesses the NSX market for trading through the Gateway.

group means the *issuer* and its *subsidiaries*, if any.

holding entity means an entity which has one or more *subsidiaries*.

immediate family in relation to a person means that person's spouse and non-adult children, if any.

Inscribed Stock means uncertified bonds and stocks held on a Register.

introduction is the grant of a *listing* for existing issued *securities* which satisfy the requirements of the applicable one of Rule 3.9 of Part IIA, Rule 3.9 of Part IIB or Rule 3.8 of Part IIC of the Listing Rules.

investment company has the same meaning as in section 399 of the Corporations Law.

issuer means the legal entity which issues the securities.

Issuer Sponsored Uncertificated Securities means securities issued or made available by a Participating Organisation which are held as uncertificated securities without the holder having been admitted to Institutional Participating Investor status in accordance with the Business Rules or having entered into a sponsorship agreement with a Participating Organisation as provided for in the Business Rules.

issuer's Undertaking means the undertaking (in the form set out in Part A of Appendix 2 of the Listing Rules) given by an *issuer* to the Exchange specifying the continuing obligations which the *issuer* undertakes to comply with as a condition of being granted a *listing*.

listing means the grant of a listing for quotation of, and permission to deal in, *securities* on the Exchange and *listed* shall be construed accordingly.

Listing Rules means these *Rules* governing the *listing* of *securities* on the Exchange.

Loan Securities means:

- (a) debentures, stocks or bonds issued or proposed to be issued by a government;
- (b) debentures of a body corporate or an unincorporated body;
- (c) redeemable preference shares which have a fixed and certain date for redemption, other than shares having a participating entitlement to rights or options referred to in paragraphs (c) and (d) of the definition of Equity Securities;
- (d) prescribed interests or interests in a managed investment scheme (as the case may be) relating to a financial or business undertaking or scheme, common enterprise or investment

contract, the trustee or representative or responsible entity of which only invests in or acquires one or more of Loan Securities, mortgages and cash; or

- (e) any Securities which are determined by the Exchange to be Loan Securities,

but does not include option contracts, or Securities determined by the Exchange to be Equity Securities.

major subsidiary means a *subsidiary* representing twenty percent (20%) or more of the book value of *net assets* or *net operating profits* of the *group*.

marketable parcel has the meaning given in Part C of the Business Rules.

Mutual Organisation means an organisation operated for the mutual benefit of its members.

net assets means the consolidated net assets of the *group* as shown in the latest set of audited accounts of the *group*.

net operating profit means the consolidated operating profit of the *group* before income tax including abnormal items (unless the Exchange believes that they are unlikely to be repeated at that level in later periods).

NETS means the Newcastle Electronic Trading System, a computer system and associated network operated by the Exchange in providing a market for the trading of Securities.

NETS Market Control means the unit within the Exchange responsible for the administration of NETS.

new applicant means, in the case of *equity securities*, an applicant for *listing* none of whose *equity securities* is already listed on the Exchange, and in the case of *debt securities*, means an applicant for *listing* none of whose *equity or debt securities* is already listed on the Exchange.

New Ex Interest means:

- (a) Loan Securities quoted new ex interest by the Exchange when the first interest payment is made exclusively to the original allottees of those Loan Securities; and
- (b) designated “**NX**” on NETS.

normal trading means the hours of Trading determined by the *Board*.

Notify means giving written notice of the relevant matters or the transmission of an electronic message containing those matters.

Offer means a price and quantity of Securities to be sold.

Offeror means:

- (a) in relation to a Takeover Offer or Takeover Announcement (other than a Scheme), an offeror within the meaning of the Corporations Law and, in respect of an Issuer incorporated or established outside Australia, the equivalent entity; and
- (b) in relation to a Scheme, the entity or entities, which in the opinion of the Exchange, is in a similar position to an offeror.

Offer Period means:

- (a) in relation to a Takeover Offer or Takeover Announcement (other than a Scheme), the period:
 - (i) from the time that an announcement of intention to make a proposed Takeover Offer or Takeover Announcement (with or without terms) is first received by the Exchange from:
 - (A) an Offeror;
 - (B) an offeree; or
 - (C) any person authorised by the Offeror or the offeree or the Commission;
 - (ii) until the last day on which the Offer remains open for acceptance (including extensions of that period) or the day on which the amalgamation or reconstruction is effected;
- (b) in relation to a Scheme, the period from the date an announcement of intention to propose a Scheme is first received by the Exchange until the date on which the Scheme is effected.

Official List means the list of *issuers* maintained by the Exchange in accordance with Listing Rule 2.11.

Official Quotation means official quotation by the Exchange.

official meeting means a meeting of *Participating Organisations* held pursuant to the *Rules*.

Opening Phase means a period of time prescribed by the Exchange immediately following the start of Normal Trading for that Trading Day when Bids and Offers are to be matched in accordance with the provisions of Business Rule C25.

Operational Requirements means the requirements specified in Business Rule C6.

Order means an instruction to purchase or sell Securities, or an instruction to amend or cancel a prior instruction to purchase or sell Securities.

Participating Organisation means:

- (a) a company or partnership that is recognised as and remains recognised as a Participating Organisation by the Exchange; or
- (b) any entity, including a natural person, which is a member of the Exchange as at the date of adoption of these Rules.

paid in relation to shares and capital, includes credited as paid.

person includes any corporation or association or body of persons, whether corporate or unincorporated.

PID stands for Participant Identifier and means a CHES user identification code allocated to a Broker by SCH.

Portfolio Special Crossing means a Special Crossing effected pursuant to Business Rule C43.

Pre-Opening Phase means a period of time as prescribed by the Exchange pursuant to Business Rule C26 when Bids or Offers can be entered, amended or cancelled but transactions cannot be effected on NETS.

Proper SCH Transfer means an electronic transfer of CHES Approved Securities effected in accordance with the SCH Business Rules.

prescribed person means:

- (a) a partner in the *Participating Organisation*;
- (b) a director in the *Participating Organisation*;
- (c) an employee, consultant and Associated Member of the *Participating Organisation*;
- (d) *immediate families* of any such partners, *directors*, employees, consultants and Associated Members;
- (e) *family companies* and *family trusts* of any of the abovementioned persons;
- (f) *substantial shareholders* in one or more of the Member Corporations which constitute the *Participating Organisation*, unless the *substantial shareholders* places the order:

- (i) on behalf of its or its related companies' clients; or
- (ii) using funds managed by the *substantial shareholder* or its related companies.

For the purposes of this paragraph:

- (i) a reference to a *substantial shareholder* includes a reference to:
 - (A) a related corporation, where the *substantial shareholder* is a corporation; and
 - (B) the *immediate family, family company and family trust*, where the *substantial shareholder* is a natural person;
- (ii) a Life Insurance company registered under the Life Insurance Act, or the equivalent Act of a State, is deemed to place its order on behalf of its clients or managed funds when that order is on behalf of its statutory fund(s);
- (g) where a *Participating Organisation* or *prescribed person* is a corporation, any corporation controlled by that corporation.

professional investor is a person who is not a retail investor in Corporations Regulation 7.3.02B(1)(8) and (9).

prohibited conduct includes:

- (a) conduct which amounts to impropriety affecting character and which is indicative of a failure either to understand or to practice the precepts of honesty or fair dealing in relation to a client or the public;
- (b) unsatisfactory professional conduct, where the conduct is such that it involves a substantial or consistent failure to reach reasonable standards of competence and diligence;
- (c) conduct which is or could reasonably be considered as likely to be prejudicial to the interests of the Exchange or its Participating Organisations ;

and need not involve a breach of any of the *Articles* or the *Rules* or a contravention of any law.

Public Securities means Loan Securities where the Issuer is:

- (a) the Commonwealth Government;
- (b) the Government of a State or Territory of Australia;

- (c) a municipal body corporate, other local governing body or public authority constituted by or under a law of the Commonwealth or of a State or Territory of Australia;
- (d) a body corporate, the principal business of which is the supply and distribution, by a system of reticulation, in Australia or in a Territory of water, gas or electricity;
- (e) a government business enterprise of the Commonwealth Government or the Government of a State or Territory of Australia;

but does not include Loan Securities:

- (f) where the Issuer is a body referred to in paragraphs (a), (b) or (c) and the Securities are issued in respect of a loan raised outside Australia and the Territories unless there is in force a declaration by the Treasury, published in the Gazette, that those Securities shall be public securities for the purposes of the Income Tax Assessment Act; and
- (g) issued after 12 April 1976 by a bank.

published in the newspapers means published in two daily newspapers one of which is circulated in the Newcastle region and the other of which is circulated generally in Australia.

Reciprocal Arrangement means any agreement or arrangement between the Exchange and any governmental agency or regulatory authority (including without limitation, a stock exchange) in Australia or elsewhere whose functions include the regulation of trading in Securities or commodities (in Australia or elsewhere) which provides for the disclosure of information between the Exchange and the other party in relation to dealings in Securities or commodities (in Australia or elsewhere).

Recognised Stock Exchange means an exchange prescribed as such from time to time by the Exchange and listed in Appendix 3.

recognised trustee means any trustee approved by the Exchange for the purposes of the *Listing Rules*.

Record Date means the date determined by an Issuer as the date by which Transfers must be received for the purpose of identifying the persons entitled to the benefit of a corporate action.

related party means:

- (a) in relation to an individual:
 - (i) his or her spouse, defacto spouse, parent, son, or daughter or a spouse or defacto spouse of that person;

- (ii) an entity over which one or more of the persons referred to above in paragraph (i) has control;
 - (iii) an entity that he or she controls, or its parent entity or sibling entity;
 - (iv) a *person* who acts, or proposes to act, in concert with any one referred to above;
 - (v) a *person* who was a related party in the previous 6 months, or who would be a related party in the future, under the tests in section 243F of the Corporations Law (applying with any necessary adaptation);
- (b) in relation to a corporation, those *persons* within the meaning of section 243F of the Corporations Law or a substantial shareholder of the body corporate;
- (c) in relation to a trust, the management company, trustee and their related parties within the meaning of section 243F of the Corporations Law.

restriction agreement means an agreement restricting dealings in *restricted securities* in the form approved by the Exchange.

restricted securities means *securities* issued by an *issuer*:

- (a) in consideration of, or in connection with, a service provided to the *issuer* (or a *related party*) in relation the *issuer's* formation, promotion *listing* or the issuer's offering of *securities* to the public;
- (b) for cash (or equivalent) if the person receives the cash (or equivalent) for the services mentioned in (a);
- (c) to a holder of *restricted securities* in substitution for them as part of a reorganisation of capital;
- (d) under a bonus issue in relation to *restricted securities*;
- (e) on the conversion of *restricted securities*;
- (f) that, in the Exchange's opinion, should be treated as *restricted securities*.

Rules means, as required by the context, the *Listing Rules* and the *Business Rules*, or either of them.

SCH means ASX Settlement and Transfer Corporation Pty Ltd (ACN 008 504 332) as approved as the Securities Clearing House under the Corporations Law and where the case requires includes an agent appointed by SCH in accordance with SCH Business Rule 1.4.

Scheduled Period means the period set out in Appendix 8 for the purposes of Part D.

Scheme means a compromise or arrangement within the meaning of section 411 of the Corporations Law (and, in respect of an Issuer incorporated or established outside Australia, any similar form of compromise or arrangement under the law of the jurisdiction of incorporation or establishment) which has, in the opinion of the Exchange, a similar result to a Takeover Offer or Takeover Announcement.

SEATS Trading Reference Manual means the document with that title published by the ASX which contains operational and administrative procedures relating to NETS, as amended from time to time. All references to SEATS in this manual should be read as references to NETS also.

Securities includes Equity Securities and Loan Securities.

Settlement Agent means in connection with any Participating Organisation, the Clearing Participant being used by that Participating Organisation.

Settlement Day means the day on which a transaction is due to be settled in accordance with these Rules.

Settlement Obligations means the obligation to complete the sale and purchase thereby created together with all obligations ancillary to such completion, including the obligations owed to:

- (a) a counterparty (including NSX or a subsidiary of NSX) under the NSX or SCH Business Rules; and
- (b) a client (including a Participating Organisation which trades on its own account).

Settlement Statement means the statement given by the Exchange on the Settlement Day setting out the Settlement Obligations.

Settlement Instruction has the meaning given to that expression in Section 21 of the SCH Business Rules.

Settlement Transfer has the meaning given to that expression in Section 21 of the SCH Business Rules.

share means share in the capital of the Exchange, and includes stock, unless a distinction is expressed or implied.

Short Sale means a sale of a Security where at the time of sale the seller does not have a presently exercisable and unconditional right to vest the Security in the buyer other than by reason solely of the sale constituting a Conditional Sale and cognate expressions have a corresponding meaning.

Special Crossing means a special crossing made in accordance with the Business Rule C40. For the purposes of the Corporations Law, such special crossings are described as, or are to be described as “**special**” when reported to the Exchange.

State means the State of New South Wales.

state of emergency means any flood, fire, war or threat of war, embargo, boycott, labour dispute, power failure or restriction, communication breakdown, unavailability of data processing or any other computer system or facility, act of God; or other event which, in the opinion of the *Board*, prevents or significantly hinders the operations of the Exchange.

subsidiary has the same meaning as in section 9 of the Corporations Law.

substantial shareholder means, in relation to an *issuer*, a *substantial shareholder* under section 708 of the Corporations Law or, a person who would be a *substantial shareholder* under section 708 of the Corporations Law if references to a corporation in the Corporations Law were references to the issuer and references to shares were references to equity securities of the *issuer* that carry voting rights.

surplus liquid funds means the excess of liquid assets over adjusted liabilities.

Takeover Announcement means:

- (a) a takeover announcement within the meaning of the Corporations Law and, in respect of an Issuer incorporated or established outside Australia, any similar form of offer; and
- (b) a Scheme.

Takeover Offer means:

- (a) a takeover offer within the meaning of the Corporations Law and in respect of an Issuer incorporated or established outside Australia, any similar form of offer; and
- (b) a Scheme.

Target Company means:

- (a) in relation to a Takeover Offer or Takeover Announcement, a target company within the meaning of the Corporations Law and, in respect of an Issuer incorporated or established outside Australia, the equivalent company; and

- (b) in relation to a Scheme, the entity or entities, which in the opinion of the Exchange, is in a similar position to a target company.

total liabilities shall mean the total of all of the liabilities of the *Participating Organisation* but excluding amounts due to or received from clients and held in Trust Bank Accounts as required by the *Business Rules*.

Trader Workstation means a personal computer with NETS Trader Workstation Software installed.

Trader Workstation Software means the software product provided by ASXO for use by Participating Organisations which provides a Trader Workstation with the functionality necessary for a Gateway Session.

Trading Day means:

- (a) a day other than:
 - (i) a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day; and
 - (ii) any other day the Exchange declares and publishes is not a trading day; and
- (b) notwithstanding (a), a day which for the purposes of settlement, the Exchange declares is a trading day notwithstanding there is no Official Meeting on that day or that dealings between Participating Organisations are suspended on that day.

Trading Fees means fees for trading activity on NETS, determined from time to time by the Exchange in accordance with the Rules.

trading floor means a place at which or facility by means of which an Official Meeting is held.

trading hours means the hours as determined by the *Board* from time to time during which an *official meeting* of the Exchange is conducted.

Trading Messages means those messages submitted into NETS by means of a Gateway of a Participating Organisation relating to trading functions, such as Bids or Offers, amendment or cancellation of prior Bids or Offers and the reporting or cancellation of trades on NETS.

Trading Permission means the ability of a Participating Organisation to submit Trading Messages into NETS by means of a Trader Workstation the Participating Organisation.

transaction means either a sale or purchase of securities pursuant to these *Rules* or an obligation to transfer securities pursuant to a securities lending agreement.

unit means a unit in a trust.

Weighted Price, in relation to the opening, means:

- (a) if the Bid price and Offer price are the same, that price; or
- (b) where the Bid price is greater than the Offer price, the price is determined as follows:

$$\text{Weighted Price} = \frac{(\text{BP} \times \text{BQ}) + (\text{OP} \times \text{OQ})}{\text{BQ} + \text{OQ}}$$

Where

- BP = the Bid price;
- BQ = the Bid quantity;
- OP = the Offer price; and
- OQ = the Offer quantity

2 Principles of Interpretation

In the *Business Rules* and *Listing Rules*, headings do not affect the interpretation of the *Rules* and, unless the context otherwise requires:

- (a) an act or an omission of an *issuer* includes an act or omission caused directly or indirectly by the *issuer*;
- (b) references to a document being certified means certified to be a true copy or extract (as the case may be) by a *director*, the secretary or other authorised officer of the *issuer* or by the *issuer's* auditors or solicitors;
- (c) words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders and vice versa;
- (d) references to writing shall include typewriting, printing, lithography, photography and other modes of representing or reproducing words in a legible and non-transitory form and electronic mail received by the Exchange's e-mail systems;
- (e) the dollar sign "\$" refers to Australian Dollars.
- (f) references to time are in Newcastle time.

If a word or expression is not specifically defined in the *Business Rules* or *Listing Rules*, and the word or expression is defined in the *Corporations Law*, then unless the contrary intention appears, the word or expression shall have the same meaning as in the *Corporations Law*. If the word or expression has

more than one meaning in the Corporations Law ie depending on the subject matter in which the expression or word is used, then the meaning of the word or expression in the Business Rules or Listing Rules will be determined by the subject matters of the Listing Rules or Business Rules in which the word or expression occurs, on the basis that the word or expression shall have the meaning which is applicable to the subject matter in the Corporations Law which is most similar to the subject matter in the Listing Rules or Business Rules in which the word or expression occurs.

The *Rules* shall be interpreted, administered and enforced by the Exchange. Any decision of the Exchange regarding the interpretation, administration or enforcement of the *Rules* shall be conclusive and binding on an *issuer*. The Exchange may issue practice notes and guidance notes, from time to time, to assist *issuers* or their advisers in interpreting and complying with the *Rules*. The Exchange reserves the right to amend or add to the *Rules*, from time to time.

Listing Rules

Section I

All Issuers



**STOCK EXCHANGE
OF
NEWCASTLE
LIMITED**

**LISTING RULES
SECTION I
ALL ISSUERS**

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CHAPTER 1

GENERAL

Introduction

- 1.1** These *Listing Rules* have been made by the Board of the Exchange pursuant to the authority vested in it by its constitution. Under the Corporations Law, amendments to these *Listing Rules* must be submitted to the ASIC. The Minister may disallow amendments of these *Rules*.
- 1.2** The principal function of the Exchange is to provide a fair, orderly and efficient market for the trading of *securities* issued by *issuers* which have either a primary or a secondary *listing* on the Exchange. In furtherance of this, these *Listing Rules* prescribe the requirements for obtaining and maintaining a *listing* of *securities* on the Exchange. These comprise both requirements which have to be met before *securities* may be granted a *listing* on the Exchange (such as the minimum requirements for *listing*, application procedures and fees payable, the contents of any prospectus published by the *issuer* and the requirement for a *new applicant* to be sponsored) and continuing obligations with which an *issuer* must comply once a *listing* has been granted (even if its *listing* is suspended) and also the powers of the Exchange with regard to the suspension and/or cancellation of a *listing*.
- 1.3** It is emphasised that the *Listing Rules* are not exhaustive and that the Exchange, may impose additional requirements or make *listing* subject to special conditions whenever it considers it appropriate. Conversely the Exchange may waive, modify or not require compliance with the *Listing Rules* to suit the circumstances of a particular case.
- 1.4** The *Listing Rules* may be amended or added to by the Exchange from time to time and such amendments or additions are of no effect until made by resolution of the Board.
- 1.5** Suitability for *listing* depends on many factors. Applicants for *listing* should appreciate that compliance with the *Listing Rules* may not of itself ensure an applicant's suitability for *listing*. The Exchange retains a discretion to accept or reject applications and in reaching its decision will pay particular regard to the general principles outlined in Rule 1.6. Prospective *issuers* and their sponsors are therefore encouraged to contact the Exchange to seek informal and confidential guidance as to the eligibility of a proposed application for *listing* at the earliest possible opportunity.

General principles

- 1.6** The *Listing Rules* reflect currently accepted international standards and seek to achieve an appropriate balance between providing *issuers* with access to the market at the earliest opportunity and providing investors both with certain safeguards and with sufficient and timely information for the purpose of enabling them to make an informed decision as to the value and merits of *listed securities*. In particular, they are intended to ensure that investors have

and can maintain confidence in the market and that:-

- (1) applicants are suitable for a *listing*;
- (2) the issue and marketing of *securities* is conducted in a fair, open and orderly manner and that potential investors are given sufficient information to enable them to make a properly informed assessment of the applicant, and of the securities for which *listing* is sought;
- (3) investors and the public are kept fully informed by *listed issuers*, and in particular that immediate disclosure is made of any information that might reasonably be expected to have a material effect on market activity in, and the prices of, *listed securities*;
- (4) all holders of *listed securities* are treated fairly and equally; and
- (5) *directors* of a *listed issuer* act in the interests of its shareholders as a whole, particularly where the public represents only a minority of the shareholders.

1.7 It should be recognised that these *Listing Rules* are not statutory rules and the Exchange expects *issuers* and their advisers to comply with the spirit as well as the letter of the *Rules*.

1.8 The Exchange may decide to take no action in respect of a breach of a *Rule*. If the Exchange takes no action it is not a waiver of the *Rule*.

Waiver

1.9 The Exchange may waive a *Listing Rule* or part of a *Listing Rule* on any conditions. It may do so on the application of an *issuer* or of its own accord. The Exchange will publish waivers periodically.

Decisions of the Exchange

1.10 Any decision of the Exchange pursuant to these *Listing Rules* is binding on an *issuer*. The Exchange may vary or revoke its decision, either on the application of an *issuer* or of its own accord. The Exchange may only vary or revoke a decision with effect from the date on which it notifies the *issuer* of the variation or revocation, unless materially incorrect or incomplete information was given to the Exchange in support of the decision.

CHAPTER 2

LISTING

Official List

- 2.1** An *issuer* is admitted to the Official List of the Exchange while any of its *securities* are *listed* on the Exchange.

Sponsorship

- 2.2** A *new applicant* for *listing* must be sponsored by a Participating Organisation of the Exchange which is on the approved list of sponsors maintained by the Exchange. The sponsor must ensure that the *issuer* receives fair and impartial guidance and advice as to the application of these *Listing Rules* and that all necessary documents supporting an application are lodged with the Exchange and must be responsible for communicating with the Exchange during the application process. The sponsor must submit a Sponsor's Declaration to the Exchange as set out in Part C of Appendix 2 before trading in the *issuer's securities* can commence on the Exchange.
- 2.3** The Exchange may submit information provided to the Exchange in connection with an application to an expert selected with the approval of the Exchange. The *issuer* must pay for the expert.

Nominated Adviser

- 2.4** (1) Each *listed issuer* shall appoint a nominated adviser. The *issuer* may appoint as a nominated adviser:
- (i) a *person listed* on the approved list of nominated advisers maintained by the Exchange;
 - (ii) its sponsor; or
 - (iii) with the consent of the Exchange if the Exchange is of the opinion that the *issuer* has sufficient resources available to it, two members of the *issuer's* senior management ordinarily resident in Australia.
- (2) A nominated adviser shall give an undertaking to the Exchange in writing in such form as the Exchange may from time to time prescribe.
- (3) A nominated adviser owes the undertakings referred to in paragraph (2) solely to the Exchange.
- 2.5** If the Exchange considers that a nominated adviser has breached any of its obligations to the Exchange, the Exchange may do one or more of the following:
- (1) censure the nominated adviser;

- (2) remove the authority of the nominated adviser to act as a nominated adviser, including by removing the nominated adviser from the list of approved sponsors and approved nominated advisers or by withdrawing the Exchange's consent for the *person* to act as a nominated adviser;
- (3) publish the action taken and the reasons for the action.

Issuer's obligations

2.6 Upon the *listing* of their *securities* on the Exchange, an *issuer* is obliged to:

- (a) comply with the *Rules*; and;
- (b) notify SCH 5 *business days* before their *securities* list on the Exchange.

The obligation in Rule 2.6(a) continues in effect even if trading of the *issuer's securities* is suspended.

2.7 An *issuer* must give the Exchange any information, document or explanation that the Exchange requests to enable it to be satisfied that the *issuer* is, and has been, complying with the *Listing Rules*. The *issuer* must do so within the time specified by the Exchange.

2.8 If the *issuer* is a trust the manager or responsible entity of the *issuer* is to comply with, or obliged to procure that the *issuer* complies with (as required by the context) the *Listing Rules*.

Types of securities eligible for listing

2.9 The Exchange will consider *listing equity* and *debt securities*, unit trusts, depository receipts and derivative warrants carrying rights based on, or rights to acquire, other *securities*, an index or some other asset.

Methods of issuing securities to be listed

2.10 Both *equity securities* and *debt securities* may be brought to *listing* on the Exchange by any one of the methods described in *Rules* 2.11 to 2.17, except where otherwise indicated.

Offer for subscription

2.11 An offer for subscription is an offer to the public by or on behalf of an *issuer* of its own, new *equity or debt securities* for subscription.

Offer for sale

2.12 An offer for sale is an offer to the public by or on behalf of the holder(s) or allottee(s) of *equity or debt securities* already in issue or agreed to be subscribed.

Placing

- 2.13** A placing is the obtaining of subscriptions for or the sale of *equity or debt securities* by an *issuer* or its intermediary from or to *persons* selected or approved by the *issuer* or its intermediary, otherwise than by way of an offer to the public.

Rights issue

- 2.14** A rights issue is an offer by way of rights to existing holders of *listed equity securities* which enables those holders to subscribe for further *equity securities* in proportion to their existing holdings.

Capitalisation issue

- 2.15** A capitalisation issue (or bonus issue) is an allotment of further *equity securities* to existing holders, credited as fully paid up out of the *issuer's* reserves or profits, in proportion to their existing holdings without any monetary payment.

Introduction

- 2.16** An *introduction* is a means by which *securities* already issued which are widely held may be *listed*. It requires an *issuer* to make an application for the *listing* of existing *securities*.

Other methods

- 2.17** *Securities* may also be brought to *listing* on the Exchange by the issuance of *securities* through:
- (1) the exercise of options, warrants or similar rights to subscribe for or purchase *securities* where the grant of the rights was supported by a prospectus and was approved by the Exchange;
 - (2) an issue of *securities* on the exercise of options granted to or for the benefit of executives and/or employees of a *listed issuer* where the grant of the options was approved by the Exchange; or
 - (3) such other methods as the Exchange may from time to time approve.

Suspension and cancellation of listing

- 2.18** *Listing* is always granted subject to the condition that where the Exchange considers it necessary for the protection of investors or the maintenance of an orderly market, it may at any time suspend trading in any *securities* or cancel the *listing* of any *securities* in such circumstances and subject to such conditions as it thinks fit, whether requested by the *issuer* or not. The Exchange may do so where:-

- (1) an *issuer* fails, in a manner which the Exchange considers material, to comply with the *Listing Rules* or its *Issuer's Undertaking* (including a

failure to pay on time any fees or levies due to the Exchange);

- (2) the Exchange considers there are insufficient *securities* of the *issuer* in the hands of the public;
- (3) the Exchange considers that the *issuer* does not have a sufficient level of operations or sufficient assets to warrant the continued *listing* of its *securities* on the Exchange; or
- (4) the Exchange considers that the *issuer* or its business is no longer suitable for *listing*.

2.19 A short suspension of trading may be requested by an *issuer* upon the occurrence of a material event which requires immediate disclosure under these *Listing Rules*, provided that an announcement of the material information is made forthwith. The Exchange may accept or reject the request for suspension in its absolute discretion and may from time to time issue policy statements regarding the circumstances in which the Exchange is prepared to suspend trading at the request of the *issuer*.

2.20 Where an *issuer* itself seeks suspension, the request for approval of the suspension must be made to the Exchange by its nominated adviser and confirmed in writing. In all cases, the request must be supported by specific reasons and the nature of the proposed announcement and the current state of events must be disclosed to the Exchange, so that the Exchange can assess the need for and appropriate duration of the suspension.

2.21 Where trading has been suspended, the procedure for lifting the suspension will depend on the circumstances and the Exchange reserves the right to impose such conditions as it considers appropriate. Where a suspension is made at the *issuer's* request, the *issuer* will be required to announce the reason for the suspension and, where appropriate, the anticipated timing of the lifting of the suspension. In some cases (for example a short suspension pending an announcement) the suspension will be lifted as soon as possible after the announcement is made. In other cases the suspension will be continued until any relevant requirements have been met. The continuation of a suspension for a prolonged period without the *issuer* taking adequate action to obtain restoration of trading may lead to the Exchange cancelling the *listing*.

2.22 There may be cases where a *listing* is cancelled without a suspension intervening. Where the Exchange considers that an *issuer* or its business is no longer suitable for a *listing* an announcement naming the *issuer* and specifying the period within which the *issuer* must have remedied those matters which have rendered it unsuitable for a *listing* will be *published in the newspapers* and disseminated by the Exchange. Where appropriate the Exchange will suspend trading in the *securities* of the *issuer*. If the *issuer* fails to remedy those matters within the period set out in the announcement the Exchange will cancel the *listing*.

Other sanctions

2.23 If the Exchange considers that an *issuer* has contravened these *Listing Rules* it may, in addition to or instead of a suspension in trading or cancellation of a *listing*:

- (1) censure the *issuer*; and
- (2) publish the fact that the *issuer* has been censured; and
- (3) publish the reason for the censure, if in the Exchange's opinion it is appropriate.

2.24 If the Exchange considers that a contravention of these *Listing Rules* by an *issuer* is due to a failure by all or any of its *directors* to discharge their responsibilities it may do one or more of the following:

- (1) censure the relevant *director*;
- (2) publish the fact that the *director(s)* has been censured;
- (3) state publicly that in its opinion the retention of office by the *director* is prejudicial to the interests of investors;
- (4) if the *director* remains in office following a public censure by the Exchange under paragraph (3) above, suspend trading in or cancel the *listing* of the *issuer's securities* or any class of *securities*.

Voluntary withdrawal of listing

2.25 An *issuer* whose primary *listing* is on the Exchange may only voluntarily withdraw its *listing* if it gives the Exchange at least 90 days notice and the *issuer* has obtained the approval of the holders of each class of its *listed securities* by way of a three quarters majority vote at duly convened meetings of those holders.

Listing Rules

Section IIA

Equities Securities



**STOCK EXCHANGE
OF
NEWCASTLE
LIMITED
LISTING RULES
SECTION IIA**

- *EQUITY SECURITIES* -

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CHAPTER 3

QUALIFICATIONS FOR LISTING

Preliminary

3.1 This Chapter sets out the basic conditions which have to be met as a pre-requisite to the *listing* of *equity securities* issued by *corporations*. They apply to every method by which *securities* may be brought to a *listing* and to both *new applicants* and *listed issuers*, except where otherwise stated. It shall be noted that:

- (1) these requirements are not exhaustive and the Exchange may impose additional requirements in a particular case;
- (2) the Exchange retains an absolute discretion to accept or reject applications for *listing*, and that compliance with the relevant conditions may not of itself ensure an applicant's suitability for *listing*; and
- (3) the Exchange may impose any conditions it thinks fit on the *issuer* in relation to the *listing* of its *securities*.

3.2 Where application for *listing* is made in respect of any class of *security*:

- (1) if none of the *securities* of that class are already *listed*, the application must relate to all *securities* of that class, whether already issued or proposed to be issued; or
- (2) if some of the *securities* of that class are already *listed*, the application must relate to all further *securities* of that class which are proposed to be issued and the application must be made prior to the issue of the *securities*.

3.3 Where application is made to list a *security* which is convertible into another *security*, the Exchange must be satisfied that investors will be able to obtain the necessary information to form an opinion regarding the value of the underlying *security*. This will normally mean that the underlying *security* must either be listed on the Exchange or on a *recognised stock exchange*.

General

3.4 The *issuer* must be a corporation:

- (1) duly incorporated or otherwise established in accordance with the laws of a State or the Commonwealth of Australia; or
- (2) registered under the *Corporations Law* to carry on business in Australia.

3.5 Both the *issuer* and its business must, in the opinion of the Exchange, be suitable for *listing*.

- 3.6** A *new applicant* must have an adequate track record under substantially the same management which must be of known character and integrity. For this purpose, an adequate track record will normally be at least two financial years but the Exchange may accept a shorter period if the public offering is fully underwritten on a firm basis by an underwriter approved by the Exchange, at least to the extent of the minimum amount required to be raised by the issue in order to purchase any assets to be acquired out of the proceeds of sale.
- 3.7** In the case of a *new applicant*, the latest financial period for which audited accounts have been prepared must not have ended more than twelve (12) months before the date of the prospectus.
- 3.8** The *securities* for which *listing* is sought:
- (1) must be freely transferable on the Exchange (subject to any restrictions on transfer under rule 5.11 of this Section or the *Foreign Acquisitions and Takeover Act 1975 (Cth)*); and
 - (2) must comply with any requirement set out in Chapter 5 which is applicable to that kind of *securities*.
- 3.9** There must be an open market in the *securities* for which *listing* is sought. This means that the minimum percentage of *securities* in public hands, (i.e. *persons* who are not a *director* or *substantial shareholder* of the *issuer* or a *director* of a *substantial shareholder* of the *issuer* or an associate of any of them) must at all times be at least twenty five percent (25%), with a minimum of fifty (50) holders of the *securities*. This requirement is not met if the spread is obtained by artificial means.
- 3.10** A *new applicant* must have an expected initial market capitalisation for all the *securities* to be *listed* of at least \$500,000. Further issues of *securities* of a class already *listed* are not subject to this limit.
- 3.11** The *issuer's* constitution must be consistent with the *Rules* set out in this Section IIA.
- 3.12** In the case of a *new applicant*, if the applicant has *restricted securities* on issue, it must enter into a *restriction agreement* with the holder and, unless the holder is listed on a stock exchange, any *controller* of the holder. The *restriction agreement* must be in the form required by the Exchange from time to time or as the Exchange directs.

CHAPTER 4

APPLICATION PROCEDURES AND REQUIREMENTS

Preliminary

- 4.1** This Chapter sets out the procedures and requirements for applications for the *listing* of *equity securities* issued by *issuers* whether by *new applicants* or by *listed issuers* except where otherwise stated.
- 4.2** These requirements are not exhaustive and an applicant must satisfy any additional requirements and supply such further documents and information that the Exchange may require in any particular case or class of case.
- 4.3** Every document submitted to the Exchange must be in the English language or accompanied by a certified English translation.

Application procedures

- 4.4** (1) Each application for *listing* shall consist of the following:-
- (i) a formal letter of application signed by a duly authorised officer of the applicant and the sponsor and which complies with the requirements set out in Appendix 1;
 - (ii) the various supporting documents specified in Rule 4.5;
 - (iii) subject to paragraph (2), a prospectus that complies with the requirements set out in *Rules* 4.6 and 4.7; and
 - (iv) the appropriate fees.
- (2) The Exchange may allow an *issuer* to provide an information memorandum setting out the matters specified in Appendix 1 instead of a prospectus but only if:
- (i) the applicant satisfies the Exchange that:
 - (a) it has not raised any capital in the previous 3 months and does not expect it will raise capital in the next 3 months; and
 - (1) the spread of its *securities* complies with Rule 3.9; or
 - (ii) in the case of an application made by a *listed issuer* in respect of a further issue of *equity securities*, no prospectus is required to be lodged by the *issuer* with the ASIC pursuant to the *Corporations Law* in relation to an offer or invitation for the issue of *securities*.

Supporting documents

- 4.5** In support of its letter of application, the applicant must lodge with the Exchange at the same time the following documents:

- (1) in the case of a *new applicant*, a certified copy of its certificate of incorporation or equivalent document, if not incorporated in Australia a certified copy of its certificate of registration under the *Corporations Law*;
- (2) in the case of a *new applicant*, a certified copy of its constitution and, in all cases, all amendments made since the constitution was last filed with the Exchange;
- (3) in the case of a *new applicant*, the audited annual report and accounts for each of the three (3) completed financial years of the *issuer* or *group* immediately preceding the issue of the prospectus or since incorporation, if shorter;
- (4) a certified copy of the resolution(s) authorising the issue and allotment of such *securities*, the making of the application and the signing of the Issuer's Undertaking and approving and authorising the issue of the prospectus or information memorandum;
- (5) an Issuer's Undertaking in the form set out in Part A of Appendix 2, duly signed for and on behalf of the applicant;
- (6) in the case of a *new applicant*, a declaration and undertaking signed by each *director* and proposed *director* of the *issuer*, in the form set out in Part B of Appendix 2;
- (7) a sponsor's declaration in the form set out in Part C of Appendix 2;
- (8) an undertaking from the proposed nominated adviser in the form required by the Exchange;
- (9) in the case of a *new applicant*, a certified copy of any resolution of the *issuer* in general meeting or of the Board of directors authorising any mergers or amalgamation, within the period of five (5) years preceding the date of the application;
- (10) a copy of any temporary document of title and any definitive document of title in respect of the *securities* to be *listed*;
- (11) a certified copy of every letter, report, statement of adjustments, valuation, contract, resolution and other documents referred to in the prospectus (including a letter from any auditor whose audit report is set out in the prospectus confirming that the auditor has given its consent to the issue of the prospectus with the audit report included in the form and context in which it is included); and
- (12) such other documentation as may be required by the Exchange.

Prospectus

- 4.6** The prospectus must be lodged with (and if required by the *Corporations Law*, registered by) the ASIC.

- 4.7** Any prospectus or information memorandum issued by an *issuer* must carry on the first page of the document (excluding any cover), in a prominent position and in bold type, the following disclaimer:

“Application has been/will be made for listing of the Company’s securities offered by this Prospectus by the Stock Exchange of Newcastle Limited.

The fact that the Stock Exchange of Newcastle Limited may list the securities of the Company is not to be taken in any way as an indication of the merits of the Company or the listed securities.

The Stock Exchange of Newcastle Limited takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this document.”

Distributions

- 4.8** If the method of *listing* involves a distribution of *securities* then the *issuer* must ensure that a notice, which states where members of the public may obtain a copy of the prospectus or information memorandum free of charge, is *published in the newspapers* at the start of the distribution process and, prior to the commencement of dealings, must supply the Exchange with a letter confirming that the distribution has been successful and the required minimum percentage is in public hands and, if requested by the Exchange, a list containing the name and address and number of *securities* received by each *person* under the distribution.

CHAPTER 5

SECURITIES

Preliminary

- 5.1** This Chapter sets out the terms with which *securities* must comply in order to be granted *listing*. It also sets out continuing obligations of the *issuer* in relation to its *equity securities* once a *listing* has been granted.

Capital Structure

- 5.2** An *issuer* may only have one class of ordinary *equity securities* unless the Exchange approves the terms of an additional class or the additional class is of partly paid shares which, if fully paid, would be in the same class as the ordinary shares.

Voting

- 5.3** Each holder of an *equity security* with a right to vote must be entitled to one vote on a show of hands and one vote for each fully paid *security* on a poll.
- 5.4** Where there are *equity securities* which do not carry voting rights, the words “non-voting” must appear in the designation of such *securities*.
- 5.5** Where there are *equity securities* with different voting rights, the designation of each class of *equity securities*, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”.

Partly paid shares

- 5.6** There must be a defined call program setting out the date and amount of any proposed call for any partly paid shares in a limited liability company.

Preference securities

- 5.7** Where preference *securities* are *listed*, they must carry voting rights in at least the following circumstances:
- (1) when dividends on such *securities* are in arrears;
 - (2) on any resolution for the winding-up of the corporation; and
 - (3) on any resolution affecting the rights attached to the *securities*.
- 5.8** The holder of a preference *security* must be entitled to:
- (1) a dividend in preference to holders of ordinary *securities*;
 - (2) return of capital in preference to holders of ordinary shares when the *issuer* is wound up; and
 - (3) the same rights as a holder of an ordinary share in relation to receiving

notices, reports and audited accounts and attending meetings.

Preservation of Rights

5.9 The right of a holder of a share to vote or receive dividends must not be altered or removed unless:

- (1) a call due on the share has not been paid;
- (2) in relation to a voting right, the instrument of proxy deposited is not in accordance with the *issuer's* constitution;
- (3) in relation to a voting right, the *person* did not become the holder in time to be considered under the *Corporations Law* as the holder of the share for the purposes of the meeting;
- (4) required under or to comply with Australian legislation;
- (5) ordered by a court; or
- (6) altered or removed under a provision of the *issuer's* constitution approved as fair and equitable by the Exchange.

Divestment

5.10 A holder of an *equity security* must not be divested of it except under or in compliance with Australian legislation, as approved by the Exchange as appropriate and equitable, under a lien permitted by the *Rules* or under a court order.

Restrictions on Transfer

5.11 Fully paid *securities* must be free from all liens and from any restriction on the right of transfer on the Exchange except:

- (a) any statutory restrictions on transfers; and
- (b) any restrictions on transfers which the Exchange in its absolute discretion agrees to impose on the *securities* of *mutual organisations*.

CHAPTER 6

ISSUER'S CONTINUING OBLIGATIONS

Preliminary

- 6.1** This Chapter sets out the continuing obligations which each *issuer* must undertake to comply with as a condition of being granted, and of maintaining, a *listing*.
- 6.2** Wherever an *issuer* is under an obligation to disclose information to the Exchange for dissemination by the Exchange, the *issuer* may, in addition, have the information *published in the newspapers* on the next day.

LISTING FEE

- 6.3** Each *issuer* must pay the appropriate fees to maintain its *listing* on the Exchange.

NOTIFICATION

Corporate disclosure policy

- 6.4** Generally, and apart from compliance with all the specific requirements of this Chapter, the *issuer* shall keep the Exchange informed without delay, for dissemination of any information relating to the *group* of which it is aware that:
- (1) is necessary to enable the Exchange and the public to appraise the financial position of the *issuer* and the *group*;
 - (2) is necessary to avoid the establishment of a false market in its *securities*; or
 - (3) a reasonable *person* would expect to have a material effect on the price or value of its *securities*.

Such information must be made available to the Exchange before the time at which any other public announcement of the information is made.

These provisions will be breached by an *issuer* who intentionally, recklessly or negligently fails to notify the Exchange of information that:

- (a) is not generally available; and
 - (b) a reasonable person would expect, if it were generally available, to have a material effect on the price or value of its *securities*.
- 6.5** Rule 6.4 does not require information to be disclosed while:
- (1) a reasonable *person* would not expect information to be disclosed;
 - (2) information is confidential; and

- (3) at least one of the following applies:
- (a) it would be a breach of the law to disclose the information;
 - (b) the information concerns an incomplete proposal or negotiation;
 - (c) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
 - (d) the information is generated for the internal management purposes of the *issuer*; or
 - (e) the information is a trade secret.

Closure of books

6.6 The *issuer* shall *publish in the newspapers* and give to the Exchange notice of any closure of its register of members at least ten (10) business days before the closure.

Notice of General Meetings

6.7 The *issuer* shall give members at least fourteen (14) calendar days notice of any general meeting.

ANNUAL ACCOUNTS

Disclosure of annual accounts

6.8 The *issuer* must send four (4) copies of its *annual accounts*, together with one copy for every Participating Organisation of the Exchange, to the Exchange, for *dissemination by the Exchange* as soon as the accounts are available.

Information to accompany annual accounts

6.9 The *issuer* shall include with its *annual accounts* a report by the *directors* on the operations of the *issuer* and such *directors'* report must include:

- (1) a description of the principal activities of the *group*;
- (2) a statement showing the name of every *child entity*, its principal country of operation, its country of incorporation and its main business. Provided that if, in the opinion of the *directors* of the *issuer* and with approval of the Exchange, the number of them is such that compliance with this paragraph would result in particulars of excessive length being given, compliance with this paragraph shall not be required except in the case of subsidiaries carrying on a business the results of the carrying on of which, in the opinion of the *directors*, materially affected the amount of the profit or loss of the *group* or the amount of the assets of the *group*;

- (3) a statement as at the end of the relevant financial year showing:
- (1) the total interests of all the *directors* and officers of the *issuer* in the *equity or debt securities* of the *issuer* or any *child entity*. For this purpose a disclosable interest is one in which the *director* or his immediate family has a vested right to receive any distributions made on the *securities* (either directly or indirectly by reason of having a present vested interest in the whole or part of the income of trust property which includes the *securities*) or is entitled to exercise or direct the exercise of the voting rights attaching to the *securities* (otherwise than in the capacity only of a trustee of a trust); and
 - (2) the details of any right to subscribe for *equity or debt securities* of the *issuer* granted to any *directors* or officers of the *issuer*, and of the exercise of any such right, or if there is no such interest or no such right that has been granted or exercised, a statement of that fact;
- (4) if operating results shown by the accounts for the period under review differ materially from any published forecast made by the *issuer*, an explanation for the difference;
- (5) a statement as to the period unexpired of any service contract of any *director* proposed for election at the forthcoming annual general meeting or, if there are no service contracts, a statement of that fact;
- (6) particulars of any contract of significance:
- (i) subsisting during or at the end of the financial year in which a *director* of the *issuer* is or was materially interested, either directly or indirectly, or, if there has been no such contract, a statement of that fact;
 - (ii) between the *issuer*, or one of its *child entity* companies, and a controlling shareholder or any of its *child entities*;
 - (iii) for the provision of services to the *group* by a controlling shareholder or any of its *child entities*;
- (1) particulars of any arrangement under which a *director* has waived or agreed to waive any emoluments;
 - (2) particulars of any arrangement under which a shareholder has waived or agreed to waive any dividends;
 - (3) a summary, in the form of a comparative table, of the results and of the assets and liabilities of the *group*, for the last five (5) financial years (or, for such of those years during which the *group* traded);
 - (4) an explanatory statement relating to the activities of the *group* and income (or loss) during the relevant period which must include any

significant information enabling investors to make an informed assessment of the trend of the activities and income (or loss) of the *group* together with an indication of any special factor which has influenced those activities and the income (or loss) during the period in question, and enable a comparison to be made with the preceding financial year; and

- (5) a statement of the main corporate governance practices that the *issuer* had in place during the relevant period.

INTERIM REPORTS AND PRELIMINARY ANNOUNCEMENTS

Six-monthly reports

- 6.10** No later than 75 days after the end of the half year accounting period the *issuer* shall send four (4) copies of accounts in the form of Appendix 3 and any half yearly financial statements it is required to give to the ASIC under the *Corporations Law* or provide to the equivalent regulatory authority under the law of the place in which the *issuer* is incorporated, together with one copy for every Participating Organisation of the Exchange, to the Exchange, for dissemination by the Exchange as soon as these are available.

Preliminary announcements of results

- 6.11** As soon as reasonably practicable after approval by or on behalf of the board, but no later than 75 days after the end of the full year accounting period the *issuer* shall deliver a preliminary announcement of the results for the full financial year to the Exchange, together with one copy for every Participating Organisation of the Exchange for dissemination by the Exchange.
- 6.12** Every preliminary announcement of results shall contain at least the information specified in Appendix 3.

OTHER DISCLOSURES

Disclosable events

- 6.13** (1) If any one or more of the events set out in paragraph (2) occurs in relation to a *listed issuer* then it must, without delay:
- (i) deliver to the Exchange an announcement containing details about the matter (including those listed below in relation to each event), for dissemination by the Exchange; and
 - (ii) unless the Exchange otherwise agrees, within ten (10) days of the occurrence of the relevant disclosable event, send to every member of the *issuer* a copy of a report on the event. At the same time the *issuer* shall send four (4) copies of the report, together with one copy for every Participating Organisation of the Exchange, to the Exchange, for dissemination by the Exchange.
- (2) The circumstances referred to in paragraph (1) are as follows:-

- (i) The closing date of a takeover offer made by the *issuer* or a *child entity* of the *issuer* occurs.

Details:

- the percentage of shares in the relevant class to which the offeror is entitled;
- whether compulsory acquisition will proceed.

- (ii) An *issuer* or a *child entity* of the *issuer* extends the time for acceptances under a takeover.

Details:

- the percentage of shares to which the offeror was entitled when the first of the offers was made;
- the percentage of shares to which the offeror is entitled at the date of the extension.

- (iii) Ten days elapse since the close of a takeover:

- (a) over the *issuer* or a *child entity* of the *issuer*; or
- (b) by the *issuer* or a *child entity* of the *issuer* where the consideration offered was shares in the *issuer*.

Details:

- a schedule of the distribution of shares of the *issuer*;
- the names of and percentages held by the 20 largest holders of the shares of the *issuer*.

- (iv) The *issuer* makes a buy back of shares.

Details:

- the type of buy back;
- maximum number of shares bought back;
- class of shares bought back;
- the number of shares and the class on issue before the start of the buy back;
- the names of the *issuer's directors* and their *related parties* who dispose of shares in the *issuer* during the period for a buy back;
- details of the buy back scheme;

- consideration paid for each share.
 - (v) The *issuer* re-organises its capital, makes a call on its shares, lodges a prospectus or issues an information memorandum in relation to the issue of *securities* by it, or issues *securities*.
 - (vi) An underwriter exercises a right to void or change the underwriter's obligations.
 - (vii) Options issued by the *issuer* expire, or there is a change to the exercise price of an option or the number of underlying *securities* over which the option is exercisable or an underwriting agreement is made for the exercise of options.
- (3) Where in the opinion of the board of the *issuer* disclosure of a matter required by this Rule would be unduly detrimental to the *issuer* and is not required to be disclosed under Rule 6.5, the *issuer* may deliver details of the event to the Exchange on a strictly confidential basis together with reasons why the information should not be disclosed at that time. The Exchange may at any time order that an announcement be delivered to it for dissemination by the Exchange.

Disciplinary Action

- 6.14** The *issuer* must advise the Exchange without delay if its *securities* cease to be listed on another stock exchange or if it is the subject of disciplinary action by another stock exchange or any other securities regulatory body.

Purchases of securities

- 6.15** The *issuer* shall inform the Exchange without delay, for dissemination by the Exchange, of any repurchase, drawing or redemption by the *issuer* or any *child entity*, of its *listed securities* or if any *person* acquires or ceases to have a *substantial shareholding* of the *issuer's* shares, so far as the *directors* are aware.

After board meetings

- 6.16** The *issuer* shall inform the Exchange without delay after approval by or on behalf of the board, for dissemination by the Exchange, of:-
- (1) any decision to declare, recommend or pay any dividend or to make any other distribution on its *listed securities* and the rate and amount thereof;
 - (2) any decision not to declare, recommend or pay any dividend which would otherwise have been expected to have been declared, recommended or paid in due course;
 - (3) any proposed change in the capital structure; and

- (4) any decision to change the general character or nature of the business of the *issuer* or *group*.

Changes

6.17 The *issuer* shall inform the Exchange without delay, for dissemination by the Exchange, of any decision made in regard to:-

- (1) any proposed alteration of the *issuer's* constitution;
- (2) any changes in its Board of directors, and shall procure and lodge with the Exchange as soon as practicable after their appointment a signed declaration and undertaking in the form set out in Part B of Appendix 2, from each new *director*;
- (3) any change in the rights attaching to any class of *listed securities* and any change in the rights attaching to any shares into which any *listed debt securities* are convertible or exchangeable;
- (4) any changes in its secretary, auditors or registered address; and
- (5) any change of the place where a register of its *securities* is kept.

Basis of allotment

6.18 The *issuer* shall inform the Exchange, for *dissemination by the Exchange*, of the basis of allotment of *securities* offered to the public for subscription or sale and of the results of any rights issue and, if applicable, of the basis of any acceptance of excess applications, as soon as possible, but in any event, not later than the morning of the *business day* next after the allotment letters or other relevant documents of title are posted.

Winding-up and liquidation

6.19 The *issuer* shall inform the Exchange without delay, for *dissemination by the Exchange*, on the happening of any of the following events as soon as the same shall come to the attention of the *issuer*:-

- (i) the presentation of any winding-up petition, or equivalent application in the country of incorporation or other establishment, or the making of any winding-up order or the appointment of a provisional liquidator in respect of the *issuer*, its *entity* or any *major subsidiary*;
- (ii) the passing of any resolution by the *issuer*, its *holding corporation* or any *major subsidiary* that it be wound-up by way of members' or creditors' voluntary winding-up;
- (iii) the appointment of an administrator or receiver of the *issuer*, its *holding entity* or any *major subsidiary*;
- (iv) the entry into possession of or the sale by any mortgagee of a portion of the *issuer's* assets which in aggregate value represents an amount

in excess of twenty percent (20%) of the book value of the *net assets* of the *group*; or

- (iv) the making of any judgement, declaration or order by any court or tribunal of competent jurisdiction whether on appeal or at first instance, which may adversely affect the *issuer's* enjoyment of any portion of its assets which in aggregate value represents an amount in excess of twenty percent (20%) of the book value of the *net assets* of the *group*.

Minimum required public holdings

6.20 The *issuer* shall inform the Exchange without delay if it becomes aware that the number of *listed securities* which are in the hands of the public has fallen below the relevant required minimum percentage or the number of holders of *securities* has fallen below the prescribed minimum (see Rule 3.9).

6.21 Once the *issuer* becomes aware that the number of *listed securities* in the hands of the public has fallen below the relevant prescribed minimum percentage, the *issuer* shall take steps to ensure compliance at the earliest possible moment. This requirement is not met if the spread is obtained by artificial means.

Dividend declarations

6.22 Any decision by an *issuer* to declare, recommend or pay any dividend or to make any other distribution on its *listed securities* and the rate and amount thereof must be made, and reported to the Exchange for dissemination by the Exchange, at least seven (7) *business days* prior to the *record date* for that distribution.

Ownership Limits

6.23 An *issuer* shall inform the Exchange without delay and consult with the Exchange regarding the action it intends to take if:

- (i) by the *issuer's* constitution (with the Exchange's agreement), or a law (other than the *Corporations Law* or the *Foreign Acquisitions and Takeovers Act*), the ownership or control of *securities* or control of votes is restricted to a specified percentage; or
- (ii) the *issuer* becomes aware that the percentage held by a class of *persons* restricted to owning or controlling that percentage is within 5 percentage points of the restriction, or equals or exceeds it.

Annual reports

- 6.24** The *issuer* shall provide an annual report to each holder of *listed* shares within 3 months of the end of its financial year. The annual report must comply with the relevant guidelines issued by the Exchange from time to time. This Rule does not apply if the *issuer* is entitled not to send financial statements to that holder or is entitled to send a substitute report to the holder and sends such report.

ISSUE OF SECURITIES AND REORGANISATION OF CAPITAL

- 6.25** (1) Except in the circumstances mentioned in paragraph (2), the *directors* of the *issuer* shall obtain the consent of shareholders in general meeting prior to issuing *equity securities* above the number calculated according to the following formula:

$$[(A + B - C)/10] - D$$

where:

A = the number of *equity securities* in the same class on issue 12 months before the date of the issue;

B = the number of *equity securities* in the same class issued in the 12 months before the date of issue under an exception set out in Rule 6.25(2) or with the approval of the holders of ordinary securities;

C = the number of *equity securities* in the same class cancelled in the 12 months before the date of issue; and

D = the number of *equity securities* in the same class, issued in the 12 months before the date of issue but not with the approval or under an exception set out in Rule 6.25(2), **plus** the number of *equity securities* in a class of *equity securities* not on issue 12 months before the month of issue, and not issued with approval or under an exception set out in Rule 6.25(2).

The *issuer* shall comply with the relevant guidelines issued by the Exchange from time to time in relation to the application of Rule 6.25.

- (2) No such consent as is referred to in paragraph (1) shall be required for:
- (i) the allotment, issue or grant of such *securities* pursuant to an offer made to the unitholders of the *issuer*, and, where appropriate, to holders of other *equity securities* of the *issuer* entitled to be offered them, pro rata (apart from fractional entitlements) to their existing holdings or to an underwriter in relation to such an offer; or
 - (ii) an issue on conversion or exercise of a *security* if the *issuer* complied with the *Rules* at the time of the issue of the *security* converted or exercised;

- (iii) an issue to make up the shortfall on a pro rata issue to holders of *equity securities* is made within 3 months after the date of the offer at an issue price at least equal to the price at which the *securities* were offered under the pro rata issue;
- (iv) an issue pursuant to a dividend and distribution plan or an employee incentive scheme and the plans or schemes were either disclosed before the *securities* were *listed* or approved by the shareholders of the *issuer*;
- (v) an issuer of preference *securities* which do not have any rights to conversion into another class of *securities* and comply with Chapter 5;
- (vi) an issue under a takeover offer that is required to comply with provisions analogous to the provisions of Part 6.3, Division 1 of the *Corporations Law*;
- (vii) an issue to fund the cash consideration for valid acceptance of a takeover offer provided that the takeover offer discloses the terms of the issue; or
- (viii) an issue of the exercise of options to an underwriter of the exercise but only if:
 - (a) the *issuer* complied with the *Listing Rules* when it issued the option;
 - (b) the underwriter received the underlying *securities* within 10 business days after the expiry of the option; and
 - (c) the underwriting agreement was disclosed to the Exchange at the time the *issuer* entered into the underwriting agreement.

6.26 If the *issuer* proposes to reorganise its capital then:

- (a) the *issuer* shall consult with the Exchange to ensure that an orderly market is maintained in its *securities*;
- (b) the *issuer* shall keep the Exchange informed of the progress of the reorganisation; and
- (c) the *issuer* shall notify the holders of *listed securities* in writing of the effect of the proposal.

6.27 If the *issuer* is not subject to the buyback provisions of the *Corporations Law* it shall only buyback its *securities* on market if it consults with the Exchange before the buyback and complies with any requirements served by the Exchange. The Exchange may require the *issuer* to comply with the *Corporations Law* as if it were a company with any adaptations that in the opinion of the Exchange are appropriate.

RESTRICTED SECURITIES

- 6.28** An *issuer* which issues *restricted securities* shall enter into a *restriction agreement* with the holder and, unless the holder is listed on a stock exchange, any *controller* of the holder. The *restriction agreement* shall be in the form required by the Exchange from time to time or as the Exchange directs.
- 6.29** An *issuer* shall:
- (a) ensure that all completed *restriction agreements* are given to the Exchange before any *person* acquires the *restricted securities* or any rights in relation to them;
 - (b) comply with and enforce a *restriction agreement*;
 - (c) provide to the Exchange a bank or *recognised trustee's* undertaking to hold the certificate of a *restricted security* for the *escrow period* and not to release the certificate without the Exchange's written consent;
 - (d) obtain a bank or *recognised trustee's* undertaking to hold the certificate of any *equity security* of a *person* (except a body *listed* on a stock exchange) that is required to enter into *restriction agreement* and not to release that certificate without the consent of the Exchange; and
 - (e) during the *escrow period*, not change an executed *restricted agreement* or ask for, or agree to release of a certificate by a bank or *recognised trustee*.
- 6.30** The *issuer* must issue certificates for *restricted securities* and such certificate must state that the *securities* are *restricted securities*, are not quoted on the Exchange and the date on which they will cease to be *restricted securities*.
- 6.31** To enable the holder of *restricted securities* to accept an offer under a *takeover announcement* or *takeover offer*, the Exchange may consent to the bank or *recognised trustee* releasing the certificates provided that:
- (a) the offer is for all *securities* in the same class as the *restricted securities*; and
 - (b) if the offer is conditional, the offeror and the holder agree in writing that the certificates will be returned to the bank or *recognised trustee* for each *restricted security* that is not bought by the offeror under the offer.

REVIEW AND DISTRIBUTION OF OTHER DOCUMENTS

- 6.32** In addition to the specific requirements set out in these *Listing Rules*, the *issuer* shall submit to the Exchange, for review, copies of drafts, before they are issued, of any announcements or advertisements the subject matter of which involves a change in or relates to or affects the arrangements regarding trading in its *listed securities* on the Exchange (including a suspension of trading).

- 6.33** The *issuer* shall send four (4) copies to the Exchange, for dissemination by the Exchange of every circular sent to holders of the *issuer's listed securities*, at the same time as they are issued to those holders.
- 6.34** The *issuer* shall send to the Exchange four (4) copies, for dissemination by the Exchange of all shareholder resolutions of the *issuer*, documents relating to takeovers, mergers and offers, notices of shareholder meetings, forms of proxy, reports, announcements or other similar documents, at the same time as they are issued to those holders.

SETTLEMENT ISSUES

Limitations on foreign shareholdings

- 6.35** (1) If the *issuer* becomes controlled by foreign *persons* it shall notify the Exchange immediately.
- (2) An *issuer* which is a foreign *person* or is controlled by foreign *persons* shall comply with the special trading and settlement procedures set for foreign controlled *issuers* by the Exchange.

Registration of Transfers

- 6.36** The *issuer* shall maintain in Australia a register of *listed securities* or appropriate facilities for the registration of the transfers of *listed securities*.
- 6.37** The *issuer* must make arrangements acceptable to the Exchange to facilitate the efficient settlement of all trades and the registration of transfers.

Fees

- 6.38** The *issuer* and its registrar shall not charge investors any fee for the registration of transfers or other documents relating to or affecting the title to any *securities*, splitting certificates, issuing certificates or marking or noting such documents.

Registrar

- 6.39** If the *issuer* does not maintain its own register, appropriate arrangements must be made with the registrar to ensure compliance with these *Rules*.
- 6.40** The register must be audited at least once every 12 months and upon the request of the Exchange by a registered company auditor or overseas equivalent.

SIGNIFICANT TRANSACTIONS

- 6.41** The *issuer* shall provide full details to the Exchange as soon as practicable of any proposed significant change to the nature or scale of its activities. The *issuer* must do any of the following if required by the Exchange:
- (i) provide additional information to the Exchange;

- (ii) obtain the approval of members for the change; or
- (iii) meet the requirements of Chapter 4 as if applying for a *listing*.

6.42 The *issuer* must not dispose of a major asset if it is aware that the *person* acquiring the asset intends to list its *securities*. This Rule does not apply if the securities are offered pro-rata to members of the *issuer* or in another way that in the opinion of the Exchange is fair in all the circumstances or if the members of the *issuer* approve of the disposal.

DEALING WITH ASSETS

6.43 The *issuer* shall obtain the approval of its members if it or any of its *child entities* acquires a substantial asset from or disposes of a substantial asset to any of the following:

- (i) a *related party*;
- (ii) a *child entity*;
- (iii) a *person* holding at least 10% of the voting *securities* of the *issuer*;
- (iv) an associate of a *person* referred to in paragraphs (i) to (iii) above; or
- (v) a *person* nominated by the Exchange.

The *issuer* shall take any corrective action required by the Exchange if the *issuer* fails to comply with this rule. This rule does not apply in the case of:

- (i) transactions between the *issuer* and a wholly owned *subsidiary*;
- (ii) transactions between wholly owned *subsidiaries* of the *issuer*;
- (iii) an issue of *securities* by the *issuer* for cash.

6.44 The *issuer* shall obtain the approval of members of the *issuer* by special resolution for any issue of *equity securities* to a *related party* or a *person* nominated by the Exchange unless the *person* receives the *securities* under a pro-rata issue;

- (ii) an underwriting agreement in relation to a pro-rata issue and the terms of the underwriting were included in offer documents sent to the holders of *securities*;
- (iii) a *dividend or distribution plan* and, in the case of a plan established before the *issuer* was *listed*, the plan's terms disclosed in the prospectus or the plan was established after the *issuer* was *listed*, the plan's terms were approved by the members of the *issuer*;
- (iv) an employee incentive scheme; or
- (v) a takeover offer which was required to comply with Part 6.3 Division 1 of the *Corporations Law*.

DIRECTORS AND MEETINGS

- 6.45** The *issuer* shall procure that no contract for services of five (5) years or longer duration shall be granted by the *issuer* or any of its *subsidiaries* to any *director* or proposed *director* of the *issuer* or to any *director* or proposed *director* of any *child entity* without the prior approval of the shareholders of the *issuer* in a general meeting at which the relevant *director* does not vote on the matter.
- 6.46** A *director* of the *issuer* must not vote on any contract or arrangement or any other proposal in which he has a material interest.
- 6.47** A *person* appointed by the *directors* to fill a casual vacancy on, or as an addition to, the board must retire from office at, or at the end of, the next following annual general meeting of the corporation, and will then be eligible to stand for election.
- 6.48** The *issuer* shall include with the notice of any meeting required by these *Rules* sufficient information to ensure that *security* holders are informed of all substantial matters relevant to the resolution proposed.
- 6.49** The *issuer* shall send with the notice convening a meeting of holders of *listed securities* to all *persons* entitled to vote at the meeting, proxy forms, with provision for two-way voting on all resolutions intended to be proposed at the meeting.

GENERAL**Termination Benefits**

- 6.50** The *issuer* shall ensure that no officer of the *issuer* or any of its *child entities* will be entitled to benefits if a change occurs in the shareholding or control of the *issuer* or its *child entity*.
- 6.51** The *issuer* shall obtain the approval of members if an officer of the *issuer* or any of its *child entities* may be entitled to benefits if the aggregate value of those benefits of all officers exceeds 5% of the sum of paid up capital reserves and accumulated profits or losses, disregarding redeemable preference share capital.

Subsequent listings

- 6.52** The *issuer* shall apply for the *listing* of any further *securities* which are of the same class as *securities* already *listed* on the Exchange, prior to their issue, and shall not issue such *securities* unless it has applied for the *listing* of those *securities* and the Exchange has approved the application. The Exchange may give “in principle” approval in advance for the issue of further *securities* under a dividend reinvestment plan or share option scheme or on the exercise of a convertible *security*, where the plan, scheme or convertible *security* is approved by the Exchange.

Equality of treatment

- 6.53** The *issuer* shall ensure equality of treatment for all holders of *listed securities* of the same class.

Sufficient operations

- 6.54** The *issuer* shall carry out, directly or indirectly, a sufficient level of operations or have tangible assets of sufficient value and/or intangible assets for which a sufficient potential value can be demonstrated to the Exchange to warrant the continued *listing* on the Exchange of the *issuer's securities*.

Response to enquiries

- 6.55** The *issuer* shall respond promptly to any enquiries made of the *issuer* by the Exchange concerning unusual movements in the price or trading volume of its *listed securities*, or any other matters, by giving such relevant information as is available to the *issuer* or, if appropriate, by issuing a statement to the effect that the *issuer* is not aware of any matter or development that is or may be relevant to the unusual price movement or trading volume of its *listed securities*.

Additional obligations

- 6.56** The Exchange shall be entitled to require the publication of further information by, and impose additional continuing obligations on the *issuer*, where it considers that circumstances so justify, but will allow representations by the *issuer* before imposing any additional obligations on it which are not imposed on *listed issuers* generally.

Insider dealing

- 6.57** The *issuer* shall adopt by board resolution and enforce an internal code of dealing for *directors* and officers which restricts their ability to trade on the basis of unpublished price sensitive information. The code must, as a minimum, prohibit the *directors* and officers from dealing in the *issuer's listed securities* for the period from when they become aware of the interim and full year results until those results are announced.

Marketing Materials

- 6.58** The *issuer* must maintain a complete file of all advertising and other materials issued with a view to marketing the *issuer* and its *listed securities*. The file must be produced to the Exchange's authorised representatives at any time on demand.

APPENDIX 1**FORM OF LETTER OF APPLICATION**

A formal letter of application shall, in substantially the order given below, cover the following information. Information in a draft prospectus which is enclosed with the application letter may be incorporated by reference to:

1. General

- (1) the name of the applicant and the date and place of incorporation;
- (2) if not incorporated in Australia, the date on which the applicant became registered under the *Corporations Law*;
- (3) the address of the principal registered office and the address of each office at which a share register is kept;
- (4) a formal request for the *listing* of the *securities* in respect of which application is made, specifying the nature of the *securities* and the amount, class, the voting rights attached and whether they are to be fully paid;
- (5) the proposed method by which the *securities* are to be brought to *listing* and details of any proposed distribution of the *securities*;
- (6) the estimated market capitalisation of the securities for which a *listing* is sought;
- (7) an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and
- (8) the name of any other stock exchange on which any *securities* of the *issuer* are already *listed* and/or traded.

2. Share capital and ownership

- (1) A list in tabular form of:
 - (i) the designation or title of each class of share;
 - (ii) the number of shares issued;
 - (iii) the voting rights attached to each share;
 - (iv) the amount of fully paid up shares;
 - (v) the shareholdings of the *directors* and officers of the *issuer*; and
 - (vi) so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the *issuer* who own five percent (5%) or more of the shares of the *issuer* and their respective shareholdings.

3. Securities

An outline of the principal terms of the *securities* the applicant wishes to *list*.

4. History and nature of business

A short introductory paragraph describing the general nature of the business and products of the applicant. A brief history of the *issuer* for the last five (5) years or, if later, from inception to the date of the application. A description of the business now conducted by the *issuer* and its *child entities*, including principal products manufactured, services performed or investments held, principal markets for products and raw materials, method of marketing, annual turnover for the preceding three (3) financial years and for the current financial year to the latest date available.

5. Summary of earnings

A summary of earnings, on a consolidated basis if the applicant has *subsidiaries*, for the last three (3) financial years, showing sales, earnings before charges for depreciation, interest and tax (if any), the amount of each of those charges, net income before extraordinary items, extraordinary items, net income and earnings per share.

6. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the *issuer* has *subsidiaries*) or from the date of incorporation, if shorter. The tabulation should include a calculation of the net asset value per *security* for each of the three (3) financial years.

7. Employees

A statement as to the total number of persons regularly employed and, if subject to seasonal fluctuations, the maximum and minimum numbers employed during the preceding twelve (12) months.

8. Child entities

A tabular list of all *child entities* showing in respect of each such corporation:-

- (1) the name of the corporation;
- (2) a brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and
- (3) share capital by classes, showing the amount issued and the amount owned by the *holding entity*.

9. Dividend record

State the number of consecutive years in which dividends have been paid. State the amount of dividend (per share and in the aggregate) paid by the applicant (and its *child entities*) for each of the three (3) preceding years.

Indicate whether dividends have been paid on a quarterly, semi-annual or annual basis. State the record date, payment date and the date of declaration with respect to each dividend paid during the past two (2) years.

10. Properties

Describe briefly the general character of the properties of the applicant and its *child entities*, including:

- (1) location;
- (2) land area;
- (3) number of buildings;
- (4) aggregate floor area of buildings; and
- (5) whether properties are owned or leased, and if leased, state total rental paid for each of the three (3) preceding financial years and average term of years.

11. Litigation

Particulars of any litigation or claims of material importance made against any member of the *group* in the last five (5) years or which is pending or threatened against any member of the *group*, or an appropriate negative statement.

12. Management

- (1) the full name, residential address and description (being his or her qualifications or area of expertise or responsibility) of every *director* or proposed *director* and any *person* who performs an important administrative, management or supervisory function and particulars of the principal functions performed by each of them within the *group* if significant to the *group*;
- (2) the nature of any family relationship between the *persons* mentioned in (1);
- (3) a brief account of the business experience of each of these *persons* during the last five (5) years;
- (4) indicate any other directorships held by each *director* or proposed *director* in any publicly *listed* or traded companies; and
- (5) state if any *director* or proposed *director* has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or her or any partnership in which he was a partner or any body corporate of which he was a *director* or has been sanctioned or otherwise disciplined by any self regulatory securities association of which he or she is or has been a member or any securities supervisory

or regulatory body or any such event is pending.

13. Sponsors, bankers, etc.

- (1) the names and addresses of the *issuer's* sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors; and
- (2) the name, address and professional qualifications of the *issuer's* auditors.

14. Statement of non-compliance

A statement of any requirements of the *Listing Rules* which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements.

15. Declaration

A declaration, stated to be to the best of the *issuer's* knowledge, information and belief that:

- (1) save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section IIA of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the *issuer* and the securities of the *issuer* the subject of the application;
- (2) all information required to be included in the prospectus or information memorandum pursuant to Rule 4.8 and the *Corporations Law* will be included; and
- (3) there are no other facts bearing on the *issuer's* application for *listing* which, in the *issuer's* opinion, should be disclosed to the Exchange.

APPENDIX 2**FORMS****PART A: ISSUER'S UNDERTAKING****Form of Issuer's Undertaking required to be entered into by an issuer in support of its application for a listing**

TO: The Stock Exchange of Newcastle Limited

FROM: []

In consideration of the Stock Exchange of Newcastle ("the Exchange") granting our application for *listing*,

1. We acknowledge that our *securities* shall remain *listed* only during the pleasure of the Exchange, and that we undertake and agree to comply with the *Listing Rules* in force from time to time as issued by the Exchange and in particular undertake and agree to comply with the continuing obligations as set out in of Section IIA of the *Listing Rules* of the Exchange.
2. We warrant to the Exchange that the issue of the *securities* to be quoted complies with the law applicable to the issue, and was not for an illegal purpose and that there is no reason why the *securities* should not be *listed*.
3. We acknowledge that the Exchange is relying on the documents and information required by the *Listing Rules* to be supplied with this undertaking. We warrant that these documents and information are (or, if not yet supplied, will be) true and complete.
4. We indemnify and will continue to indemnify the Exchange to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected, with any breach of our warranty set out in paragraphs 2 and 3 above.
5. We acknowledge that any document given to the Exchange by us or on our behalf becomes the property of the Exchange and that the Exchange may deal with it as it wishes, including disseminating the document to the public.

Dated this day of .

Executed by: [Name]

* Proper execution - if the *issuer* has a seal, execution must be under seal.

PART B: DIRECTOR'S DECLARATION AND UNDERTAKING**Form of declaration and undertaking required to be entered into by each director of an issuer whose securities are listed on the Exchange**

TO: The Stock Exchange of Newcastle Limited

DECLARATION

1. State:
 - (1) present surname and any former surname(s)
 - (2) present first name(s) and any former first name(s);
 - (3) date of birth;
 - (4) residential address;
 - (5) nationality and former nationality, if any; and
 - (6) professional qualifications, if any.
2. Are you a *director* or alternate *director* of any other corporation which is publicly listed or traded or a partner in any partnership? If so, state the name of any such corporation or partnership, the nature of business where this is not indicated in the title, and date you became a *director* or partner.
3. Have you at any time been adjudged bankrupt in any jurisdiction? If so, state the court by which you were adjudged bankrupt and, if discharged, the date and conditions on which you were granted your discharge.
4. Have you at any time been a party to a scheme of arrangement or made any other form of composition with your creditors?
5. Are there any unsatisfied judgements outstanding against you? If so, give full particulars.
6. Has any corporation been put into compulsory liquidation or had an administrator or an administrative or other receiver appointed during the period when you were (or within the preceding twelve months had been) one of its *directors* or alternate *directors*? Has any partnership been put into compulsory liquidation or been sequestrated during the period when you were (or within the preceding twelve months had been) one of its partners? If so, in each case state the name, nature of business, date of commencement of winding up, administration or receivership and the amount involved together with an indication of the outcome or current position.
7. Have you at any time or has a corporation of which you were a director, shadow director or alternate director at the time of the offence been convicted in any jurisdiction of any criminal offence or an offence under legislation relating to companies. All such convictions must be disclosed even though they may now be "spent convictions". If so, state the court by which you were

or the corporation was convicted, the date of conviction and full particulars of the offence and the penalty imposed.

8. Have you, in connection with the formation or management of any corporation, partnership or unincorporated institution been adjudged by a court in any jurisdiction civilly liable for any fraud, misfeasance or other misconduct by you towards it or towards any of its members? If so, give full particulars.
9. Have you ever been disqualified by a court from acting as a director of a corporation, or from acting in the management or conduct of the affairs of any corporation? If so, give full particulars.
10. Have you, in any jurisdiction, been refused admission to or renewal of membership of any professional body, trade society, institution or association, or stock exchange or been censured or disciplined or had membership withdrawn by any such body to which you belong or belonged or have you held a practising certificate subject to conditions? If so, give full particulars.

I.....director of.....(state name of corporation).....(the “*Issuer*”) declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true and I hereby give my authority (save where expressly provided otherwise) to the Exchange to disclose any of the foregoing particulars given by me to the sponsor of any corporation of which I am *director* and/or such regulatory bodies as the Exchange may, in its absolute discretion think fit.

UNDERTAKING

I hereby undertake that in the exercise of my powers and duties as such a *director*, I shall:

- (1) comply to the best of my ability with the *Listing Rules* of the Stock Exchange of Newcastle Limited from time to time in force and disclose to the *issuer* all information which the *issuer* needs in order to comply with its obligations to disclose *directors’* share interests;
- (2) use my best endeavours to procure that any alternate of mine shall so comply; and
- (3) use my best endeavours to ensure that the *issuer* complies with such *Listing Rules* from time to time in force.

Dated this day of

Signature: _____ Name: _____

PART C: SPONSOR'S DECLARATION

TO: Stock Exchange of Newcastle Limited.[Date].....

Dear Sir,

We,..... being
sponsor to

..... {name of issuer}
hereby

declare that:

1. Offers for subscription and offers for sale

To the best of our knowledge and belief, at the time trading commences on the Exchange at least twenty five percent (25%) of the issued securities will be in the hands of the public in accordance with the *Listing Rules* of the Stock Exchange of Newcastle Limited (the "*Listing Rules*"); or

2. Placings

- (1) to the best of our knowledge and belief, the securities have been placed as follows:

No. of places No. of securities placed

[use separate sheet if necessary]; and

- (2) to the best of our knowledge and belief twenty five percent (25%) of the securities have been placed in the hands of the public in accordance with the *Listing Rules*;

3. General

- (1) to the best of our knowledge and belief, having made due and careful enquiry of the *issuer* and its advisers, the *issuer* has satisfied all relevant conditions for *listing* and other relevant requirements of the *Listing Rules*;
- (2) to the best of our knowledge and belief, having made due and careful enquiry of the *issuer* and its advisers:
- (i) all the documents required by the *Listing Rules* to be included in the application for *listing* have been supplied to the Exchange;
 - (ii) all other relevant requirements of the *Listing Rules* have been complied with; and
 - (iii) there are no matters other than those disclosed in the prospectus or otherwise in writing to the Exchange which should be taken into account by the Exchange in considering the

suitability for *listing* of the *securities* for which application is being made;

- (3) the *directors* of the *issuer*:
 - (i) have had explained to them by us or other appropriate professional advisers the nature of their responsibilities and obligations as *directors* of a *listed* corporation under the *Listing Rules*; and
 - (ii) in particular, understand what is required of them to enable holders of the *issuer's listed securities* and the public to appraise the position of the *issuer* and avoid the creation of a false market in its *securities* once they are *listed*;
- (4) we have obtained written confirmation from the *issuer* that the working capital available to the *group* is sufficient for its present requirements and we are satisfied that the confirmation has been given after due and careful enquiry by the *issuer* and that the *persons* or institutions providing finance have stated in writing that the relevant financing facilities exist; and
- (5) we are satisfied that any profit forecast or estimate in the prospectus has been made after due and careful enquiry by the *issuer*.

4. Acknowledgment of Exchange's disciplinary power

We acknowledge that if the Exchange considers that we have been in breach of our responsibilities under the *Listing Rules* or this declaration, then the Exchange may censure us and/or refuse to allow us to sponsor further issues by removing our firm from the list of approved sponsors and that the Exchange may publicise the fact that it has done so and the reasons for its actions.

Yours faithfully,

Signed.....

Name:.....

For and on behalf of {sponsor's name}

APPENDIX 3**Preliminary Announcement**

Half yearly/preliminary final report

Name of issuer

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ACN or ARBN

Half yearly
(tick)Preliminary
final (tick)Half year/financial year ended
(‘Current period’)

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For announcement to the market

Extracts from this statement for announcement to the market (see note 1).

				\$A,000
Sales (or equivalent) operating revenue (item 1.1)	up/down	%	to	
Operating profit (loss) before abnormal items and tax (item 1.4)	up/down	%	to	
Abnormal items before tax (item 1.5)		gain (loss) of	to	
Operating profit (loss) after tax but before outside equity interests (item 1.8)	up/down	%	to	
Extraordinary items after tax attributable to members (item 1.13)		gain (loss) of	to	
Operating profit (loss) and extraordinary items after tax attributable to members (item 1.16)	up/down	%	to	
Exploration and evaluation expenditure incurred (item 5.2)	up/down	%	to	
Exploration and evaluation expenditure written off (item 5.3)	up/down	%	to	
Dividends Franking rate applicable				
Current period	¢	N/A	¢	N/A
Previous corresponding period	¢	¢	¢	¢
Record date for determining entitlements to the dividend, (in the case of a trust distribution) (see item 15.2)				
Short details of any bonus or cash issue or other items(s) of importance not previously released to the market:				

Consolidated profit and loss account*(The figures are not equity accounted)*

	Current period \$A'000	Previous corresponding period \$A'000
1.1 Sales (or equivalent operating) revenue		
1.2 Other revenue		
1.3 Total revenue		
1.4 Operating profit (loss) before abnormal items and tax		
1.5 Abnormal items before tax (detail in item 2.1)		
1.6 Operating profit (loss) before tax (items 1.4 + 1.5)		
1.7 Less tax		
1.8 Operating profit (loss) after tax but before outside equity interests		
1.9 Less outside equity interests		
1.10 Operating profit (loss) after tax attributable to members		
1.11 Extraordinary items after tax (detail in item 2.3)		
1.12 Less outside equity interests		
1.13 Extraordinary items after tax attributable to members		
1.14 Total operating profit (loss) and extraordinary items after tax (items 1.8 1.11)		
1.15 Operating profit (loss) and extraordinary items after tax attributable to outside equity interests (items 1.9 .112)		
1.16 Operating profit (loss) and extraordinary items after tax attributable to members (items 1.10 +1.13)		
1.17 Retained profits (accumulated losses) at beginning of financial period		
1.18 Aggregate of amounts transferred from reserves		
1.19 Total available for appropriation (carried forward)		
1.20 Total available for appropriation (brought forward)		

Consolidated profit and loss account continued

1.21 Dividends provided for or paid		
1.22 Aggregate or amounts transferred to reserves		

1.23	Retained profits (accumulated losses) at tend of financial period		
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Abnormal and extraordinary items

		Consolidated - current period		
		Before tax \$A'000	Related tax \$A'000	After tax \$A'000
2.1	Abnormal items			
2.2	Total abnormal items			
2.3	Extraordinary items			
2.4	Total extraordinary items			

Comparison of half year profits*(Preliminary final statement only)*

		Current year - \$A'000	Previous year - \$A'000
3.1	Consolidated operating profit (loss) after tax attributable to members reported for the 1st half year (item 1.10 in the half yearly statement)		
3.2	Consolidated operating profit (loss) after tax attributable to members for the 2nd half year		

Consolidated balance sheet

(See note 5)

Current assets		At end of current period \$A'000	As shown in last annual report \$A'000	As in last half yearly statement \$A'000
4.1	Cash			
4.2	Receivable			
4.3	Investments			
4.4	Inventories			
4.5	Other (provide details if material)			
4.6	Total current assets			
Non-current assets				
4.7	Receivables			
4.8	Investments			
4.9	Inventories			
4.10	Exploration and evaluation expenditure capitalised (see para .71 of AASB 1022)			
4.11	Development properties (mining entities)			
4.12	Other property, plant and equipment (net)			
4.13	Intangibles (net)			
4.14	Other (provide details if material)			
4.15	Total non-current assets			
4.16	Total assets			
Current liabilities				
4.17	Accounts payable			
4.18	Borrowings			
4.19	Provisions			
4.20	Other (provide details if material)			
4.21	Total current liabilities			
Non-current liabilities				
4.22	Accounts payable			
4.23	Borrowings			
4.24	Provisions			
4.25	Other (provide details if material)			
4.26	Total non-current liabilities)			
4.27	Total liabilities			
4.28	Net assets			

Consolidated balance sheet continued

	Equity			
4.29	Capital			
4.30	Reserves			
4.31	Retained profits (accumulated losses)			
4.32	Equity attributable to members of the parent entity			
4.33	Outside equity interests in controlled entities			
4.34	Total equity			
4.35	Preference capital and related premium included as part of 4.31			

Exploration and evaluation expenditure capitalised

To be completed only by issuers with mining interests if amounts are material. Include all expenditure incurred regardless of whether written off directly against profit

		Current period \$A'000	Previous corresponding period \$A'000
5.1	Opening balance		
5.2	Expenditure incurred during current period		
5.3	Expenditure written off during current period		
5.4	Acquisitions, disposals, revaluation increments, etc.		
5.5	Expenditure transferred to Development Properties		
5.6	Closing balance as shown in the consolidated balance sheet (item 4.9)		

Development properties

(To be completed only by issuers with mining interests if amounts are material)

		Current period \$A'000	Previous corresponding period \$A'000
6.1	Opening balance		
6.2	Expenditure incurred during current period		
6.3	Expenditure transferred from exploration and evaluation		
6.4	Expenditure written off during current period		
6.5	Acquisitions, disposals, revaluation increments, etc.		
6.6	Expenditure transferred to mine properties		
6.7	Closing balance as shown in the consolidated balance sheet (item 4.10)		

Consolidated statement of cash flows

(See note 6)

	Current period \$A'000	Previous corresponding period \$A'000
Cash flows related to operating activities		
7.1 Receipts from customers		
7.2 Payments to suppliers and employees		
7.3 Dividends received		
7.4 Interest and other items of similar nature received		
7.5 Interest and other costs of finance paid		
7.6 Income taxes paid		
7.7 Other (provide details if material)		
7.8 Net operating cash flows		
Cash flows related to investing activities		
7.9 Payments for purchases of property, plant and equipment		
7.10 Proceeds from sale of property, plant and equipment		
7.11 Payment for purchases of equity investments		
7.12 Proceeds from sale of equity investments		
7.13 Loans to other entities		
7.14 Loans repaid by other entities		
7.15 Other (provide details if material)		
7.16 Net investing cash flows		
Cash flows related to financing activities		
7.17 Proceeds from issues of securities (shares, options, etc.)		
7.18 Proceeds from borrowings		
7.19 Repayment of borrowings		
7.20 Dividends paid		
7.21 Other (provide details if material)		
7.22 Net financing cash flows		
Net increase (decrease) in cash held		
7.23 Cash at beginning of period (see <i>Reconciliations of cash</i>)		
7.24 Exchange rate adjustments to item 7.23		
7.25 Cash at end of period (see <i>Reconciliation of cash</i>)		

Non-cash financing and investing activities

Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows are as follows. If an amount is quantified, show comparative amount.

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Reconciliation of cash

Reconciliation of cash at the end of the period (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current period \$A'000	Previous corresponding period \$A'000
8.1	Cash on hand and at bank		
8.2	Deposits at call		
8.3	Bank overdraft		
8.4	Other (provide details)		
8.5	Total cash at end of period (item 7.25)		

Ratios

		Current period	Previous corresponding period
Profit before abnormals and tax/sales			
9.1	Consolidated operating profit (loss) before abnormal items and tax (items 1.4) as a percentage of sales revenue (items 1.1)		
Profit after tax/equity interests			
9.2	Consolidated operating profit (loss) after tax attributable to members (item 1.10) as a percentage of equity (similarly attributable) at the end of the period (item 4.31)		

Earnings per security (EPS)

10.1	Calculation of basic, and fully diluted, EPS in accordance with AASB 1027: Earnings per Share		
(a)	Basic EPS		
(b)	Diluted EPS (if materially different from (a))		

NTA backing (see note 7)		Current period	Previous corresponding period
11.1	Net tangible asset backing per ordinary security		

Details of specific receipts/outlays, revenues/expenses

		Current period A\$'000	Previous corresponding period A\$'000
12.1	Interest revenue included in determining items 1.4		
12.2	Interest revenue included in item 12.1 but not yet received (if material)		
12.3	Interest expense included in item 1.4 (include all forms of interest, lease finance charges, etc.)		
12.4	Interest costs excluded from item 12.3 and capitalised in asset values (if material)		
12.5	Outlays (excepts those arising from the acquisition of an existing business) capitalised in intangibles (if material)		
12.6	Depreciation (excluding amortisation of intangibles)		
12.7	Amortisation of intangibles		

Control gained over entities having material effect

(See note 8)

13.1	Name of <i>issuer</i> (or <i>group</i>)	
13.2	Consolidated operating profit (loss) and extraordinary items after tax of the <i>issuer</i> (or <i>group</i>) since the date in the current period on which control was acquired	\$
13.3	Date from which such profit has been calculated	
13.4	Operating profit (loss) and extraordinary items after tax of the <i>issuer</i> (or <i>group</i>) for the whole of the previous corresponding period	\$

Loss of control of entities having material effect

(See note 8)

14.1	Name of entity (or group)	
14.2	Consolidated operating profit (loss) and extraordinary items after tax of the entity (or group) for the current period to the date of loss of control	\$
14.3	Date from which the profit (loss) in item 14.2 has been calculated	
14.4	Consolidated operating profit (loss) and extraordinary items after tax of the entity (or group) while controlled during the whole of the previous corresponding period	\$
14.5	Contribution to consolidated operating profit (loss) and extraordinary items from sale of interest leading to loss of control	\$

Reports for industry and geographical segments

Information on the industry and geographical segments of the entity must be reported for the current period in accordance with AASB 1005: Financial Reporting by Segments. Because of the different structures employed by entities, a pro forma is not provided. Segment information should be completed separately and attached to this statement. However, the following is the personation adopted in the Appendices to AASB 1005 and indicates which amount should agree with items included elsewhere in this statement.

Segments

Operating Revenue

Sales to customers outside the economic entity

Inter-segment sales

Unallocated revenue

Total revenue (consolidated total equal to item 1.3)

Segment result (including abnormal items where relevant)

Unallocated expenses

Consolidated operating profit after tax (before equity accounting) (equal to item 1.8)

Segment assets	)	Comparative data for segment assets should be as at the end of the previous corresponding period
Unallocated assets	)	
Total assets (equal to item 4.15)	)	

Dividends

15.1	Date the dividend is payable	
15.2	Record date to determine entitlements to the dividend (ie. on the basis of registrable transfers received up to 5.00 pm)	
18.3	Amount per security	

		Franking rate applicable	39%	36%	33%
	(Preliminary final statement only)			¢	
15.4	Final dividend: Current year	¢	N/A		N/A
15.5	Previous year	¢	¢	¢	¢
	(Half yearly and preliminary final statements)				
15.6	Interim dividend: Current year	¢	N/A	¢	N/A
				¢	¢
15.7	Previous year	¢	¢		

Total annual dividend (distribution) per security

(Preliminary final statement only)

		Current year	Previous year
15.8	Ordinary securities	₹	₹
15.9	Preference securities	₹	₹

Total dividend (distribution)

		Current period \$A'000	Previous corresponding period - \$A'000
15.10	Ordinary securities	\$	\$
15.11	Preference securities	\$	\$
15.12	Total	\$	\$

The *dividend or distribution plans* shown below are in operation.

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The last date(s) for receipt of election notices to the *dividend or distribution plans*

Any other disclosures in relation to dividends (distributions)

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Equity accounted associated entities and other material interests

Equity accounting information attributable to the economic entity's share of investments in associated entities must be disclosed in a separate notice. See AASB 1016: Disclosure of Information about Investments in Associated Companies.

Investments in associated entities		Current period A\$'000	Previous corresponding period A\$'000
16.1	Statutory carrying value of investments in associated entities (SCV)		
16.2	Share of associated entities' retained profits and reserves not included in SCV:		
	Retained profits		
	Reserves		
16.3	Equity carrying value of investments		

Material interests in entities which are not controlled entities

The economic entity has an interest (that is material to it) in the following entities.

		Percentage of ownership interest (ordinary securities, units etc) held at end of period		Contributing to operating profits (loss) and extraordinary items after tax	
17.1	Equity accounted associated entities	Current period	Previous corresponding period	Current period	Previous corresponding period
				<i>Equity accounted</i>	
17.2	Other material interests			<i>Not equity accounted (ie part of item 1.14)</i>	

Issued and listed securities

Description includes rate of interest and any redemption or conversion rights together with prices and rates.

Category of securities		Number issued	Number listed	Par value (cents)	Paid-up value (cents)
18.1	Preference securities (description)				
18.2	Issued during current period				
18.3	Ordinary securities				
18.4	Issued during current period				
18.5	Convertible debt securities (description and conversion factor)				
18.6	issued during current period				
18.7	Options (description and conversion factor)			Exercise price	Expiry date
18.8	Issued during current period				
18.9	Exercised during current period				
18.10	Expired during current period				
18.11	Debentures (totals only)				
18.12	Unsecured Notes (totals only)				

Comments by directors

Comments on the following matters are required by the Exchange or, in relation to the half yearly statement, by AASB 1029: Half-Year Accounts and Consolidated Accounts. The comments do not take the place of the directors' report and statement (as required by the Corporations Law) and may be incorporated into the directors' report and statement. For both half yearly and preliminary final statements, if there are no comments in a section, state NIL. If there is insufficient space in comment, attach notes to this statement.

Basis of accounts preparation

If this statement is a half yearly statement, it is a general purpose financial report prepared in accordance with the listing rules and AASB 1029: Half-Year Accounts and Consolidated Accounts. It should be read in conjunction with the last annual report and any announcements to the market made by the issuer during the period. [Delete if in applicable.]

Material factors affecting the revenues and expenses of the *issuer* for the current period

A description of each event since the end of the current period which has had a material effect and is not related to matters already reported, with financial effect quantified (if possible)

Franking credits available and prospects for paying fully or partly franked dividends for at least the next year

Changes in accounting policies since the last annual report are disclosed as follows.

(Disclose changes in the half yearly statement in accordance with paragraph 15(c) of AASB 1029: Half-Year Accounts and Consolidated Accounts. Disclose changes in the preliminary final statement in accordance with AASB 101: Accounting Policies-Disclosure.)

Annual meeting*(Preliminary final statement only)*

The annual meeting will be held as follows:

Place

Date

Time

Approximate date the annual report will be available

Compliance statement

1. This statement has been prepared under accounting policies which comply with accounting standards as defined in the *Corporations Law* or other standards acceptable to the Exchange (see note 13).

Identify other standards used

--

2. This statement, and the financial statements under the *Corporations Law* (if separate), use the same accounting policies.
3. This statement does/does not* (*delete one*) give a true and fair view of the matters disclosed (see note 2).
4. This statement is based on financial statements to which one of the following applies:

The financial statements have been audited.

The financial statements have been subject to review by a registered auditor (or overseas equivalent).

The financial statements are in the process of being audited or subject to review.

The financial statements have *not* yet been audited or reviewed.

5. If the accounts have been or are being audited or subject to review and the audit report is not attached, details of any qualifications are attached/will follow immediately they are available* (*delete one*). (*Half yearly statement only - the audit report must be attached to this statement if the statement is to satisfy the requirements of the Corporations Law.*)
6. The *issuer* has/does not have* (*delete one*) a formally constituted audit committee.

Sign here: Date:
 (Director/Company secretary)

Print name:

Notes

1. **For announcement to the market** The percentage changes referred to in this section are the percentage changes calculated by comparing the current period's figures with those for the previous corresponding period. Do not show percentage changes if the change is from profit to loss or loss to profit, but still show the amount of the change up or down.
2. **True and fair view** If this statement does not give a true and fair view of a matter (for example, because compliance with an Accounting Standard is required) the *issuer* must attach a note providing additional information and explanations to give a true and fair view.

3. Consolidated profit and loss account

- Item 1.1 The definition of “operating revenue” and an explanation of “sales revenue” (or its equivalent) and “other revenue” are set out in *AASB 1004: Disclosure of Operating Revenue*.
- Item 1.2 “other revenue” includes abnormal items, but excludes extraordinary revenue items.
- Item 1.4 “operating profit (loss) before abnormal items and tax” is calculated before dealing with outside equity interests and extraordinary items, but after deducting interest on borrowings, depreciation and amortisation.
- Item 1.7 This item refers to the total tax attributable to the amount shown in item 1.6. Tax includes income tax and capital gains tax (if any) but excludes taxes treated as operating expenses (eg. fringe benefits tax).

4. **Income tax** If the amount provided for income tax in this statement differs (or would differ but for compensatory items) by more than 15% from the amount of income tax *prima facie* payable on the profit before tax, the entity must explain in a note the major items responsible for the difference and their amounts.

5. Consolidated balance sheet

Format The format of the consolidated balance sheet should be followed as closely as possible. However, additional items may be added if greater clarity of exposition will be achieved, provided the disclosure still meets the requirements of *AASB 1029*. Banking institutions may substitute a clear liquidity ranking for the Current/Non-Current classification.

Basis of revaluation If there has been a material revaluation of non-current assets (including investments) since the last annual report, the *issuer* must describe the basis of revaluation adopted. The description must meet the requirements of paragraphs 19-21 of *AASB 1010: Accounting for the Revaluation of Non-Current Assets*. If the *issuer* has adopted a procedure of regular revaluation, the basis for which has been disclosed and has not changed, no additional disclosure is required. Trusts should also note paragraph 10 of *AASB 1029* and paragraph 11 of *AASB 1030*.

6. **Statement of cash flows** For definitions of “cash” and other terms used in this statement see *AASB 1026: Statement of Cash Flows*. *Issuers* should follow the form as closely as possible, but variations are permitted if the *directors* (in the case of a trust, the management company) believe that this presentation is inappropriate. However, the presentation adopted must meet the requirements of *AASB 1026*. Mining exploration *issuers* may use the form of cashflow statement in Appendix 5B.
7. **Net tangible asset backing** Net tangible assets are determined by deducting from total tangible assets all claims on those assets ranking ahead of the ordinary securities (i.e. all liabilities, preference shares, outside equity interests, etc). Mining *issuers* are *not* required to state a net tangible asset backing per ordinary security.
8. **Gain and loss of control over entities** The gain or loss must be disclosed if it has a material effect on the consolidated financial statements. Details must include the contribution for each gain or loss that increased or decreased the *issuer's* consolidated operating profit (loss) and extraordinary items after tax by more than 5% compared to the previous corresponding period.
9. **Equity accounting** If an *issuer* adopts equity accounting, no comparative equity accounting figures are required in the first period following its adoption.
10. **Rounding of figures** This statement anticipates that the information required is given to the nearest \$1,000. However, an *issuer* may report exact figures, if the \$A'000 headings are

amended. If an *issuer* qualifies under an ASIC Class Order dated 17 August 1994, it may report to the nearest million dollars, or to the nearest \$100,000, if the \$A'000 headings are amended.

11. **Comparative figures** Comparative figures are normally the unadjusted figures from the previous corresponding period. However, if the previously reported figures are adjusted to achieve greater comparability, a note explaining the adjustment must be included with this statement. If no adjustment is made despite a lack of comparability, a note explaining the position should be attached.
12. **Additional information** An *issuer* may disclose additional information about any matter, and must do so if the information is material to an understanding of the financial statements. The information may be an expansion of the material contained in this statement, or contained in a note attached to the statement. The requirement under the list rules for an *issuer* to complete this statement does not prevent the *issuer* issuing reports more frequently. Additional material lodged with the ASIC under the *Corporations Law* must also be given to the Exchange. For example, a *directors'* report and statement, if lodged with the ASIC, must be given to the Exchange.
13. **Accounting Standards** the Exchange will accept, for example, the use of International Accounting Standards for *foreign issuers*. If the standards used do not address a topic, the Australian standard on that topic (if one) must be complied with.
14. **Borrowing corporations** As at 1/7/96, this statement may be able to be used by an *issuer* required to comply with the *Corporations Law* as part of its half yearly financial statements if prepared in accordance with Australian Accounting Standards. However, borrowing corporations must comply with Schedule 5 of the Corporations Regulations. See regulation 3.6.02(4).

Listing Rules

Section IIB

Debt Securities



**STOCK EXCHANGE
OF
NEWCASTLE
LIMITED**

**LISTING RULES
SECTION IIB**

- *DEBT SECURITIES* -

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CHAPTER 3

QUALIFICATIONS FOR LISTING

Preliminary

3.1 This Chapter sets out the basic conditions which have to be met as a pre-requisite to the *listing* of *debt securities* issued by *issuers*. They apply to every method by which *securities* may be brought to a *listing* and to both *new applicants* and *listed issuers*, except where otherwise stated. It shall be noted that:-

- (1) these requirements are not exhaustive and the Exchange may impose additional requirements in a particular case;
- (2) the Exchange retains an absolute discretion to accept or reject applications for *listing*, and that compliance with the relevant conditions may not of itself ensure an applicant's suitability for *listing*; and
- (3) the Exchange may impose any conditions it thinks fit on the *issuer* in relation to the *listing* of its *securities*.

3.2 Where application for *listing* is made in respect of any class of *security*:-

- (1) if none of the *securities* of that class are already *listed*, the application must relate to all *securities* of that class, whether already issued or proposed to be issued; or
- (2) if some of the *securities* of that class are already *listed*, the application must relate to all further *securities* of that class which are proposed to be issued and the application must be made prior to the issue of the *securities*.

3.3 Where application is made to list a *security* which is convertible into another *security* the Exchange must be satisfied that investors will be able to obtain the necessary information to form an opinion regarding the value of the underlying *security*. This will normally mean that the underlying *security* must either be *listed* on the Exchange or on a *recognised stock exchange*.

General

3.4 The *issuer* must be:

- (1) (a) duly incorporated or otherwise established in accordance with the laws of a State or the Commonwealth of Australia; or
(b) registered under the *Corporations Law*;
- (2) a government borrowing authority;
- (3) a public authority; or

- (4) a person approved by the Exchange.
- 3.5** If the *issuer's equity securities* are not *listed* on the Exchange, both the *issuer* and its business must, in the opinion of the Exchange, be suitable for *listing*.
- 3.6** A *new applicant* must have an adequate track record under substantially the same management which must be of known character and integrity. For this purpose, an adequate track record will normally be at least two financial years but the Exchange may accept a shorter period if the public offering is fully underwritten on a firm basis by an underwriter approved by the Exchange, at least to the extent of the minimum amount required to be raised by the issue in order to purchase any assets to be acquired out of the proceeds of sale.
- 3.7** In the case of a *new applicant*, the latest financial period for which audited accounts have been prepared must not have ended more than twelve (12) months before the date of the prospectus.
- 3.8** The *securities* for which *listing* is sought:
- (1) must be freely transferable on the Exchange (subject to any restrictions on transfer under Rule 5.2 of this Section or the *Foreign Acquisitions and Takeover Act 1975 (Cth)*); and
 - (2) must comply with any requirement set out in Chapter 5 which is applicable to that kind of *securities*.
- 3.9** There must be an open market in the *securities* for which *listing* is sought. This means that there must at all times be at least twenty five (25) holders of the *securities* who are not a *director* or *substantial shareholder* of the *issuer* or a *director* of a *substantial shareholder* of the *issuer* or an associate of any of them. This requirement is not met if the spread is obtained by artificial means.
- 3.10** If the *issuer* is a company and its Shares are not *listed* on the Exchange, the *issuer* must have *net assets* of at least \$2 million, and the nominal amount of each class of *debt securities* for which *listing* is sought must be at least \$500,000 or such other amount as the Exchange may from time to time determine. Further issues of *debt securities* which are uniform in all respects with *debt securities* of a class already *listed* are not subject to these limits.

CHAPTER 4

APPLICATION PROCEDURES AND REQUIREMENTS

Preliminary

- 4.1** This Chapter sets out the procedures and requirements for applications for the *listing* of *debt securities* issued by *issuers* whether by *new applicants* or by *listed issuers* except where otherwise stated.
- 4.2** These requirements are not exhaustive and an applicant must satisfy any additional requirements and supply such further documents and information that the Exchange may require in any particular case or class of case.
- 4.3** Every document submitted to the Exchange must be in the English language or accompanied by a certified English translation.

Application procedures

- 4.4** (1) Each application for *listing* shall consist of the following:-
- (i) a formal letter of application signed by a duly authorised officer of the applicant and the sponsor and which complies with the requirements set out in Appendix 1;
 - (ii) the various supporting documents specified in Rule 4.5;
 - (iii) subject to paragraph (2), a prospectus that complies with the requirements set out in Rules 4.6 and 4.7; and
 - (iv) the appropriate fees.
- (2) The Exchange may allow an *issuer* to provide an information memorandum setting out the matters specified in Appendix 1 instead of a prospectus but only if:
- (i) the applicant satisfies the Exchange that:
 - (a) it has not raised any capital in the previous 3 months and does not expect it will raise capital in the next 3 months; and
 - (b) the spread of its *securities* complies with Rule 3.9; or
 - (ii) in the case of an application made by a *listed issuer* in respect of a further issue of *debt securities*, no prospectus is required to be lodged by the *issuer* with the ASIC pursuant to the *Corporations Law* in relation to an Offer or invitation for the issue of *securities*.

Supporting documents

4.5 In support of its letter of application, the applicant must lodge with the Exchange at the same time the following documents:-

- (1) in the case of a *new applicant*, a certified copy of its certificate of incorporation or equivalent document, if not incorporated in Australia a certified copy of its certificate of registration under the *Corporations Law*;
- (2) in the case of a *new applicant*, a certified copy of its *constitution* and, in all cases, all amendments made since the *constitution* was last filed with the Exchange;
- (3) in the case of a *new applicant*, the audited annual report and accounts for each of the three (3) completed financial years of the *issuer* or *group* immediately preceding the issue of the prospectus or since incorporation, if shorter;
- (4) a certified copy of the resolution(s) authorising the issue and allotment of such *securities*, the making of the application and the signing of the Issuer's Undertaking and approving and authorising the issue of the prospectus or information memorandum;
- (5) an Issuer's Undertaking in the form set out in Part A of Appendix 2, duly signed for and on behalf of the applicant;
- (6) in the case of a *new applicant*, a declaration and undertaking signed by each *director* and proposed *director* of the *issuer*, in the form set out in Part B of Appendix 2;
- (7) a person's declaration in the form set out in Part C of Appendix 2;
- (8) an undertaking from the proposed nominated adviser in the form required by the Exchange;
- (9) a copy of any temporary document of title and any definitive document of title in respect of the *securities* to be *listed*;
- (10) a certified copy of every letter, report, statement of adjustments, valuation, contract, resolution and other documents referred to in the prospectus (including a letter from any auditor whose audit report is set out in the prospectus confirming that the auditor has given its consent to the issue of the prospectus with the audit report included in the form and context in which it is included);
- (11) a copy of the trust deed or other document securing or constituting the *debt securities*; and
- (12) such other documentation as may be required by the Exchange.

Prospectus

- 4.6** The prospectus must be lodged with (and if required by the *Corporations Law*, registered by) the ASIC.
- 4.7** Any prospectus or information memorandum issued by an *issuer* must carry on the first page of the document (excluding any cover), in a prominent position and in bold type, the following disclaimer:

“Application has been/will be made for listing of the Company’s *securities* offered by this Prospectus by the Stock Exchange of Newcastle Limited.

The fact that the Stock Exchange of Newcastle Limited may list the *securities* of the Company is not to be taken in any way as an indication of the merits of the Company or the listed *securities*.

The Stock Exchange of Newcastle Limited takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this document.”

Distributions

- 4.8** If the method of *listing* involves a distribution of *securities* then the *issuer* must ensure that a notice, which states where members of the public may obtain a copy of the prospectus or information memorandum free of charge, is *published in the newspapers* at the start of the distribution process and, prior to the commencement of dealings, must supply the Exchange with a letter confirming that the distribution has been successful and the required minimum percentage is in public hands and, if requested by the Exchange, a list containing the name and address and number of *securities* received by each *person* under the distribution.

CHAPTER 5**SECURITIES****Preliminary**

5.1 This Chapter sets out the terms with which *securities* must comply in order to be granted *listing*. It also sets out continuing obligations of the *issuer* in relation to its *debt securities* once a *listing* has been granted.

Restrictions on Transfer

5.2 The *debt securities* for which listing is sought must be fully negotiable and freely transferable except:

- (a) any statutory restrictions on transfers; or
- (b) any restrictions on transfers which the Exchange in its absolute discretion agrees to impose on the *securities* of *mutual organisations*.

CHAPTER 6

ISSUER'S CONTINUING OBLIGATIONS

Preliminary

- 6.1** This Chapter sets out the continuing obligations which each *issuer* must undertake to comply with as a condition of being granted, and of maintaining, a *listing*.
- 6.2** Wherever an *issuer* is under an obligation to disclose information to the Exchange for *dissemination* by the Exchange, the *issuer* may, in addition, have the information *published in the newspapers* on the next day.

LISTING FEE

- 6.3** Each *issuer* must pay the appropriate fees to maintain its *listing* on the Exchange.

NOTIFICATION

Corporate disclosure policy

- 6.4** Generally, and apart from compliance with all the specific requirements of this Chapter, the *issuer* shall keep the Exchange informed without delay, for dissemination of any information relating to the *group* of which it is aware that:-
- (1) is necessary to enable the Exchange and the public to appraise the financial position of the *issuer* and the *group*;
 - (2) is necessary to avoid the establishment of a false market in its *securities*; and
 - (3) a reasonable *person* would expect to have a material affect on the price or value of its *securities*.

Such information must be made available to the Exchange before the time at which any other public announcement of the information is made.

These provisions will be breached by an *issuer* who intentionally, recklessly or negligently fails to notify the Exchange of information that:

- (a) is not generally available; and
 - (b) a reasonable person would expect, if it were generally available, to have a material effect on the price or value of its *securities*.
- 6.5** Rule 6.4 does not require information to be disclosed while:
- (a) a reasonable *person* would not expect information to be disclosed;
 - (b) information is confidential; and

- (c) at least one of the following applies:
- it would be a breach of the Law to disclose the information;
 - the information concerns an incomplete proposal or negotiation;
 - the information comprises matters of supposition or insufficiently definite to warrant disclosure;
 - the information is generated for the internal management purposes of the *issuer*; or
 - the information is a trade secret.

ANNUAL ACCOUNTS

Disclosure of Annual accounts

6.6 The *issuer* must send four (4) copies of its Annual accounts, together with one copy for every Participating Organisation of the Exchange, to the Exchange, for *dissemination by the Exchange* as soon as the accounts are available.

Information to accompany annual accounts

6.7 The *issuer* shall include with its Annual accounts a report by the *directors* on the operations of the *issuer* and such *directors'* report must include:-

- (1) a description of the principal activities of the *group*;
- (2) a statement showing the name of every *child entity*, its principal country of operation, its country of incorporation and its main business. Provided that if, in the opinion of the *directors* of the *issuer* and with approval of the Exchange, the number of them is such that compliance with this paragraph would result in particulars of excessive length being given, compliance with this paragraph shall not be required except in the case of subsidiaries carrying on a business the results of the carrying on of which, in the opinion of the *directors*, materially affected the amount of the profit or loss of the *group* or the amount of the assets of the *group*;
- (3) a statement as at the end of the relevant financial year showing:-
 - (i) the total interests of all the *directors* and officers of the *issuer* in the *equity or debt securities* of the *issuer* or any *child entity*. For this purpose a disclosable interest is one in which the *director* or his Immediate Family has a vested right to receive any distributions made on the *securities* (either directly or indirectly by reason of having a present vested interest in the whole or part of the income of trust property which includes the *securities*) or is entitled to exercise or direct the exercise of the voting rights attaching to the *securities* (otherwise than in the capacity only of a trustee of a trust); and

- (ii) the details of any right to subscribe for *equity or debt securities* of the *issuer* granted to any *directors* or officers of the *issuer*, and of the exercise of any such right, or if there is no such interest or no such right that has been granted or exercised, a statement of that fact;
- (4) If operating results shown by the accounts for the period under review differing materially from any published forecast made by the *issuer*, an explanation for the difference;
- (5) a statement as to the period unexpired of any service contract of any *director* proposed for election at the forthcoming annual general meeting or, if there are no service contracts, a statement of that fact;
- (6) particulars of any contract of significance:-
 - (i) subsisting during or at the end of the financial year in which a *director* of the *issuer* is or was materially interested, either directly or indirectly, or, if there has been no such contract, a statement of that fact;
 - (ii) between the *issuer*, or one of its *child entity* companies, and a controlling shareholder or any of its *child entities*; or
 - (iii) for the provision of services to the *group* by a controlling shareholder or any of its *child entities*; or
- (7) particulars of any arrangement under which a *director* has waived or agreed to waive any emoluments;
- (8) particulars of any arrangement under which a shareholder or unitholder has waived or agreed to waive any Dividends or other distributions;
- (9) a summary, in the form of a comparative table, of the results and of the assets and liabilities of the *group*, for the last five (5) financial years (or, for such of those years during which the *group* traded);
- (10) an explanatory statement relating to the activities of the *group* and income (or loss) during the relevant period which must include any significant information enabling investors to make an informed assessment of the trend of the activities and income (or loss) of the *group* together with an indication of any special factor which has influenced those activities and the income (or loss) during the period in question, and enable a comparison to be made with the preceding financial year; and
- (11) a statement of the main corporate governance practices that the *issuer* had in place during the relevant period.

INTERIM REPORTS AND PRELIMINARY ANNOUNCEMENTS**Six-monthly reports**

- 6.8** No later than 75 days after the end of the half year accounting period, the *issuer* shall send four (4) copies of accounts in the form of Appendix 3 and any half yearly financial statements it is required to give to the ASIC under the *Corporations Law* or provide to the equivalent regulatory authority under the Law of the place in which the *issuer* is incorporated, together with one copy for every Participating Organisation of the Exchange, to the Exchange, for *dissemination by the Exchange* as soon as these are available.

Preliminary announcements of results

- 6.9** As soon as reasonably practicable after approval by or on behalf of the Board, but no later than 75 days after the end of the full year accounting period, the *issuer* shall deliver a preliminary announcement of the results for the full financial year to the Exchange, together with one copy for every Participating Organisation of the Exchange for *dissemination by the Exchange*.
- 6.10** Every preliminary announcement of results shall contain at least the information specified in Appendix 3.

OTHER DISCLOSURES**After Board meetings**

- 6.11** The *issuer* shall inform the Exchange without delay after approval by or on behalf of the Board, for *dissemination by the Exchange*, of:-
- (1) any decision not to pay any interest payment on its *listed securities*;
 - (2) any proposed new issue of *debt securities* and in particular any guarantee or security in respect thereof;
 - (3) any proposed change in the capital structure; and
 - (4) any decision to change the general character or nature of the business of the *issuer* or *group*.

Changes in the terms of Debt Securities

- 6.12** Any change in the rights attaching to any class of *listed debt securities* (including any change in the rate of interest carried) and any change in the rights attaching to any Shares and to which any *listed debt securities* are convertible or exchangeable must be disclosed to the Exchange without delay, for *dissemination by the Exchange*.

Decisions to pass interest payments

- 6.13** Any decision to pass any interest payment on *listed debt securities* must be disclosed to the Exchange without delay, for *dissemination* by the Exchange, after the decision has been made.

Purchase redemption or cancellation

- 6.14** Any purchase, redemption or cancellation by the *issuer*, or any member of the *group*, of its *listed debt securities* must be disclosed to the Exchange, for *dissemination* by the Exchange, without delay after such purchase, redemption or cancellation. The announcement should also state the amount of the relevant *debt securities* outstanding after such operations. For this purpose, purchasers of *debt securities* may be aggregated and an announcement should be made when five percent (5%) of the outstanding amount of a *debt securities* has been acquired. If the *issuer* or any member of the *group* purchases further amounts of those *securities*, an announcement should be made whenever an additional one percent (1%) has been acquired.

Changes

- 6.15** The *issuer* shall inform the Exchange without delay, for *dissemination by the Exchange*, of any decision made in regard to:-
- (1) any proposed alteration of the *issuer's constitution*;
 - (2) any changes in its Board of Directors, and shall procure and lodge with the Exchange as soon as practicable after their appointment a signed declaration and undertaking in the form set out in Part B of Appendix 2, from each new *director*;
 - (3) any change in the rights attaching to any class of *listed debt securities* and any change in the rights attaching to any shares into which any *listed debt securities* are convertible or exchangeable; or
 - (4) any changes in its Secretary, auditors or registered address.

Information about another company

- 6.16** Where *listed debt securities* carry rights of conversion or exchange into a subscription for the share capital of another company, or are guaranteed by another company, the *issuer* must ensure that adequate information is at all times available about the other company and about any changes in the rights attaching to the Shares to which such rights of conversion, exchange or subscription relate. This must include the availability of annual reports and accounts of the other company together with any interim financial accounts and any other information necessary for a realistic valuation of such *listed debt securities* to be made.

Proposed drawings and closure of books

- 6.17** The *issuer* shall inform the Exchange for *dissemination* by the Exchange, in advance of all proposed drawings to effect partial redemptions, and in the case of registered *debt securities* the date on which it is proposed to close the

books for the purpose of making a drawing. The Exchange must be informed without delay of the amount of the *debt securities* outstanding after any such drawing has been made, for *dissemination* by the Exchange.

Winding-up and liquidation

6.18 The *issuer* shall inform the Exchange without delay, for *dissemination by the Exchange*, on the happening of any of the following events as soon as the same shall come to the attention of the *issuer*:-

- (i) the presentation of any winding-up petition, or equivalent application in the country of incorporation or other establishment, or the making of any winding-up order or the appointment of a provisional liquidator in respect of the *issuer*, its *holding corporation* or any *major Subsidiary*;
- (ii) the passing of any resolution by the *issuer*, its *holding corporation* or any *major Subsidiary* that it be wound-up by way of members' or creditors' voluntary winding-up;
- (iii) the appointment of an administrator or receiver of the *issuer*, its *holding entity* or any *major Subsidiary*;
- (iii) the entry into possession of or the sale by any mortgagee of a portion of the *issuer's* assets which in aggregate value represents an amount in excess of twenty percent (20%) of the book value of the *net assets* of the *group*; or
- (iv) the making of any judgement, declaration or order by any court or tribunal of competent jurisdiction, whether on appeal or at first instance, which may adversely affect the *issuer's* enjoyment of any portion of its assets which in aggregate value represents an amount in excess of twenty percent (20%) of the book value of the *net assets* of the *group*.

Minimum required public holdings

6.19 The *issuer* shall inform the Exchange without delay if it becomes aware that the number of holders of the *securities* has fallen below the prescribed minimum (see Rule 3.9).

6.20 Once the *issuer* becomes aware that the number of holders of *securities* has fallen below the relevant prescribed minimum number the *issuer* shall take steps to ensure compliance at the earliest possible moment. This requirement is not met if the spread is obtained by artificial means.

ANNUAL REPORTS

6.21 The *issuer* shall provide an annual report to each holder of *listed securities* within 3 months of the end of its financial year. The annual report must comply with the relevant guidelines issued by the Exchange from time to time. This Rule does not apply if the *issuer* is entitled not to send financial

statements to that holder or is entitled to send a substitute report to the holder and sends such report.

REVIEW AND DISTRIBUTION OF OTHER DOCUMENTS

- 6.22** In addition to the specific requirements set out in these *Listing Rules*, the *issuer* shall submit to the Exchange, for review, copies of drafts, before they are issued, of any announcements or advertisements the subject matter of which involves a change in or relates to or affects the arrangements regarding trading in its *listed securities* on the Exchange (including a suspension of trading).
- 6.23** The *issuer* shall send four (4) copies to the Exchange for *dissemination* by the Exchange of every circular sent to holders of the *issuer's listed securities*, at the same time as they are issued to those holders.
- 6.24** The *issuer* shall send to the Exchange four (4) copies, for *dissemination by the Exchange* of all resolutions of the holders of its *listed debt securities*, documents relating to takeovers mergers and Offers, notices of shareholder or unitholder meetings, forms of proxy, reports, announcements or other similar documents, at the same time as they are issued to those holders.

SETTLEMENT ISSUES

Limitations on foreign shareholdings

- 6.25** (1) If the *issuer* becomes controlled by foreign *persons*, it shall notify the Exchange immediately.
- (2) An *issuer* which is a foreign *person* or is controlled by foreign *persons* shall comply with the special trading and settlement procedures set for foreign controlled *issuers* by the Exchange.
- 6.26** The *issuer* shall maintain in Australia a register of *listed securities* or appropriate facilities for the registration of the transfers of *listed securities*.

Registration of transfers

- 6.27** The *issuer* must make arrangements acceptable to the Exchange to facilitate the efficient settlement of all trades and the registration of transfers.

Fees

- 6.28** The *issuer* and its registrar shall not charge investors any fee for the registration of transfers or other documents relating to or affecting the title to any *debt securities*, splitting certificates, issuing certificates or marking or noting such documents.

Registrar

- 6.29** If the *issuer* does not maintain its own register, appropriate arrangements must be made with the registrar to ensure compliance with these *Rules*.

- 6.30** The register must be audited at least once every 12 months and upon the request of the Exchange by a registered company auditor or overseas equivalent.

GENERAL

Additional

- 6.31** After the *issuer's debt securities* are *listed* the *issuer* must comply with any *Listing Rules* set out in Section IIA that the Exchange specifies either before or after the *debt securities* are *listed*.

Paying Agent

- 6.32** The *issuer* must appoint and maintain the paying agent and/or, where appropriate, a registrar in Australia, or such other place as the Exchange may agree, until the date on which no *listed debt security* is outstanding, unless the *issuer* itself performs these functions. Such paying agent must provide facilities for obtaining new *debt securities* to replace those *debt securities* which have been damaged, lost or stolen or destroyed and for all other purposes provided for in the terms and conditions of the *debt securities*.

Equality of treatment

- 6.33** The *issuer* shall ensure equality of treatment for all holders of *listed securities* of the same class.

Response to enquiries

- 6.34** The *issuer* shall respond promptly to any enquiries made of the *issuer* by the Exchange concerning unusual movements in the price or trading volume of its *listed securities*, or any other matters, by giving such relevant information as is available to the *issuer* or, if appropriate, by issuing a statement to the effect that the *issuer* is not aware of any matter or development that is or may be relevant to the unusual price movement or trading volume of its *listed securities*.

Additional obligations

- 6.35** The Exchange shall be entitled to require the publication of further information by, and impose additional continuing obligations on, the *issuer* where it considers that circumstances so justify, but will allow representations by the *issuer* before imposing any additional obligations on it which are not imposed on *listed issuers* generally.

Insider dealing

- 6.36** The *issuer* shall adopt by Board resolution and enforce an internal code of dealing for *directors* and officers which restricts their ability to trade on the basis of unpublished price sensitive information. The code must, as a minimum, prohibit the *directors* and officers from dealing in the *issuer's listed securities* for the period from when they become aware of the interim and full year results until those results are announced.

Marketing Materials

- 6.37** The *issuer* must maintain a complete file of all advertising and other materials issued with a view to marketing the *issuer* and its *listed securities*. The file must be produced to the Exchange's authorised representatives at any time on demand.

APPENDIX 1**FORM OF LETTER OF APPLICATION**

A formal letter of application shall, in substantially the order given below, cover the following information. Information in a draft prospectus which is enclosed with the application letter may be incorporated by reference to:

1. General

- (1) the name of the applicant and the date and place of incorporation of other establishment;
- (2) if not incorporated in Australia, the date on which the applicant became registered under the *Corporations Law*;
- (3) the address of the principal registered office and the address of each office at which a share register is kept;
- (4) a formal request for the *securities listing* of the *securities* in respect of which application is made, specifying the nominal amount of the *securities* for which *listing* is sought;
- (5) the proposed method by which the *securities* are to be brought to *listing* and details of any proposed distribution of the *securities*;
- (6) the *net assets* of the applicant;
- (7) an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and
- (8) the name of any other stock exchange on which any *securities* of the *issuer* are already listed and/or traded.

2. Share capital and ownership

- (1) A list in tabular form of:-
 - (i) the designation or title of each class of Share;
 - (ii) the number of Shares issued;
 - (iii) the voting rights attached to each Share;
 - (iv) the amount of fully paid up Shares;
 - (v) the shareholdings of the *directors* and officers of the *issuer*; and
 - (vi) so far as is known, or can be ascertained after reasonable enquiry, the names of all shareholders of the *issuer* who own five percent (5%) or more of the Shares of the *issuer* and their respective shareholdings.

- (2) If the *issuer* does not have any share capital, details of the ownership of the applicant.

3. Securities

An outline of the principal terms of the *securities* the applicant wishes to *list*.

4. History and nature of business

A short introductory paragraph describing the general nature of the business and products of the applicant. A brief history of the *issuer* for the last five (5) years or, if later, from inception to the date of the application. A description of the business now conducted by the *issuer* and its *child entities*, including principal products manufactured, services performed or investments held, principal markets for products and raw materials, method of marketing, annual turnover for the preceding three (3) financial years and for the current financial year to the latest date available.

5. Summary of earnings

A summary of earnings, on a consolidated basis if the applicant has *subsidiaries*, for the last three (3) financial years, showing sales, earnings before charges for depreciation, interest and tax (if any), the amount of each of those charges, net income before extraordinary items, extraordinary items, net income and earnings per share.

6. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the *issuer* has *subsidiaries*) or from the date of incorporation, if shorter. The tabulation should include a calculation of the net asset value per *security* for each of the last three (3) financial years.

7. Child entities

A tabular list of all *child entities* showing in respect of each such *entity*:-

- (1) the name of the *entity*;
- (2) a brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and
- (3) share capital by classes, showing the par value, amount authorised, amount issued and the amount owned by the *holding entity*.

8. Properties

Describe briefly the general character of the properties of the applicant and its *child entities*, including:-

- (1) location;
- (2) land area;

- (3) number of buildings;
- (4) aggregate floor area of buildings; and
- (5) whether property is owned or leased, and if leased, state total rental paid for each of the three (3) preceding financial years and average term of years.

9. Litigation

Particulars of any litigation or claims of material importance made against any member of the *group* in the last five (5) years or which is pending or threatened against any member of the *group*, or an appropriate negative statement.

10. Management

- (1) The full name, residential address and description (being his qualifications or area of expertise or responsibility) of every *director* or proposed *director* and any *person* who performs an important administrative, management or supervisory function and particulars of the principal functions performed by each of them within the *group* if significant to the *group*;
- (2) the nature of any family relationship between the *persons* mentioned in (1);
- (3) a brief account of the business experience of each of these *persons* during the last five (5) years;
- (4) indicate any other directorships held by each *director* or proposed *director* in any publicly *listed* or traded companies; and
- (5) state if any *director* or proposed *director* has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or any partnership in which he was a partner or any body corporate of which he was a *director* or has been sanctioned or otherwise disciplined by any self regulatory *securities* association of which he is or has been a member or any *securities* supervisory or regulatory body or any such event is pending.

11. Sponsors, bankers, etc.

- (1) The names and addresses of the *issuer's* sponsor, financial advisers, principal bankers, nominated adviser, Share registrar/transfer agent and solicitors; and
- (2) the name, address and professional qualification of the *issuer's* auditors.

12. Statement of non-compliance

A statement of any requirements of the *Listing Rules* which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements.

13. Declaration

A declaration, stated to be to the best of the *issuer's* knowledge, information and belief:-

- (1) that, save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section IIB of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the *issuer* and the *securities* of the *issuer* the subject of the application;
- (2) that all information required to be included in the prospectus or information memorandum pursuant to Rule 4.8 and the *Corporations Law* will be included; and
- (3) that there are no other facts bearing on the *issuer's* application for *listing* which, in the *issuer's* opinion, should be disclosed to the Exchange.

APPENDIX 2**FORMS****PART A: ISSUER'S UNDERTAKING****Form of Issuer's Undertaking required to be entered into by an Issuer in support of its application for a listing**

TO: The Stock Exchange of Newcastle Limited

FROM: []

In consideration of the Stock Exchange of Newcastle ("the Exchange") granting our application for *listing*,

1. We acknowledge that our *securities* shall remain *listed* only during the pleasure of the Exchange, and that we undertake and agree to comply with the *Listing Rules* in force from time to time as issued by the Exchange and in particular undertake and agree to comply with the continuing obligations as set out in of Section IIB of the *Listing Rules* of the Exchange.
2. We warrant to the Exchange that the issue of the *securities* to be *listed* complies with the Law applicable to the issue, and was not for an illegal purpose and that there is no reason why the *securities* should not be granted *listing*.
3. We acknowledge that the Exchange is relying on the documents and information required by the *Listing Rules* to be supplied with this undertaking. We warrant that these documents and information are (or, if not yet supplied, will be) true and complete.
4. We indemnify and will continue to indemnify the Exchange to the fullest extent permitted by Law in respect of any Claim, action or expense arising from, or connected, with any breach of our warranty set out in paragraphs 2 and 3 above.
5. We acknowledge that any document given to the Exchange by us or on our behalf becomes the property of the Exchange and that the Exchange may deal with it as it wishes, including disseminating the document to the public.

Dated this day of .

Executed by: [Name]

* Proper execution - if the *issuer* has a seal, execution must be under seal.

PART B: DIRECTOR'S DECLARATION AND UNDERTAKING**Form of declaration and undertaking required to be entered into by each Director of an Issuer whose securities are listed on the Exchange**

TO: The Stock Exchange of Newcastle Limited

DECLARATION

1. State:
 - (1) present surname and any former surname(s);
 - (2) present first name(s) and any former first name(s);
 - (3) date of birth;
 - (4) residential address;
 - (5) nationality and former nationality, if any; and
 - (6) professional qualifications, if any.
2. Are you a *director* or alternate *director* of any other corporation which is publicly listed or traded or a partner in any partnership? If so, state the name of any such corporation or partnership, the nature of business where this is not indicated in the title, and date you became a *director* or partner.
3. Have you at any time been adjudged bankrupt in any jurisdiction? If so, state the court by which you were adjudged bankrupt and, if discharged, the date and conditions on which you were granted your discharge.
4. Have you at any time been a party to a Scheme of arrangement or made any other form of composition with your creditors?
5. Are there any unsatisfied judgements outstanding against you? If so, give full particulars.
6. Has any corporation been put into compulsory liquidation or had an administrator or receiver appointed during the period when you were (or within the preceding twelve months had been) one of its *directors* or alternate *directors*? Has any partnership been put into compulsory liquidation or been sequestrated during the period when you were (or within the preceding twelve months had been) one of its partners? If so, in each case state the name, nature of business, date of commencement of winding up, administration or receivership and the amount involved together with an indication of the outcome or current position.
7. Have you at any time or has a corporation of which you were a Director, shadow Director or alternate Director at the time of an offence, been convicted in any jurisdiction of any criminal offence or an offence under legislation relating to companies. All such convictions must be disclosed even though they may now be "spent convictions". If so, state the court by which

you were or the corporation was convicted, the date of conviction and full particulars of the offence and the penalty imposed.

8. Have you, in connection with the formation or management of any corporation, partnership or unincorporated institution been adjudged by a court in any jurisdiction civilly liable for any fraud, misfeasance or other misconduct by you towards it or towards any of its members? If so, give full particulars.
9. Have you ever been disqualified by a court from acting as a Director of a corporation, or from acting in the management or conduct of the affairs of any corporation? If so, give full particulars.
10. Have you, in any jurisdiction, been refused admission to or renewal of membership of any professional body, trade society, institution or association, or stock exchange or been censured or disciplined or had membership withdrawn by any such body to which you belong or belonged or have you held a practising certificate subject to conditions? If so, give full particulars.

I.....Director of.....(state name of corporation).....(the “*issuer*”) declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true and I hereby give my authority (save where expressly provided otherwise) to the Exchange to disclose any of the foregoing particulars given by me to the sponsor of any corporation of which I am *director* and/or such regulatory bodies as the Exchange may, in its absolute discretion think fit.

UNDERTAKING

I hereby undertake that in the exercise of my powers and duties as such a *director*, I shall:-

- (1) comply to the best of my ability with the *Listing Rules* of the Stock Exchange of Newcastle Limited from time to time in force and disclose to the *Issuer* all information which the *issuer* needs in order to comply with its obligations to disclose *directors'* Share interests;
- (2) use my best endeavours to procure that any alternate of mine shall so comply; and
- (3) use my best endeavours to ensure that the *issuer* complies with such *Listing Rules* from time to time in force.

Dated this day of

Signature: _____ Name: _____

PART C: SPONSOR'S DECLARATION

TO: Stock Exchange of Newcastle Limited [Date].....

Dear Sir,

We,..... being
sponsor to

..... {name of issuer}
hereby

declare that:-

1. Offers for subscription and Offers for sale

To the best of our knowledge and belief, at the time trading commences on the Exchange at least twenty five 25 percent of the issued *securities* will be in the hands of the public in accordance with the *Listing Rules* of the Stock Exchange of Newcastle Limited (the "*Listing Rules*").

2. Placings

To the best of our knowledge and belief, the *securities* have been placed as follows:-

No. of places No. of securities placed

[use separate sheet if necessary].

3. General

- (1) to the best of our knowledge and belief, having made due and careful enquiry of the *issuer* and its advisers, the *issuer* has satisfied all relevant conditions for *listing* and other relevant requirements of the *Listing Rules*;
- (2) to the best of our knowledge and belief, having made due and careful enquiry of the *issuer* and its advisers:
 - (i) all the documents required by the *Listing Rules* to be included in the application for *listing* have been supplied to the Exchange;
 - (ii) all other relevant requirements of the *Listing Rules* have been complied with; and
 - (iii) there are no matters other than those disclosed in the prospectus or otherwise in writing to the Exchange which should be taken into account by the Exchange in considering the suitability for *listing* of the *securities* for which application is being made;
- (3) the *directors* of the *issuer*:

- (i) have had explained to them by us or other appropriate professional advisers the nature of their responsibilities and obligations as *directors* of a *listed* corporation under the *Listing Rules*; and
 - (ii) in particular, understand what is required of them to enable holders of the *issuer's listed securities* and the public to appraise the position of the *issuer* and avoid the creation of a false market in its *securities* once they are *listed*;
- (4) we have obtained written confirmation from the *issuer* that the working capital available to the *group* is sufficient for its present requirements and we are satisfied that the confirmation has been given after due and careful enquiry by the *issuer* and that the *persons* or institutions providing finance have stated in writing that the relevant financing facilities exist; and
- (5) we are satisfied that any profit forecast or estimate in the prospectus has been made after due and careful enquiry by the *issuer*.

4. Acknowledgement of Exchange's disciplinary power

We acknowledge that if the Exchange considers that we have been in breach of our responsibilities under the *Listing Rules* or this declaration, then the Exchange may censure us and/or refuse to allow us to sponsor further issues by removing our firm from the list of approved sponsors and that the Exchange may publicise the fact that it has done so and the reasons for its actions.

Yours faithfully,

Signed.....

Name:.....

For and on behalf of {sponsor's name}

APPENDIX 3

Preliminary Announcement

Half yearly/preliminary final report

Name of *issuer*

--

ACN or ARBN

Half yearly
(tick)

Preliminary
final (tick)

Half year/financial year ended
('Current period')

	(1997)	linear (1997)	(current period)

For Announcement to the market

Extracts from this statement for Announcement to the market (see note 1).

\$A,000

Extracts from the statement for financial information to the market (see Note 2).					\$A,000
Sales (or equivalent) operating revenue (item 1.1)	up/down	%	to		
Operating profit (loss) before abnormal items and tax (item 1.4)	up/down	%	to		
Abnormal items before tax (item 1.5)		gain (loss) of	to		
Operating profit (loss) after tax but before outside equity interests (item 1.8)	up/down	%	to		
Extraordinary items after tax attributable to members (item 1.13)		gain (loss) of	to		
Operating profit (loss) and extraordinary items after tax attributable to members (item 1.16)	up/down	%	to		
Exploration and evaluation expenditure incurred (item 5.2)	up/down	%	to		
Exploration and evaluation expenditure written off (item 5.3)	up/down	%	to		
Dividends Franking rate applicable					
Current period	¢	N/A	¢	N/A	
Previous corresponding period	¢	¢	¢	¢	
Record Date for determining entitlements to the Dividend, (in the case of a trust distribution) (see item 15.2)					
Short details of any bonus or cash issue or other items(s) of importance not previously released to the market:					

Consolidated profit and loss account*(The figures are not equity accounted)*

	Current period \$A'000	Previous corresponding period \$A'000
1.1 Sales (or equivalent operating) revenue		
1.2 Other revenue		
1.3 Total revenue		
1.4 Operating profit (loss) before abnormal items and tax		
1.5 Abnormal items before tax (detail in item 2.1)		
1.6 Operating profit (loss) before tax (items 1.4 + 1.5)		
1.7 Less tax		
1.8 Operating profit (loss) after tax but before outside equity interests		
1.9 Less outside equity interests		
1.10 Operating profit (loss) after tax attributable to members		
1.11 Extraordinary items after tax (detail in item 2.3)		
1.12 Less outside equity interests		
1.13 Extraordinary items after tax attributable to members		
1.14 Total operating profit (loss) and extraordinary items after tax (items 1.8 1.11)		
1.15 Operating profit (loss) and extraordinary items after tax attributable to outside equity interests (items 1.9 .112)		
1.16 Operating profit (loss and extraordinary items after tax attributable to members (items 1.10 +1.13)		
1.17 Retained profits (accumulated losses) at beginning of financial period		
1.18 Aggregate of amounts transferred from reserves		
1.19 Total available for appropriation (carried forward)		
1.19 Total available for appropriation (carried forward Total available for appropriation (brought forward)		

Consolidated profit and loss account continued

1.20	Dividends provided for or Paid		
1.21	Aggregate or amounts transferred to reserves		
1.22	Retained profits (accumulated losses) at tend of financial period		

Abnormal and extraordinary items

		Consolidated - current period		
		Before tax \$A'000	Related tax \$A'000	After tax \$A'000
2.1	Abnormal items			
2.2	Total abnormal items			
2.3	Extraordinary items			
2.4	Total extraordinary items			

Comparison of half year profits
(Preliminary final statement only)

		Current year - \$A'000	Previous year - \$A'000
3.1	Consolidated operating profit (loss) after tax attributable to members reported for the 1st half year (item 1.10 in the half yearly statement)		
3.2	Consolidated operating profit(loss) after tax attributable to members for the 2nd half year		

Consolidated

(See note 5)

balance**sheet**

Current assets		At end of current period \$A'000	As shown in last annual report \$A'000	As in last half yearly statement \$A'000
4.1	Cash			
4.2	Receivable			
4.3	Investments			
4.4	Inventories			
4.5	Other (provide details if material)			
4.6	Total current assets			
Non-current assets				
4.7	Receivables			
4.8	Investments			
4.9	Inventories			
4.10	Exploration and evaluation expenditure capitalised (see para .71 of AASB 1022)			
4.11	Development properties (mining entities)			
4.12	Other property, plant and equipment (net)			
4.13	Intangibles (net)			
4.14	Other (provide details if material)			
4.15	Total non-current assets			
4.16	Total assets			
Current liabilities				
4.17	Accounts payable			
4.18	Borrowings			
4.19	Provisions			
4.20	Other (provide details if material)			
4.21	Total current liabilities			
Non-current liabilities				
4.22	Accounts payable			
4.23	Borrowings			
4.24	Provisions			
4.25	Other (provide details if material)			
4.26	Total non-current liabilities)			
4.27	Total liabilities			
4.28	Net Assets			

Consolidated balance sheet continued

Equity				
4.29	Capital			
4.30	Reserves			
4.31	Retained profits (accumulated losses)			
4.32	Equity attributable to members of the parent entity			
4.33	Outside equity interests in controlled entities			
4.34	Total equity			
4.35	Preference capital and related premium included as part of 4.31			

Exploration and evaluation expenditure capitalised
To be completed only by issuers with mining interests if amounts are material. Include all expenditure incurred regardless of whether written off directly against profit

		Current period \$A'000	Previous corresponding period \$A'000
5.1	Opening balance		
5.2	Expenditure incurred during current period		
5.3	Expenditure written off during current period		
5.4	Acquisitions, disposals, revaluation increments, etc.		
5.5	Expenditure transferred to Development Properties		
5.6	Closing balance as shown in the consolidated balance sheet (item 4.9)		

Development properties
(To be completed only by issuers with mining interests if amounts are material)

		Current period \$A'000	Previous corresponding period \$A'000
6.1	Opening balance		
6.2	Expenditure incurred during current period		
6.3	Expenditure transferred from exploration and evaluation		
6.4	Expenditure written off during current period		
6.5	Acquisitions, disposals, revaluation increments, etc.		
6.6	Expenditure transferred to mine properties		
6.7	Closing balance as shown in the consolidated balance sheet (item 4.10)		

Consolidated (See note 6)		statement	of	cash	flows
			Current \$A'000	period	Previous corresponding period \$A'000
		Cash flows related to operating activities			
7.1		Receipts from customers			
7.2		Payments to suppliers and employees			
7.3		Dividends received			
7.4		Interest and other items of similar nature received			
7.5		Interest and other costs of finance Paid			
7.6		Income taxes Paid			
7.7		Other (provide details if material)			
7.8		Net operating cash flows			
		Cash flows related to investing activities			
7.9		Payments for purchases of property, plant and equipment			
7.10		Proceeds from sale of property, plant and equipment			
7.11		Payment for purchases of equity investments			
7.12		Proceeds from sale of equity investments			
7.13		Loans to other entities			
7.14		Loans repaid by other entities			
7.15		Other (provide details if material)			
7.16		Net investing cash flows			
		Cash flows related to financing activities			
7.17		Proceeds from issues of <i>securities</i> (Shares, options, etc.)			
7.18		Proceeds from borrowings			
7.19		Repayment of borrowings			
7.20		Dividends Paid			
7.21		Other (provide details if material)			
7.22		Net financing cash flows			
		Net increase (decrease) in cash held			
7.23		Cash at beginning of period (see <i>Reconciliations of cash</i>)			
7.24		Exchange rate adjustments to item 7.23			
7.25		Cash at end of period (see <i>Reconciliation of cash</i>)			

Non-cash financing and investing activities

Details of financing and investing Transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows are as follows. If an amount is quantified, show comparative amount.

--

Reconciliation of cash

Reconciliation of cash at the end of the period (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current period \$A'000	Previous corresponding period \$A'000
8.1 Cash on hand and at bank		
8.2 Deposits at Call		
8.3 Bank overdraft		
8.4 Other (provide details)		
8.5 Total cash at end of period (item 7.25)		

Ratios

	Current period	Previous corresponding period
Profit before abnormals and tax/sales		
9.1 Consolidated operating profit (loss) before abnormal items and tax (items 1.4) as a percentage of sales revenue (items 1.1)		
Profit after tax/equity interests		
9.2 Consolidated operating profit (loss) after tax attributable to members (item 1.10) as a percentage of equity (similarly attributable) at the end of the period (item 4.31)		

Earnings per security (EPS)

10.1 Calculation of basic, and fully diluted, EPS in accordance with AASB 1027: Earnings per Share		
(a) Basic EPS		
(b) Diluted EPS (if materially different from (a))		

NTA (see note 7)	backing	Current period	Previous corresponding period

Details of specific receipts/outlays, revenues/expenses

		Current A\$'000	period	Previous corresponding period \$A'000
12.1	Interest revenue included in determining items 1.4			
12.2	Interest revenue included in item 12.1 but not yet received (if material)			
12.3	Interest expense included in item 1.4 (include all forms of interest, lease finance charges, etc.)			
12.4	Interest costs excluded from item 12.3 and capitalised in asset values (if material)			
12.5	Outlays (excepts those arising from the acquisition of an existing business) capitalised in intangibles (if material)			
12.6	Depreciation (excluding amortisation of intangibles)			
12.7	Amortisation of intangibles			

Control gained over entities having material effect

(See note 8)

13.1	Name of <i>issuer</i> (or <i>group</i>)	
13.2	Consolidated operating profit (loss) and extraordinary items after tax of the <i>issuer</i> (or <i>group</i>) since the date in the current period on which control was acquired	\$
13.3	Date from which such profit has been calculated	
13.4	Operating profit (loss) and extraordinary items after tax of the <i>issuer</i> (or <i>group</i>) for the whole of the previous corresponding period	\$

Loss of control of entities having material effect

(See note 8)

14.1	Name of entity (or group)	
14.2	Consolidated operating profit (loss) and extraordinary items after tax of the entity (or group) for the current period to the date of loss of control	\$
14.3	Date from which the profit (loss) in item 14.2 has been calculated	
14.4	Consolidated operating profit (loss) and extraordinary items after tax of the entity (or group) while controlled during the whole of the previous corresponding period	\$
14.5	Contribution to consolidated operating profit (loss) and extraordinary items from sale of interest leading to loss of control	\$

Reports for industry and geographical segments

Information on the industry and geographical segments of the entity must be reported for the current period in accordance with AASB 1005: Financial Reporting by Segments. Because of the different structures employed by entities, a pro forma is not provided. Segment information should be completed separately and attached to this statement. However, the following is the personation adopted in the Appendices to AASB 1005 and indicates which amount should agree with items included elsewhere in this statement.

Segments

Operating Revenue

Sales to customers outside the economic entity

Inter-segment sales

Unallocated revenue

Total revenue (consolidated total equal to item 1.3)

Segment result (including abnormal items where relevant)

Unallocated expenses

Consolidated operating profit after tax (before equity accounting) (equal to item 1.8)

Segment	assets	)	Comparative data for segment assets should be as at the end of the previous corresponding period
Unallocated	assets	)	
Total assets (equal to item 4.15)		)	

Dividends

15.1	Date	the	Dividend	is	payable	
15.2	Record Date to determine entitlements to the Dividend (ie. on the basis of registrable transfers received up to 5.00 pm)					

Amount per security

	Franking rate applicable		39%	36%	33%
	<i>(Preliminary final statement only)</i>			¢	
15.3	Final Dividend:	Current year	¢	N/A	N/A
15.4		Previous year	¢	¢	¢
	<i>(Half yearly and preliminary final statements)</i>				
15.5	Interim Dividend:	Current year	¢	N/A	N/A
				¢	¢
15.6		Previous year	¢	¢	

Total annual Dividend (distribution) per security*(Preliminary final statement only)*

	Current year	Previous year
15.7 Ordinary securities	¢	¢
15.8 Preference securities	¢	¢

Total Dividend (distribution)

	Current period \$A'000	Previous corresponding period - \$A'000
15.9 Ordinary securities	\$	\$
15.10 Preference securities	\$	\$
15.11 Total	\$	\$

The dividend or distribution plans shown below are in operation.

--

The last date(s) for receipt of election notices to the dividend or distribution plans

Any other disclosures in relation to Dividends (distributions)

--

Equity accounted associated entities and other material interests

Equity accounting information attributable to the economic entity's Share of investments in associated entities must be disclosed in a separate notice. See AASB 1016: Disclosure of Information about Investments in Associated Companies.

Investments in associated entities		Current period A\$'000	Previous corresponding period A\$'000
16.1	Statutory carrying value of investments in associated entities (SCV)		
16.2	Share of associated entities' retained profits and reserves not included in SCV:		
	Retained profits		
	Reserves		
16.3	Equity carrying value of investments		

Material interests in entities which are not controlled entities

The economic entity has an interest (that is material to it) in the following entities.

		Percentage of ownership interest (ordinary securities, Units etc) held at end of period		Contributing to operating profits (loss) and extraordinary items after tax	
17.1	Equity accounted associated entities	Current period	Previous corresponding period	Current period	Previous corresponding period
				<i>Equity accounted</i>	
17.2	Other material interests			<i>Not equity accounted (ie part of item 1.14)</i>	

Issued and listed securities

Description includes rate of interest and any redemption or conversion rights together with prices and rates.

Category of securities		Number issued	Number listed	Par value (cents)	Paid-up value (cents)
18.1	Preference securities (description)				
18.2	Issued during current period				
18.3	Ordinary securities				
18.4	Issued during current period				
18.5	Convertible debt securities (description and conversion factor)				
18.6	Issued during current period				
18.7	Options (description and conversion factor)			Exercise price	Expiry date
18.8	Issued during current period				
18.9	Exercised during current period				
18.10	Expired during current period				
18.11	Debentures (totals only)				
18.12	Unsecured Notes (totals only)				

Comments by directors

Comments on the following matters are required by the Exchange or, in relation to the half yearly statement, by AASB 1029: Half-Year Accounts and Consolidated Accounts. The comments do not take the place of the directors' report and statement (as required by the Corporations Law) and may be incorporated into the directors' report and statement. For both half yearly and preliminary final statements, if there are no comments in a section, state NIL. If there is insufficient space in comment, attach notes to this statement.

Basis of accounts preparation

If this statement is a half yearly statement, it is a general purpose financial report prepared in accordance with the listing rules and AASB 1029: Half-Year Accounts and Consolidated Accounts. It should be read in conjunction with the last annual report and any Announcements to the market made by the issuer during the period. [Delete if in applicable.]

Material factors affecting the revenues and expenses of the *issuer* for the current period

A description of each event since the end of the current period which has had a material effect and is not related to matters already reported, with financial effect quantified (if possible)

Franking credits available and prospects for paying fully or partly Franked Dividends for at least the next year

Changes in accounting policies since the last annual report are disclosed as follows.

(Disclose changes in the half yearly statement in accordance with paragraph 15(c) of AASB 1029: Half-Year Accounts and Consolidated Accounts. Disclose changes in the preliminary final statement in accordance with AASB 101: Accounting Policies-Disclosure.)

Annual meeting*(Preliminary final statement only)*

The annual meeting will be held as follows:

Place

Date

Time

Approximate date the annual report will be available

Compliance statement

1. This statement has been prepared under accounting policies which comply with accounting standards as defined in the *Corporations Law* or other standards acceptable to the Exchange (see note 13).
2. Identify other standards used

--
3. This statement, and the financial statements under the *Corporations Law* (if separate), use the same accounting policies.
4. This statement does/does not* (*delete one*) give a true and fair view of the matters disclosed (see note 2).
5. This statement is based on financial statements to which one of the following applies:

• The financial statements have been audited.	• The financial statements have been subject to review by a registered auditor (or overseas equivalent).
• The financial statements are in the process of being audited or subject to review.	• The financial statements have <i>not</i> yet been audited or reviewed.
5. If the accounts have been or are being audited or subject to review and the audit report is not attached, details of any qualifications are attached/will follow immediately they are available* (*delete one*). (*Half yearly statement only - the audit report must be attached to this statement if the statement is to satisfy the requirements of the Corporations Law.*)
6. The *issuer* has/does not have* (*delete one*) a formally constituted audit committee.

Sign here: Date:
 (Director/Company Secretary)

Print name:

Notes

1. **For announcement to the market** The percentage changes referred to in this section are the percentage changes calculated by comparing the current period's figures with those for the previous corresponding period. Do not show percentage changes if the change is from profit to loss or loss to profit, but still show the amount of the change up or down.

2. **True and fair view** If this statement does not give a true and fair view of a matter (for example, because compliance with an Accounting Standard is required) the *issuer* must attach a note providing additional information and explanations to give a true and fair view.
3. **Consolidated profit and loss account**
 - Item 1.1 The definition of “operating revenue” and an explanation of “sales revenue” (or its equivalent) and “other revenue” are set out in *AASB 1004: Disclosure of Operating Revenue*.
 - Item 1.2 “other revenue” includes abnormal items, but excludes extraordinary revenue items.
 - Item 1.4 “operating profit (loss) before abnormal items and tax” is calculated before dealing with outside equity interests and extraordinary items, but after deducting interest on borrowings, depreciation and amortisation.
 - Item 1.7 This item refers to the total tax attributable to the amount shown in item 1.6. Tax includes income tax and capital gains tax (if any) but excludes taxes treated as operating expenses (eg. fringe benefits tax).
4. **Income tax** If the amount provided for income tax in this statement differs (or would differ but for compensatory items) by more than 15% from the amount of income tax *prima facie* payable on the profit before tax, the entity must explain in a note the major items responsible for the difference and their amounts.
5. **Consolidated balance sheet**

Format The format of the consolidated balance sheet should be followed as closely as possible. However, additional items may be added if greater clarity of exposition will be achieved, provided the disclosure still meets the requirements of *AASB 1029*. Banking institutions may substitute a clear liquidity ranking for the Current/Non-Current classification.

Basis of revaluation If there has been a material revaluation of non-current assets (including investments) since the last annual report, the *issuer* must describe the basis of revaluation adopted. The description must meet the requirements of paragraphs 19-21 of *AASB 1010: Accounting for the Revaluation of Non-Current Assets*. If the *issuer* has adopted a procedure of regular revaluation, the basis for which has been disclosed and has not changed, no additional disclosure is required. Trusts should also note paragraph 10 of *AASB 1029* and paragraph 11 of *AASB 1030*.
6. **Statement of cash flows** For definitions of “cash” and other terms used in this statement see *AASB 1026: Statement of Cash Flows*. *Issuers* should follow the form as closely as possible, but variations are permitted if the *directors* (in the case of a trust, the management company) believe that this presentation is inappropriate. However, the presentation adopted must meet the requirements of *AASB 1026*. Mining exploration *issuers* may use the form of cashflow statement in Appendix 5B.
7. **Net tangible asset backing** Net tangible assets are determined by deducting from total tangible assets all claims on those assets ranking ahead of the ordinary *securities* (i.e. all liabilities, preference Shares, outside equity interests, etc). Mining *issuers* are *not* required to state a net tangible asset backing per ordinary *security*.
8. **Gain and loss of control over entities** The gain or loss must be disclosed if it has a material effect on the consolidated financial statements. Details must include the contribution for each gain or loss that increased or decreased the *issuer's* consolidated operating profit (loss) and extraordinary items after tax by more than 5% compared to the previous corresponding period.

9. **Equity accounting** If an *issuer* adopts equity accounting, no comparative equity accounting figures are required in the first period following its adoption.
10. **Rounding of figures** This statement anticipates that the information required is given to the nearest \$1,000. However, an *issuer* may report exact figures, if the \$A'000 headings are amended. If an *issuer* qualifies under an ASIC Class Order dated 17 August 1994, it may report to the nearest million dollars, or to the nearest \$100,000, if the \$A'000 headings are amended.
11. **Comparative figures** Comparative figures are normally the unadjusted figures from the previous corresponding period. However, if the previous report figures are adjusted to achieve greater comparability, a note explaining the adjustment must be included with this statement. If no adjustment is made despite a lack of comparability, a note explaining the position should be attached.
12. **Additional information** An *issuer* may disclose additional information about any matter, and must do so if the information is material to an understanding of the financial statements. The information may be an expansion of the material contained in this statement, or contained in a note attached to the statement. The requirement under the *Listing Rules* for an *issuer* to complete this statement does not prevent the *issuer* issuing reports more frequently. Additional material lodged with the ASIC under the *Corporations Law* must also be given to the Exchange. For example, a *directors'* report and statement, if lodged with the ASIC, must be given to the Exchange.
13. **Accounting Standards** the Exchange will accept, for example, the use of International Accounting Standards for *foreign issuers*. If the standards used do not address a topic, the Australian standard on that topic (if one) must be complied with.
14. **Borrowing corporations** As at 1/7/96, this statement may be able to be used by an *issuer* required to comply with the *Corporations Law* as part of its half yearly financial statements if prepared in accordance with Australian Accounting Standards. However, borrowing corporations must comply with Schedule 5 of the Corporations Regulations. See regulation 3.6.02(4).

Listing Rules

Section IIC

Collective Investment Schemes



**STOCK EXCHANGE
OF
NEWCASTLE
LIMITED
LISTING RULES**

SECTION IIC

**- COLLECTIVE INVESTMENT
SCHEMES -**

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CHAPTER 3

QUALIFICATIONS FOR LISTING

Preliminary

3.1 This Chapter sets out the basic conditions which have to be met as a pre-requisite to the *listing* of *equity securities* issued by *issuers* which are trusts. They apply to every method by which *securities* may be brought to a *listing* and to both *new applicants* and *listed issuers*, except where otherwise stated. It shall be noted that:

- (1) these requirements are not exhaustive and the Exchange may impose additional requirements in a particular case;
- (2) the Exchange retains an absolute discretion to accept or reject applications for *listing*, and that compliance with the relevant conditions may not of itself ensure an applicant's suitability for *listing*; and
- (3) the Exchange may impose any conditions it thinks fit on the *issuer* in relation to the *listing* of its *securities*.

3.2 Where application for *listing* is made in respect of any class of *security*:-

- (1) if none of the *securities* of that class are already *listed*, the application must relate to all *securities* of that class, whether already issued or proposed to be issued; or
- (2) if some of the *securities* of that class are already *listed*, the application must relate to all further *securities* of that class which are proposed to be issued and the application must be made prior to the issue of the *securities*.

3.3 Where application is made to list a *security* which is convertible into another *security*, the Exchange must be satisfied that investors will be able to obtain the necessary information to form an opinion regarding the value of the underlying *security*. This will normally mean that the underlying *security* must either be *listed* on the Exchange or on a *recognised stock exchange*.

General

3.4 The *issuer* must be a registered managed investment scheme or have a deed approved under the *Corporations Law*.

3.5 The issuer must have a manager or responsible entity which is acceptable to the Exchange.

3.6 Both the *issuer* and its business must, in the opinion of the Exchange, be suitable for Listing.

3.7 The *securities* for which *listing* is sought:

- (1) must be freely transferable on the Exchange (subject to any restrictions on transfer under Rule 5.11 of this Section and the *Foreign Acquisitions and Takeover Act 1975 (Cth)*); and
 - (2) must comply with any requirement set out in Chapter 5 which is applicable to that kind of *securities*.
- 3.8** There must be an open market in the *securities* for which *listing* is sought. This means that the minimum percentage of *securities* in public hands, (i.e. *persons* who are not a *director* or *substantial shareholder* of the *issuer* or a *director* of a *substantial shareholder* of the *issuer* or an associate of any of them) must at all times be at least twenty five percent (25%), with a minimum of fifty (50) holders of the *securities* or, twenty (20) holders if the holders are *professional investors*. This requirement is not met if the spread is obtained by artificial means.
- 3.9** A *new applicant* must have an expected initial market capitalisation for all the *securities* to be *listed* of at least \$500,000. Further issues of *securities* of a class already *listed* are not subject to this limit.
- 3.10** The *issuer's* constitution must be consistent with the *Rules* set out in this Section IIC.
- 3.11** If a *listing rule* imposes an obligation on an *issuer* which is a managed investment scheme, the management company, the trustee and the responsible entity must make sure that the *issuer* complies with the *listing rule*.

CHAPTER 4**APPLICATION PROCEDURES AND REQUIREMENTS****Preliminary**

- 4.1** This Chapter sets out the procedures and requirements for applications for the *listing* of *equity securities* issued by an *issuer* whether by *new applicants* or by *listed issuers* except where otherwise stated.
- 4.2** These requirements are not exhaustive and an applicant must satisfy any additional requirements and supply such further documents and information that the Exchange may require in any particular case or class of case.
- 4.3** Every document submitted to the Exchange must be in the English language or accompanied by a certified English translation.

Application procedures

- 4.4** (1) Each application for *listing* shall consist of the following:-
- (i) a formal letter of application signed by a duly authorised officer of the applicant and the sponsor and which complies with the requirements set out in Appendix 1;
 - (ii) the various supporting documents specified in Rule 4.5;
 - (iii) subject to paragraph (2), a prospectus that complies with the requirements set out in Rules 4.6 and 4.7; and
 - (iv) the appropriate fees.
- (2) The Exchange may allow an *issuer* to provide an information memorandum setting out the matters specified in Appendix 1 instead of a prospectus but only if:
- (i) the applicant satisfies the Exchange that:
 - (a) it has not raised any capital in the previous 3 months and does not expect it will raise capital in the next 3 months; and
 - (b) the spread of its *securities* complies with Rule 3.8; or
 - (ii) in the case of an application made by a *listed issuer* in respect of a further issue of *equity securities*, no prospectus is required to be lodged by the *issuer* with the ASIC pursuant to the Corporations Law in relation to an offer or invitation for the issue of *securities*.

Supporting documents

4.5 In support of its letter of application, the applicant must lodge with the Exchange at the same time the following documents:

- (1) in the case of a *new applicant*, a certified copy of the *issuer's* constitution and in all cases, all amendments made since the constitution was last filed with the Exchange;
- (2) in the case of a *new applicant*, the audited annual report and accounts for each of the three (3) completed financial years of the *issuer* or *group* immediately preceding the issue of the prospectus or since establishment, if shorter;
- (3) a certified copy of the resolution(s) authorising the issue and allotment of such *securities*, the making of the application and the signing of the Issuer's Undertaking and approving and authorising the issue of the prospectus or information memorandum;
- (4) an Issuer's Undertaking in the form set out in Part A of Appendix 2, duly signed for and on behalf of the applicant by the manager or the responsible entity;
- (5) in the case of a *new applicant*, a declaration and undertaking signed by each *director* and proposed *director* of the manager or the responsible entity, in the form set out in Part B of Appendix 2;
- (6) a sponsor's declaration in the form set out in Part C of Appendix 2;
- (7) an undertaking from the proposed nominated adviser in the form required by the Exchange;
- (8) a copy of any temporary document of title and any definitive document of title in respect of the *securities* to be *listed*;
- (9) a certified copy of every letter, report, statement of adjustments, valuation, contract, resolution and other documents referred to in the prospectus (including a letter from any auditor whose audit report is set out in the prospectus confirming that the auditor has given its consent to the issue of the prospectus with the audit report included in the form and context in which it is included); and
- (10) such other documentation as may be required by the Exchange.

Prospectus

4.6 The prospectus must be lodged with (and if required by the *Corporations Law*, registered by) the ASIC.

4.7 Any prospectus or information memorandum issued by an *issuer* must carry on the first page of the document (excluding any cover), in a prominent position and in bold type, the following disclaimer:

“Application has been/will be made for listing of the securities offered by this Prospectus by the Stock Exchange of Newcastle Limited.

The fact that the Stock Exchange of Newcastle Limited may list the securities of the Trust is not to be taken in any way as an indication of the merits of the Trust or the listed securities.

The Stock Exchange of Newcastle Limited takes no responsibility for the contents of this document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this document.”

Distributions

- 4.8** If the method of *listing* involves a distribution of *securities* then the *issuer* must ensure that a notice, which states where members of the public may obtain a copy of the prospectus or information memorandum free of charge, is *published in the newspapers* at the start of the distribution process and, prior to the commencement of dealings, must supply the Exchange with a letter confirming that the distribution has been successful and the required minimum percentage is in public hands and, if requested by the Exchange, a list containing the name and address and number of *securities* received by each *person* under the distribution.

CHAPTER 5

SECURITIES

Preliminary

- 5.1** This Chapter sets out the terms with which *securities* must comply in order to be granted *listing*. It also sets out continuing obligations of the *issuer* in relation to its *equity securities* once a *listing* has been granted.

Capital Structure

- 5.2** An *issuer* may only have one class of ordinary *equity securities* unless the Exchange approves the terms of an additional class or the additional class is of partly paid *securities* which, if fully paid, would be in the same class as the ordinary *equity securities*.

Voting

- 5.3** Each holder of an *equity security* with a right to vote must be entitled to one vote on a show of hands and one vote for each fully paid *security* on a poll. This rule does not apply to *securities* of a registered managed investment scheme.
- 5.4** Where there are *equity securities* which do not carry voting rights, the words “non-voting” must appear in the designation of such *securities*.
- 5.5** Where there are *equity securities* with different voting rights, the designation of each class of *equity securities*, other than those with the most favourable voting rights, must include the words “restricted voting” or “limited voting”.

Partly paid securities

- 5.6** There must be a defined call program setting out the date and amount of any proposed call for any partly paid *equity securities*.

Preference securities

- 5.7** Where preference *securities* are *listed*, they must carry voting rights in at least the following circumstances:
- (1) when income distributions on such *securities* are in arrears;
 - (2) on any resolution for the winding-up of the trust; and
 - (3) on any resolution affecting the rights attached to the *securities*.
- 5.8** The holder of a preference *security* must be entitled to:
- (1) a distribution in preference to holders of ordinary *securities*;

- (2) return of funds in preference to holders of ordinary *securities* when the *issuer* is wound up; and
- (3) the same rights as a holder of an ordinary *security* in relation to receiving notices, reports and audited accounts and attending meetings.

Preservation of Rights

5.9 The right of a holder of a *security* to vote or receive income distributions must not be altered or removed unless:

- (1) a call due on the *security* has not been paid;
- (2) in relation to a voting right, the instrument of proxy deposited is not in accordance with the *issuer's* constitution;
- (3) in relation to a voting right, the *person* did not become the holder in time to be considered under the *Corporations Law* as the holder of the *security* for the purposes of the meeting;
- (4) required under or to comply with Australian legislation;
- (5) ordered by a court; or
- (6) altered or removed under a provision of the *issuer's* constitution approved as fair and equitable by the Exchange.

Divestment

5.10 A holder of an *equity security* must not be divested of it except under or in compliance with Australian legislation, as approved by the Exchange as appropriate and equitable, under a lien permitted by the *Rules* or under a court order.

Restrictions on Transfer

5.11 Fully paid *securities* must be free from all liens and from any restriction on the right of transfer on the Exchange except:

- (a) any statutory restrictions on transfers; or
- (b) any restrictions on transfers which the Exchange in its absolute discretion agrees to impose on the *securities* of *mutual organisations*.

CHAPTER 6

ISSUER'S CONTINUING OBLIGATIONS

Preliminary

- 6.1** This Chapter sets out the continuing obligations which each *issuer* must undertake to comply with as a condition of being granted, and of maintaining, a *listing*.
- 6.2** Wherever an *issuer* is under an obligation to disclose information to the Exchange for dissemination by the Exchange, the *issuer* may, in addition, have the information *published in the newspapers* on the next day.

LISTING FEE

- 6.3** Each *issuer* must pay the appropriate fees to maintain its *listing* on the Exchange.

NOTIFICATION

Corporate disclosure policy

- 6.4** Generally, and apart from compliance with all the specific requirements of this Chapter, the *issuer* shall keep the Exchange informed without delay, for dissemination, of any information relating to the *group* of which it is aware that:
- (1) is necessary to enable the Exchange and the public to appraise the financial position of the *issuer* and the *group*;
 - (2) is necessary to avoid the establishment of a false market in its *securities*; and
 - (3) a reasonable *person* would expect to have a material affect on the price or value of its *securities*.

Such information must be made available to the Exchange before the time at which any other public announcement of the information is made.

These provisions will be breached by an *issuer* who intentionally, recklessly or negligently fails to notify the Exchange of information:

- (a) that is not generally available; or
 - (b) that a reasonable person would expect, if it were generally available, to have a material effect on the price or value of its *securities*.
- 6.5** Rule 6.4 does not require information to be disclosed while:
- (a) a reasonable *person* would not expect information to be disclosed;
 - (b) information is confidential; and

(c) at least one of the following applies:

- it would be a breach of the law to disclose the information;
- the information concerns an incomplete proposal or negotiation;
- the information comprises matters of supposition or insufficiently definite to warrant disclosure;
- the information is generated for the internal management purposes of the *issuer*;
- the information is a trade secret.

Net Asset Value

6.6 The *issuer* must notify the Exchange without delay, for *dissemination by the Exchange*, of the net asset value of the *issuer* as a whole and per *security* of the *issuer* and of issue and redemption prices per *securities*, whenever they are calculated and the percentage change in the net asset value of the *issuer* and per *security* since the previous notification.

Closure of books

6.7 The *issuer* shall *publish in the newspapers* and give to the Exchange notice of any closure of its register of unitholders at least ten (10) business days before the closure.

ANNUAL ACCOUNTS

Disclosure of annual accounts

6.8 The *issuer* must send four (4) copies of its *annual accounts*, together with one copy for every Participating Organisation of the Exchange, to the Exchange, for dissemination by the Exchange as soon as the accounts are available.

Information to accompany annual accounts

6.9 The *issuer* shall include with its *annual accounts* a report by the manager or responsible entity on the operations of the *issuer* and such report must include:

- (1) a list of all investments with a value greater than 5% of the *issuer's* investment portfolio plus at least the following details in respect of each investment listed:
 - (i) name of *issuer* and brief description of the business;
 - (ii) cost;
 - (iii) independent valuation or market value; and

- (iv) an analysis of any provision for diminution in value of investments, naming the investments against which provision has been made, stating for each investment:
 - (a) cost;
 - (b) provision made;
 - (c) book value; and
 - (d) reason for the provision;
- (2) a statement showing the name of every *child entity*, its principal country of operation, its country of incorporation and its main business. Provided that if, in the opinion of the *directors* of the manager or the responsible entity and with approval of the Exchange, the number of them is such that compliance with this paragraph would result in particulars of excessive length being given, compliance with this paragraph shall not be required except in the case of *child entities* carrying on a business the results of the carrying on of which, in the opinion of the *directors*, materially affected the amount of the profit or loss of the *group* or the amount of the assets of the *group*;
- (3) a statement as at the end of the relevant financial year showing:-
 - (i) the total interests of all the *directors* and officers of the manager or the responsible entity in the *equity or debt securities* of the *issuer* or any *child entity*. For this purpose, a disclosable interest is one in which the *director* or his immediate family has a vested right to receive any distributions made on the *securities* (either directly or indirectly by reason of having a present vested interest in the whole or part of the income of trust property which includes the *securities*) or is entitled to exercise or direct the exercise of the voting rights attaching to the *securities* (otherwise than in the capacity only of a trustee of a trust); and
 - (ii) the details of any right to subscribe for *equity or debt securities* of the *issuer* granted to any *directors* or officers of the manager or the responsible entity, and of the exercise of any such right, or if there is no such interest or no such right that has been granted or exercised, a statement of that fact;
- (4) in the event of operating results shown by the accounts for the period under review differing materially from any published forecast made by the *issuer*, an explanation for the difference;
- (5) particulars of any contract of significance:
 - (i) subsisting during or at the end of the financial year in which a *director* of the responsible entity or manager is or was materially interested, either directly or indirectly, or, if there has been no such contract, a statement of that fact;

- (ii) between the *issuer*, or one of its *child entity* companies, and a controlling unitholder or any of its *child entities*; or
 - (iii) for the provision of services to the *group* by a controlling unitholder or any of its *child entities*;
- (6) the amounts of the charges of the responsible entity and any other material fees incurred during the relevant financial year;
- (7) a summary, in the form of a comparative table, of the results and of the assets and liabilities of the *group*, for the last five (5) financial years (or, for such of those years during which the *group* traded);
- (8) an explanatory statement relating to the activities of the *group* and income (or loss) during the relevant period which must include any significant information enabling investors to make an informed assessment of the trend of the activities and income (or loss) of the *group* together with an indication of any special factor which has influenced those activities and the income (or loss) during the period in question, and enable a comparison to be made with the preceding financial year; and
- (9) a copy of the compliance plan that was in force in respect of the *issuer* during the relevant period.

INTERIM REPORTS AND PRELIMINARY ANNOUNCEMENTS

Six-monthly reports

- 6.10** No later than 75 days after the end of the half year accounting period, the *issuer* shall send four (4) copies of accounts in the form of Appendix 3 and any half yearly financial statements it is required to give to the ASIC under the *Corporations Law* or provide to the equivalent regulatory authority under the law of the place in which the *issuer* is established, together with one copy for every Participating Organisation of the Exchange, to the Exchange, for *dissemination by the Exchange* as soon as these are available.

Preliminary announcements of results

- 6.11** As soon as reasonably practicable after approval by or on behalf of the board, but no later than 75 days after the end of the full year accounting period the *issuer* shall deliver a preliminary announcement of the results for the full financial year to the Exchange, together with one copy for every Participating Organisation of the Exchange for *dissemination by the Exchange*.
- 6.12** Every preliminary announcement of results shall contain at least the information specified in Appendix 3.

OTHER DISCLOSURES**Disclosable events**

6.13 (1) If any one or more of the events set out in paragraph (2) occurs in relation to a *listed issuer* then it must, without delay:

- (i) deliver to the Exchange an announcement containing details about the matter (including those listed below in relation to each event), for dissemination by the Exchange; and
- (ii) unless the Exchange otherwise agrees, within ten (10) days of the occurrence of the relevant disclosable event, send to every unitholder of the *issuer* a copy of a report on the event. At the same time the *issuer* shall send four (4) copies of the report, together with one copy for every Participating Organisation of the Exchange, to the Exchange, for dissemination by the Exchange.

(2) The circumstances referred to in paragraph (1) are as follows:-

- (i) The closing date of a takeover offer made by the *issuer* or a *child entity* of the *issuer* occurs.

Details:

- the percentage of *equity securities* in the relevant class to which the offeror is entitled; and
- whether compulsory acquisition will proceed.

- (ii) An *issuer* or a *child entity* of the *issuer* extends the time for acceptances under a takeover.

Details:

- the percentage of *equity securities* to which the offeror was entitled when the first of the offers was made; and
- the percentage of *equity securities* to which the offeror is entitled at the date of the extension.

- (iii) Ten days elapse since the close of a takeover:

- (a) of the *issuer* or a *child entity* of the *issuer*; or
- (b) by the *issuer* or a *child entity* of the *issuer* where the consideration offered was equity securities in the *issuer*.

Details:

- a schedule of the distribution of equity securities of the *issuer*; and

- the names of and percentages held by the 20 largest holders of the equity securities of the *issuer*.

(iv) The *issuer* makes a buy back of equity securities.

Details:

- the type of buy back;
- maximum number of equity securities bought back;
- class of equity securities bought back;
- the number of equity securities and the class on issue before the start of the buy back;
- the names of the *issuer's directors* and their *related parties* who dispose of equity securities in the *issuer* during the period for a buy back;
- details of the buy back scheme; and
- consideration paid for each equity security.

(v) The *issuer* re-organises its interests, makes a call on its units, lodges a prospectus or issues an information memorandum in relation to the issue of *securities* by it, or issues *securities*.

(vi) An underwriter exercises a right to void or change the underwriter's obligations.

(vii) Options issued by the *issuer* expire, or there is a change to the exercise price of an option or the number of underlying *securities* over which the option is exercisable or an underwriting agreement is made for the exercise of options.

(3) Where, in the opinion of the board of the *issuer*, disclosure of a matter required by this Rule would be unduly detrimental to the *issuer* and is not required to be disclosed under Rule 6.4, the *issuer* may deliver details of the event to the Exchange on a strictly confidential basis together with reasons why the information should not be disclosed at that time. The Exchange may at any time order that an announcement be delivered to it for dissemination by the Exchange.

6.14 The *issuer* must advise the Exchange without delay if its *securities* cease to be listed on another stock exchange or if it is the subject of disciplinary action by another stock exchange or any other securities regulatory body.

Purchases of securities

6.15 The *issuer* shall inform the Exchange without delay, for dissemination by the Exchange, of any repurchase, drawing or redemption by the *issuer* or any *child entity*, of its *listed securities* or if any *person* acquires or ceases to have a *substantial shareholding* of the *issuer's units*, so far as the *directors* are aware.

After board meetings

6.16 The *issuer* shall inform the Exchange without delay after approval by or on behalf of the board of the responsible entity, for *dissemination by the Exchange*, of:

- (1) any decision to declare, recommend or pay any income distribution or to make any other distribution on the *issuer's listed securities* and the rate and amount thereof;
- (2) any decision not to declare, recommend or pay any income distribution which would otherwise have been expected to have been declared, recommended or paid in due course;
- (3) any proposed change in the capital structure; and
- (4) any decision to change the general character or nature of the business of the *issuer* or *group*.

Changes

6.17 The *issuer* shall inform the Exchange without delay, for dissemination by the Exchange, of any decision made in regard to:

- (1) any proposed alteration of the *issuer's* constitution;
- (2) any change in the rights attaching to any class of *listed securities*;
- (3) any change in the general character or nature of the *issuer*;
- (4) any material change of investment policy or objective, investment restrictions or borrowing restrictions;
- (5) any change in the way in which net asset value or issue and redemption prices are calculated;
- (6) any changes in the trustee, custodian, manager, investment adviser, administrator or auditor;
- (7) any changes in the control of the trustee, custodian, manager or investment adviser;
- (8) any changes in the registrar or any sub-custodian;
- (9) any change in the status of the *issuer* for taxation purposes;

- (10) any suspension in the calculation of net asset value or of redemption;
- (11) any changes in the board of *directors* of the manager or responsible entity and shall procure and lodge with the Exchange as soon as practicable after their appointment a signed declaration and an undertaking in the form set out in Part D of Appendix 2, from each new *director*;
- (12) any changes in its registered address; or
- (13) any change of the place where a register of its *securities* is kept.

Constitution

6.18 The *issuer* shall make available a copy of the *issuer's* constitution for inspection without charge at the request of any investor or prospective investor at an office in Australia. Copies of the constitution shall be made available to such persons on payment of any reasonable disbursements associated with the making and forwarding of such copies.

Winding-up and liquidation

6.19 The *issuer* shall inform the Exchange without delay, for *dissemination by the Exchange*, on the happening of any of the following events as soon as the same shall come to the attention of the *issuer*:

- (i) the presentation of any winding-up petition, or equivalent application in the country of establishment, or the making of any winding-up order or the appointment of a provisional liquidator in respect of the *issuer* or any *major subsidiary*;
- (ii) the passing of any resolution by the *issuer* or any *major subsidiary* that it be wound-up by way of unitholders' or creditors' voluntary winding-up;
- (iii) the appointment of an administrator or receiver of the *issuer*, its *holding entity* any *major subsidiary* or its *responsible entity*;
- (iv) the entry into possession of or the sale by any mortgagee of a portion of the *issuer's* assets which in aggregate value represents an amount in excess of twenty percent (20%) of the book value of the *net assets* of the *group*; or
- (v) the making of any judgement, declaration or order by any court or tribunal of competent jurisdiction whether on appeal or at first instance, which may adversely affect the *issuer's* enjoyment of any portion of its assets which in aggregate value represents an amount in excess of twenty percent (20%) of the book value of the *net assets* of the *group*.

Basis of allotment

- 6.20** The *issuer* shall inform the Exchange, for *dissemination by the Exchange*, of the basis of allotment of *securities* offered to the public for subscription or sale and of the results of any rights issue and, if applicable, of the basis of any acceptance of excess applications, as soon as possible, but in any event, not later than the morning of the *business day* next after the allotment letters or other relevant documents of title are posted.

Minimum required public holdings

- 6.21** The *issuer* shall inform the Exchange without delay if it becomes aware that the number of unitholders has fallen below the prescribed minimum (see Rule 3.8).
- 6.22** Once the *issuer* becomes aware that the number of *listed securities* in the hands of the public has fallen below the relevant prescribed minimum percentage the *issuer* shall take steps to ensure compliance at the earliest possible moment. This requirement is not met if the spread is obtained by artificial means.

Income Distribution

- 6.23** Any decision by an *issuer* to declare, recommend or pay any income distribution or to make any other distribution on its *listed securities* and the rate and amount thereof must be made, and reported to the Exchange for dissemination by the Exchange, at least seven (7) *business days* prior to the *record date* for that distribution.

Ownership Limits

- 6.24** An *issuer* shall inform the Exchange without delay and consult with the Exchange regarding the action it intends to take if:
- (i) by the *issuer's* constitution (with the Exchange's agreement), or a law (other than the *Corporations Law* or the *Foreign Acquisitions and Takeovers Act*), the ownership or control of *securities* or control of votes is restricted to a specified percentage; or
 - (ii) the *issuer* becomes aware that the percentage held by a class of *persons* restricted to owning or controlling that percentage is within 5 percentage points of the restriction, or equals or exceeds it.

Annual reports

- 6.25** The *issuer* shall provide an annual report to each holder of *listed securities* within 3 months of the end of its financial year. The annual report must comply with the relevant guidelines issued by the Exchange from time to time. This Rule does not apply if the *issuer* is entitled not to send financial statements to that holder or is entitled to send a substitute report to the holder and sends such report.

ISSUE OF SECURITIES AND REORGANISATION OF CAPITAL

- 6.26** (1) Except in the circumstances mentioned in paragraph (2) the *manager* or the responsible entity of the *issuer* shall obtain the consent of unitholders in general meeting prior to issuing *equity securities* above the number calculated according to the following formula:

$$[(A + B - C)/10] - D$$

where:

A = the number of *equity securities* in the same class on issue 12 months before the date of the issue;

B = the number of *equity securities* in the same class issued in the 12 months before the date of issue under an exception set out in Rule 7.24(2) or with the approval of the holders of ordinary securities;

C = the number of *equity securities* in the same class cancelled in the 12 months before the date of issue; and

D = the number of *equity securities* in the same class, issued in the 12 months before the date of issue but not with the approval or under an exception set out in Rule 6.26(2), **plus** the number of *equity securities* in a class of *equity securities* not on issue 12 months before the month of issue, and not issued with approval or under an exception set out in Rule 6.26(2).

The *issuer* shall comply with the relevant guidelines issued by the Exchange from time to time in relation to the application of Rule 6.26.

- (2) No such consent as is referred to in paragraph (1) shall be required for:
- (i) the allotment, issue or grant of such *securities* pursuant to an offer made to the unitholders of the *issuer*, and, where appropriate, to holders of other *equity securities* of the *issuer* entitled to be offered them, pro rata (apart from fractional entitlements) to their existing holdings or to an underwriter in relation to such an offer;
 - (ii) an issue on conversion or exercise of a *security* if the *issuer* complied with the *Rules* at the time of the issue of the *security* converted or exercised;
 - (iii) an issue to make up the shortfall on a pro rata issue to holders of *equity securities* is made within 3 months after the date of the offer at an issue price at least equal to the price at which the *securities* were offered under the pro rata issue;
 - (iv) an issue pursuant to a dividend and distribution plan or an employee incentive scheme and the plans or schemes were either disclosed

before the *securities* were *listed* or approved by the unitholders of the *issuer*;

- (iv) an issuer of preference *securities* which do not have any rights to conversion into another class of *securities* and comply with Chapter 5;
- (vi) an issue under a takeover offer that is required to comply with provisions analogous to the provisions of Part 6.3, Division 1 of the *Corporations Law*;
- (vii) an issue to fund the cash consideration for valid acceptance of a takeover offer provided that the takeover offer discloses the terms of the issue; or
- (viii) an issue of the exercise of options to an underwriter of the exercise but only if:
 - (a) the *issuer* complied with the *Listing Rules* when it issued the option;
 - (b) the underwriter received the underlying *securities* within 10 business days after the expiry of the option; and
 - (c) the underwriting agreement was disclosed to the Exchange at the time the *issuer* entered into the underwriting agreement.

6.27 If the *issuer* proposes to reorganise its capital then:

- (a) the *issuer* shall consult with the Exchange to ensure that an orderly market is maintained in its *securities*;
- (b) the *issuer* shall keep the Exchange informed of the progress of the reorganisation; and
- (c) the *issuer* shall notify the holders of *listed securities* in writing of the effect of the proposal.

6.28 If the *issuer* is not subject to the buyback provisions of the *Corporations Law*, it shall only buyback its *securities* on market if it consults with the Exchange before the buyback and complies with any requirements served by the Exchange. The Exchange may require the *issuer* to comply with the *Corporations Law* as if it were a company with any adaptations that in the opinion of the Exchange are appropriate.

RESTRICTED SECURITIES

6.29 An *issuer* which issues *restricted securities* shall enter into a *restriction agreement* with the holder and, unless the holder is listed on a stock exchange, any *controller* of the holder. The *restriction agreement* shall be in the form required by the Exchange from time to time or as the Exchange directs.

6.30 An issuer shall:

- (a) ensure that all completed restriction agreements are given to the Exchange before any *person* acquires the *restricted securities* or any rights in relation to them;
- (b) comply with and enforce a *restriction agreement*;
- (c) provide to the Exchange a bank or *recognised trustee's* undertaking to hold the certificate of a *restricted security* for the *escrow period* and not to release the certificate without the Exchange's written consent;
- (d) obtain a bank or *recognised trustee's* undertaking to hold the certificate of any *equity security* of a *person* that is required to enter into a *restriction agreement* and not to release that certificate without the consent of the Exchange; and
- (e) during the *escrow period*, not change an executed *restricted agreement* or ask for, or agree to release of a certificate by a bank or *recognised trustee*.

6.31 The *issuer* must issue certificates for *restricted securities* and such certificate must state that the *securities* are *restricted securities*, are not quoted on the Exchange and the date on which they will cease to be *restricted securities*.

6.32 To enable the holder of *restricted securities* to accept an offer under a takeover announcement or takeover offer, the Exchange may consent to the bank or *recognised trustee* releasing the certificates provided that:

- (a) the offer is for all *securities* in the same class as the *restricted securities*; and
- (b) if the offer is conditional, the offeror and the holder agree in writing that the certificates will be returned to the bank or *recognised trustee* for each *restricted security* that is not bought by the offeror under the offer.

REVIEW AND DISTRIBUTION OF OTHER DOCUMENTS

6.33 In addition to the specific requirements set out in these *Listing Rules*, the *issuer* shall submit to the Exchange, for review, copies of drafts, before they are issued, of any announcements or advertisements the subject matter of which involves a change in or relates to or affects the arrangements regarding trading in its *listed securities* on the Exchange (including a suspension of trading).

6.34 The *issuer* shall send four (4) copies to the Exchange for the dissemination by the Exchange, of every circular sent to holders of the *issuer's listed securities*, at the same time as they are issued to those holders.

6.35 The *issuer* shall send to the Exchange four (4) copies, for dissemination by the Exchange, of all unitholder resolutions of the *issuer*, documents relating to takeovers mergers and offers, notices of unitholder meetings, forms of proxy,

reports, announcements or other similar documents, at the same time as they are issued to those holders.

SETTLEMENT ISSUES

Limitations on foreign shareholdings

- 6.36** (1) If the *issuer* becomes controlled by foreign *persons* it shall notify the Exchange immediately.
- (2) An *issuer* which is a foreign *person* or is controlled by foreign *persons* shall comply with the special trading and settlement procedures set for foreign controlled *issuers* by the Exchange.
- 6.37** The *issuer* shall maintain in Australia a register of *listed securities* or appropriate facilities for the registration of the transfers of *listed securities*.
- 6.38** The *issuer* must make arrangements acceptable to the Exchange to facilitate the efficient settlement of all trades and the registration of transfers.

Fees

- 6.39** The *issuer* and its registrar shall not charge investors any fee for the registration of transfers or other documents relating to or affecting the title to any *equity securities*, splitting certificates, issuing certificates or marking or noting such documents.

Registrar

- 6.40** If the *issuer* does not maintain its own register, appropriate arrangements must be made with the registrar to ensure compliance with these *Rules*.
- 6.41** The register must be audited at least once every 12 months and upon the request of the Exchange by a registered company auditor or overseas equivalent.

SIGNIFICANT TRANSACTIONS

- 6.42** The *issuer* shall provide full details to the Exchange as soon as practicable of any proposed significant change to the nature or scale of its activities. The *issuer* must do any of the following if required by the Exchange:
- (i) provide additional information to the Exchange;
 - (ii) obtain the approval of the unitholders for the change; or
 - (iii) meet the requirements of Chapter 4 as if applying for a *listing*.
- 6.43** The *issuer* must not dispose of a major asset if it is aware that the *person* acquiring the asset intends to list its *securities*. This Rule does not apply if the *securities* are offered pro-rata to unitholders of the *issuer* or in another way

that in the opinion of the Exchange is fair in all the circumstances or if the unitholders of the *issuer* approve of the disposal.

DEALING WITH ASSETS

6.44 The *issuer* shall obtain the approval of the holders of its *ordinary equity securities* if it or any of its *child entities* acquires a substantial asset from or disposes of a substantial asset to any of the following:

- (i) a *related party* or the *issuer*, the manager or the responsible entity of the *issuer*;
- (ii) a *child entity* or the *issuer*, the manager or the responsible entity of the *issuer*;
- (iii) a *person* holding at least 10% of the voting *securities* of the *issuer*;
- (iv) an associate of a *person* referred to in paragraphs (i) to (iii) above; or
- (v) a *person* nominated by the Exchange.

The *issuer* shall take any corrective action required by the Exchange if the *issuer* fails to comply with this rule. This rule does not apply in the case of:

- (i) transactions between the *issuer* and a wholly owned *subsidiary*;
- (ii) transactions between wholly owned *subsidiaries* of the *issuer*; or
- (iii) an issue of *securities* by the *issuer* for cash.

6.45 The *issuer* shall obtain the approval of the unitholders of the *issuer* by special resolution for any issue of *equity securities* to a *related party* or a *person* nominated by the Exchange unless:

- (i) the *person* receives the *securities* under a pro-rata issue;
- (ii) the *person* receives the *securities* under an underwriting agreement in relation to a pro-rata issue and the terms of the underwriting were included in offer documents sent to the holders of *securities*;
- (iii) the *person* receives the *securities* under a *dividend or distribution plan* and, in the case of a plan established before the *issuer* was *listed*, the plan's terms were disclosed in the prospectus or the plan was established after the *issuer* was *listed* and the plan's terms were approved by the unitholders of the *issuer*; or
- (iv) the *person* receives the *securities* under a takeover offer which was required to comply with provisions analogous to Part 6.3 Division 1 of the *Corporations Law*.

REMOVAL OF MANAGER

- 6.46** If the *issuer* is not a registered managed investment scheme, the *issuer's* constitution must allow the manager to be removed in accordance with an ordinary resolution of the unitholders of the *issuer*.

MEETINGS

- 6.47** The *issuer* shall include with the notice of any meeting required by these *Rules* sufficient information to ensure *security* holders are informed of all substantial matters relevant to the resolution proposed.
- 6.48** The *issuer* shall send with the notice convening a meeting of holders of *listed securities* to all persons entitled to vote at the meeting, proxy forms, with provision for two way voting on all resolutions intended to be proposed thereat.

GENERAL

Subsequent listings

- 6.49** The *issuer* shall apply for the *listing* of any further *securities* which are of the same class as *securities* already *listed* on the Exchange, prior to their issue, and shall not issue such *securities* unless it has applied for the *listing* of those *securities* and the Exchange has approved the application. The Exchange may give "in principle" approval in advance for the issue of further *securities* under an income distribution reinvestment plan or securities option scheme or on the exercise of a convertible *security*, where the plan, scheme or convertible *security* is approved by the Exchange.

Equality of treatment

- 6.50** The *issuer* shall ensure equality of treatment for all holders of *listed securities* of the same class.

Response to enquiries

- 6.51** The *issuer* shall respond promptly to any enquiries made of the *issuer* by the Exchange concerning unusual movements in the price or trading volume of its *listed securities*, or any other matters, by giving such relevant information as is available to the *issuer* or, if appropriate, by issuing a statement to the effect that the *issuer* is not aware of any matter or development that is or may be relevant to the unusual price movement or trading volume of its *listed securities*.

Additional obligations

- 6.52** The Exchange shall be entitled to require the publication of further information by, and impose additional continuing obligations on the *issuer* where it considers that circumstances so justify, but will allow representations by the *issuer* before imposing any additional obligations on it which are not imposed on *listed issuers* generally.

Insider dealing

- 6.53** The *issuer* shall adopt by board resolution and enforce an internal code of dealing for *directors* and officers which restricts their ability to trade on the basis of unpublished price sensitive information. The code must, as a minimum, prohibit the *directors* and officers from dealing in the *issuer's listed securities* for the period from when they become aware of the interim and full year results until those results are announced.

Marketing Materials

- 6.54** The *issuer* must maintain a complete file of all advertising and other materials issued with a view to marketing the *issuer* and its *listed securities*. The file must be produced to the Exchange's authorised representatives at any time on demand.

APPENDIX 1**FORM OF LETTER OF APPLICATION**

A formal letter of application shall, in substantially the order given below, cover the following information. Information in a draft prospectus which is enclosed with the application letter may be incorporated by reference to:

1. General

- (1) the name of the applicant and the date and place of establishment;
- (2) if not established in Australia, the date on which the applicant became registered under the *Corporations Law*;
- (3) the address of the principal registered office and the address of each office at which a register of holders is kept;
- (4) a formal request for the *listing* of the *securities* in respect of which application is made, specifying the nature of the *securities* and the amount, class, the voting rights attached, the nominal or par value, if any, and whether they are to be fully paid;
- (5) the proposed method by which the *securities* are to be brought to *listing* and details of any proposed distribution of the *securities*;
- (6) the estimated market capitalisation of the securities for which a *listing* is sought;
- (7) an estimate of the net proceeds of any proposed issue and the intended use of the proceeds; and
- (8) the name of any other stock exchange on which any *securities* of the *issuer* are already listed and/or traded.

2. Units

- (1) A list in tabular form of:-
 - (i) the designation or title of each class of unit;
 - (ii) the number of units issued;
 - (iii) the voting rights attached to each unit;
 - (iv) the amount of fully paid up units;
 - (v) the unitholdings of the *directors* and officers of the manager or responsible entity of the *issuer*; and
 - (vii) so far as is known, or can be ascertained after reasonable enquiry, the names of all unitholders of the *issuer* who own five

percent (5%) or more of the units of the *issuer* and their respective unitholdings.

3. Securities

An outline of the principal terms of the *securities* the applicant wishes to *list*.

4. History and nature of business

- (1) A short introductory paragraph describing the investment policies and restrictions;
- (2) a brief history of the *issuer* for the last five (5) years or, if later, from inception to the date of the application; and
- (3) a description of the business now conducted by the *issuer* and its *child entities*, including principal investments held and the methods by which the applicant's *securities* have been marketed in the past.

5. Summary of Performance

A summary of the performance of the applicant for the last three (3) financial years or from the date of establishment, if shorter.

6. Tabulation of balance sheet

A tabulation of its balance sheet for each of the last three (3) financial years (on a consolidated basis if the *issuer* has *subsidiaries*) or from the date of establishment, if shorter. The tabulation should include a calculation of the net asset value per *security* for each of the three (3) financial years.

7. Child entities

A tabular list of all *child entities* showing in respect of each such entity:

- (1) the name of the entity;
- (2) a brief statement of the nature of its business and its relationship to the operations of the entire enterprise; and
- (3) equity capital by classes, showing the amount issued and the amount owned by the *holding entity*.

8. Distribution record

State the number of consecutive years in which income distributions have been paid. State the amount of income (per security and in the aggregate) paid by the applicant (and its *child entities*) for each of the three (3) preceding years. Indicate whether income has been paid on a quarterly, semi-annual or annual basis. State the record date, payment date and the date of declaration with respect to each income paid during the past two (2) years.

9. Litigation

Particulars of any litigation or claims of material importance made against any unitholder of the *group* in the last five (5) years or which is pending or threatened against any unitholder of the *group*, or an appropriate negative statement.

10. Management

- (1) the full name, residential address and description (being his qualifications or area of expertise or responsibility) of every *director* or proposed *director* of the manager or responsible entity and any *person* who performs an important administrative, management or supervisory function and particulars of the principal functions performed by each of them within the *group* if significant to the *group*;
- (2) the nature of any family relationship between the *persons* mentioned in (1);
- (3) a brief account of the business experience of each of these *persons* during the last five (5) years;
- (4) indicate any other directorships held by each *director* or proposed *director*; and
- (5) state if any *director* or proposed *director* has, in any jurisdiction, been convicted in any criminal proceeding or has had a bankruptcy petition filed against him or any partnership in which he was a partner or any body corporate of which he was a *director* or has been sanctioned or otherwise disciplined by any self regulatory securities association of which he is or has been a unitholder or any securities supervisory or regulatory body or any such event is pending.

11. Sponsors, bankers, etc.

- (1) the names and addresses of the *issuer's* sponsor, financial advisers, principal bankers, nominated adviser, share registrar/transfer agent and solicitors; and
- (2) the name, address and professional qualification of the *issuer's* auditors.

12. Statement of non-compliance

A statement of any requirements of the *Listing Rules* which cannot be met by the applicant and detailed arguments to support any request for a waiver or modification of the normal requirements.

13. Declaration

A declaration, stated to be to the best of the *issuer's* knowledge, information and belief that:

- (1) save as specified in the application letter, all the qualifications for *listing* set out in Chapter 3 of Section IIC of the *Listing Rules* have, in so far as applicable and required to be met and fulfilled prior to application, been met or fulfilled in relation to the *issuer* and the securities of the *issuer* the subject of the application;
- (2) all information required to be included in the prospectus or information memorandum pursuant to Rule 4.8 and the *Corporations Law* will be included; and
- (3) there are no other facts bearing on the *issuer's* application for *listing* which, in the *issuer's* opinion, should be disclosed to the Exchange.

APPENDIX 2**FORMS****PART A: ISSUER'S UNDERTAKING****Form of Issuer's Undertaking required to be entered into by a manager or responsible entity of issuer in support of its application for a listing**

TO: The Stock Exchange of Newcastle Limited

FROM: []

For and on behalf of the issuer and in our own capacity, in consideration of the Stock Exchange of Newcastle ("the Exchange") granting our application for *listing*,

- 1 We acknowledge that the issuer's *securities* shall remain *listed* only during the pleasure of the Exchange, and we undertake and agree to comply with the *Listing Rules* in force from time to time as issued by the Exchange and in particular undertake and agree to comply with the continuing obligations as set out in of Section IIC of the *Listing Rules* of the Exchange.
- 2 We warrant to the Exchange that the issue of the *securities* to be *listed* complies with the law applicable to the issue, and was not for an illegal purpose and that there is no reason why the *securities* should not be granted *listing*.
- 3 We acknowledge that the Exchange is relying on the documents and information required by the *Listing Rules* to be supplied with this undertaking. We warrant that these documents and information are (or, if not yet supplied, will be) true and complete.
- 4 We indemnify and will keep indemnified the Exchange to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected, with any breach of our warranty set out in paragraphs 2 and 3 above.
- 5 We acknowledge that any document given to the Exchange by us or on our behalf becomes the property of the Exchange and that the Exchange may deal with it as it wishes, including disseminating the document to the public.

Dated this day of .

Executed by: [Name]

* Proper execution - if the *issuer* has a seal, execution must be under seal.

PART B: DIRECTOR'S DECLARATION AND UNDERTAKING

Form of declaration and undertaking required to be entered into by each director of the management company or the responsible entity of an issuer whose securities are listed on the Exchange

TO: The Stock Exchange of Newcastle Limited

DECLARATION

1. State:
 - (1) present surname and any former surname(s);
 - (2) present first name(s) and any former first name(s);
 - (3) date of birth;
 - (4) residential address;
 - (5) nationality and former nationality, if any; and
 - (6) professional qualifications, if any.
2. Are you a *director* or alternate *director* of any other corporation which is publicly listed or traded or a partner in any partnership? If so, state the name of any such corporation or partnership, the nature of business where this is not indicated in the title, and the date you became a *director* or partner.
3. Have you at any time been adjudged bankrupt in any jurisdiction? If so, state the court by which you were adjudged bankrupt and, if discharged, the date and conditions on which you were granted your discharge.
4. Have you at any time been a party to a scheme of arrangement or made any other form of composition with your creditors?
5. Are there any unsatisfied judgements outstanding against you? If so, give full particulars.
6. Has any corporation been put into compulsory liquidation or had an administrator or receiver appointed during the period when you were (or within the preceding twelve months had been) one of its *directors* or alternate *directors*? Has any partnership been put into compulsory liquidation or been sequestrated during the period when you were (or within the preceding twelve months had been) one of its partners? If so, in each case state the name, nature of business, date of commencement of winding up, administration or receivership and the amount involved together with an indication of the outcome or current position.
7. Have you at any time, or has a corporation of which you were a director, shadow director or alternate director at the time of an offence, been convicted in any jurisdiction of any criminal offence or an offence under legislation relating to companies. All such convictions must be disclosed even though

they may now be “spent convictions”. If so, state the court by which you were or the corporation was convicted, the date of conviction and full particulars of the offence and the penalty imposed.

8. Have you, in connection with the formation or management of any corporation, partnership or unincorporated institution, been adjudged by a court in any jurisdiction civilly liable for any fraud, misfeasance or other misconduct by you towards it or towards any of its unitholders? If so, give full particulars.
9. Have you ever been disqualified by a court from acting as a director of a corporation, or from acting in the management or conduct of the affairs of any corporation? If so, give full particulars.
10. Have you, in any jurisdiction, been refused admission to or renewal of membership of any professional body, trade society, institution or association, or stock exchange or been censured or disciplined or had membership withdrawn by any such body to which you belong or belonged or have you held a practising certificate subject to conditions? If so, give full particulars.

I.....director of.....(state name of corporation).....(the “*Issuer*”) declare that to the best of my knowledge and belief (having taken all reasonable care to ensure that such is the case) the answers to all the above questions are true and I hereby give my authority (save where expressly provided otherwise) to the Exchange to disclose any of the foregoing particulars given by me to the sponsor of any corporation of which I am *director* and/or such regulatory bodies as the Exchange may, in its absolute discretion think fit.

UNDERTAKING

I hereby undertake that in the exercise of my powers and duties as such a *director*, I shall:

- (1) comply to the best of my ability with the *Listing Rules* of the Stock Exchange of Newcastle Limited from time to time in force and disclose to the *issuer* all information which the *issuer* needs in order to comply with its obligations to disclose *directors'* share interests;
- (2) use my best endeavours to procure that any alternate of mine shall so comply; and
- (3) use my best endeavours to ensure that the *issuer* complies with such *Listing Rules* from time to time in force.

Dated this day of

Signature: _____ Name: _____

PART C: SPONSOR'S DECLARATION

TO: Stock Exchange of Newcastle Limited. [Date].....

Dear Sir,

We,..... being
sponsor to

..... {name of issuer}
hereby

declare that:-

1. Offers for subscription and offers for sale

To the best of our knowledge and belief, at the time trading commences on the Exchange at least twenty five percent (25%) of the issued securities will be in the hands of the public in accordance with the *Listing Rules* of the Stock Exchange of Newcastle Limited (the "*Listing Rules*"); or

2. Placings

- (1) to the best of our knowledge and belief, the securities have been placed as follows:

No. of places No. of securities placed

[use separate sheet if necessary]; and

- (2) to the best of our knowledge and belief, twenty five percent (25%) of the securities have been placed in the hands of the public in accordance with the *Listing Rules*; and

3. General

- (1) to the best of our knowledge and belief, having made due and careful enquiry of the *issuer* and its advisers, the *issuer* has satisfied all relevant conditions for *listing* and other relevant requirements of the *Listing Rules*;
- (2) to the best of our knowledge and belief, having made due and careful enquiry of the *issuer* and its advisers:
- (i) all the documents required by the *Listing Rules* to be included in the application for *listing* have been supplied to the Exchange;
 - (ii) all other relevant requirements of the *Listing Rules* have been complied with; and
 - (iii) there are no matters other than those disclosed in the prospectus or otherwise in writing to the Exchange which should be taken into account by the Exchange in considering the

suitability for *listing* of the *securities* for which application is being made;

(3) the *directors* of the *issuer*:

- (i) have had explained to them by us or other appropriate professional advisers the nature of their responsibilities and obligations as *directors* of a *listed* corporation under the *Listing Rules*; and
- (ii) in particular, understand what is required of them to enable holders of the *issuer's listed securities* and the public to appraise the position of the *issuer* and avoid the creation of a false market in its *securities* once they are *listed*;

(4) we are satisfied that any profit forecast or estimate in the prospectus has been made after due and careful enquiry by the *issuer*.

4. Acknowledgment of Exchange's disciplinary power

We acknowledge that if the Exchange considers that we have been in breach of our responsibilities under the *Listing Rules* or this declaration, then the Exchange may censure us and/or refuse to allow us to sponsor further issues by removing our firm from the list of approved sponsors and that the Exchange may publicise the fact that it has done so and the reasons for its actions.

Yours faithfully,

Signed.....

Name:.....

For and on behalf of {sponsor's name}

APPENDIX 3**Preliminary Announcement**

Half yearly/preliminary final report

Name of issuer

--

ACN or ARBN or
ASRN

--

Half yearly
(tick)

--

Preliminary
final (tick)

--

Half year/financial year ended
(‘Current period’)

--

For announcement to the market

Extracts from this statement for announcement to the market (see note 1).

				\$A,000
Sales (or equivalent) operating revenue (item 1.1)	up/down	%	to	
Operating profit (loss) before abnormal items and tax (item 1.4)	up/down	%	to	
Abnormal items before tax (item 1.5)		gain (loss) of	to	
Operating profit (loss) after tax but before outside equity interests (item 1.8)	up/down	%	to	
Extraordinary items after tax attributable to unitholders (item 1.13)		gain (loss) of	to	
Operating profit (loss) and extraordinary items after tax attributable to unitholders (item 1.16)	up/down	%	to	
Exploration and evaluation expenditure incurred (item 5.2)	up/down	%	to	
Exploration and evaluation expenditure written off (item 5.3)	up/down	%	to	
Income Distributions				
Current period	€	N/A	€	N/A
Previous corresponding period	€	€	€	€
Record date for determining entitlements to the dividend, (in the case of a trust distribution) (see item 15.2)				
Short details of any bonus or cash issue or other items(s) of importance not previously released to the market:				

Consolidated profit and loss account
(The figures are not equity accounted)

	Current period \$A'000	Previous corresponding period \$A'000
1.1 Sales (or equivalent operating) revenue		
1.2 Other revenue		
1.3 Total revenue		
1.4 Operating profit (loss) before abnormal items and tax		
1.5 Abnormal items before tax (detail in item 2.1)		
1.6 Operating profit (loss) before tax (items 1.4 + 1.5)		
1.7 Less tax		
1.8 Operating profit (loss) after tax but before outside equity interests		
1.9 Less outside equity interests		
1.10 Operating profit (loss) after tax attributable to unitholders		
1.11 Extraordinary items after tax (detail in item 2.3)		
1.12 Less outside equity interests		
1.13 Extraordinary items after tax attributable to unitholders		
1.14 Total operating profit (loss) and extraordinary items after tax (items 1.8 1.11)		
1.15 Operating profit (loss) and extraordinary items after tax attributable to outside equity interests (items 1.9 .112)		
1.16 Operating profit (loss and extraordinary items after tax attributable to unitholders (items 1.10 +1.13)		
1.17 Retained profits (accumulated losses) at beginning of financial period		
1.18 Aggregate of amounts transferred from reserves		
1.19 Total available for appropriation (carried forward)		
1.20 Total available for appropriation (brought forward)		

Consolidated profit and loss account continued

1.21 Dividends provided for or paid		
1.22 Aggregate of amounts transferred to reserves		

1.23	Retained profits (accumulated losses) at end of financial period		
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Abnormal and extraordinary items

		Consolidated - current period		
		Before tax \$A'000	Related tax \$A'000	After tax \$A'000
2.1	Abnormal items			
2.2	Total abnormal items			
2.3	Extraordinary items			
2.4	Total extraordinary items			

Comparison of half year profits
(Preliminary final statement only)

		Current year - \$A'000	Previous year - \$A'000
3.1	Consolidated operating profit (loss) after tax attributable to unitholders reported for the 1st half year (item 1.10 in the half yearly statement)		
3.2	Consolidated operating profit (loss) after tax attributable to unitholders for the 2nd half year		

Consolidated

(See note 5)

balance**sheet**

Current assets		At end of current period \$A'000	As shown in last annual report \$A'000	As in last half yearly statement \$A'000
4.1	Cash			
4.2	Receivables			
4.3	Investments			
4.4	Inventories			
4.5	Other (provide details if material)			
4.6	Total current assets			
Non-current assets				
4.7	Receivables			
4.8	Investments			
4.9	Inventories			
4.10	Exploration and evaluation expenditure capitalised (see para .71 of AASB 1022)			
4.11	Development properties (mining entities)			
4.12	Other property, plant and equipment (net)			
4.13	Intangibles (net)			
4.14	Other (provide details if material)			
4.15	Total non-current assets			
4.16	Total assets			
Current liabilities				
4.17	Accounts payable			
4.18	Borrowings			
4.19	Provisions			
4.20	Other (provide details if material)			
4.21	Total current liabilities			
Non-current liabilities				
4.22	Accounts payable			
4.23	Borrowings			
4.24	Provisions			
4.25	Other (provide details if material)			
4.26	Total non-current liabilities			
4.27	Total liabilities			
4.28	Net assets			

Consolidated balance sheet continued

Equity				
4.29	Capital			
4.30	Reserves			
4.31	Retained profits (accumulated losses)			
4.32	Equity attributable to unitholders of the parent entity			
4.33	Outside equity interests in controlled entities			
4.34	Total equity			
4.35	Preference capital and related premium included as part of 4.31			

Exploration and evaluation expenditure capitalised

(To be completed only by issuers with mining interests if amounts are material. Include all expenditure incurred regardless of whether written off directly against profit)

		Current period \$A'000	Previous corresponding period \$A'000
5.1	Opening balance		
5.2	Expenditure incurred during current period		
5.3	Expenditure written off during current period		
5.4	Acquisitions, disposals, revaluation increments, etc.		
5.5	Expenditure transferred to Development Properties		
5.6	Closing balance as shown in the consolidated balance sheet (item 4.9)		

Development**properties**

(To be completed only by issuers with mining interests if amounts are material)

		Current period \$A'000	Previous corresponding period \$A'000
6.1	Opening balance		
6.2	Expenditure incurred during current period		
6.3	Expenditure transferred from exploration and evaluation		
6.4	Expenditure written off during current period		
6.5	Acquisitions, disposals, revaluation increments, etc.		
6.6	Expenditure transferred to mine properties		
6.7	Closing balance as shown in the consolidated balance sheet (item 4.10)		

Consolidated (See note 6)		statement	of	cash	flows
			Current \$A'000	period	Previous corresponding period \$A'000
		Cash flows related to operating activities			
7.1	Receipts from customers				
7.2	Payments to suppliers and employees				
7.3	Dividends received				
7.4	Interest and other items of similar nature received				
7.5	Interest and other costs of finance paid				
7.6	Income taxes paid				
7.7	Other (provide details if material)				
7.8	Net operating cash flows				
		Cash flows related to investing activities			
7.9	Payments for purchases of property, plant and equipment				
7.10	Proceeds from sale of property, plant and equipment				
7.11	Payment for purchases of equity investments				
7.12	Proceeds from sale of equity investments				
7.13	Loans to other entities				
7.14	Loans repaid by other entities				
7.15	Other (provide details if material)				
7.16	Net investing cash flows				
		Cash flows related to financing activities			
7.17	Proceeds from issues of securities (securities, options, etc.)				
7.18	Proceeds from borrowings				
7.19	Repayment of borrowings				
7.20	Dividends paid				
7.21	Other (provide details if material)				
7.22	Net financing cash flows				
		Net increase (decrease) in cash held			
7.23	Cash at beginning of period (see <i>Reconciliations of cash</i>)				
7.24	Exchange rate adjustments to item 7.23				
7.25	Cash at end of period (see <i>Reconciliations of cash</i>)				

Non-cash financing and investing activities

Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows are as follows. If an amount is quantified, show comparative amount.

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Reconciliation of cash

Reconciliation of cash at the end of the period (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current period \$A'000	Previous corresponding period \$A'000
8.1 Cash on hand and at bank		
8.2 Deposits at call		
8.3 Bank overdraft		
8.4 Other (provide details)		
8.5 Total cash at end of period (item 7.25)		

Ratios**Profit before abnormals and tax/sales**

9.1 Consolidated operating profit (loss) before abnormal items and tax (items 1.4) as a percentage of sales revenue (items 1.1)

Profit after tax/equity interests

9.2 Consolidated operating profit (loss) after tax attributable to unitholders (item 1.10) as a percentage of equity (similarly attributable) at the end of the period (item 4.31)

	Current period	Previous corresponding period

Earnings per security (EPS)

10.1 Calculation of basic, and fully diluted, EPS in accordance with AASB 1027: Earnings per Share

(a) Basic EPS
(b) Diluted EPS (if materially different from (a))

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NTA (see note 7)		backing	Current period	Previous corresponding period
11.1	Net tangible asset backing per ordinary security			

Details of specific receipts/outlays, revenues/expenses		Current period A\$'000	Previous corresponding period A\$'000
12.1	Interest revenue included in determining items 1.4		
12.2	Interest revenue included in item 12.1 but not yet received (if material)		
12.3	Interest expenses included in item 1.4 (include all forms of interest, lease finance charges, etc.)		
12.4	Interest costs excluded from item 12.3 and capitalised in asset values (if material)		
12.5	Outlays (excepts those arising from the acquisition of an existing business) capitalised in intangibles (if material)		
12.6	Depreciation (excluding amortisation of intangibles)		
12.7	Amortisation of intangibles		

Control gained over entities having material effect
(See note 8)

13.1	Name of <i>issuer</i> (or <i>group</i>)	
13.2	Consolidated operating profit (loss) and extraordinary items after tax of the <i>issuer</i> (or <i>group</i>) since the date in the current period on which control was acquired	\$
13.3	Date from which such profit has been calculated	
13.4	Operating profit (loss) and extraordinary items after tax of the <i>issuer</i> (or <i>group</i>) for the whole of the previous corresponding period	\$

Loss of control of entities having material effect
(See note 8)

14.1	Name of entity (or group)	
14.2	Consolidated operating profit (loss) and extraordinary items after tax of the entity (or group) for the current period to the date of loss of control	\$
14.3	Date from which the profit (loss) in item 14.2 has been calculated	
14.4	Consolidated operating profit (loss) and extraordinary items after tax of the entity (or group) while controlled during the whole of the previous corresponding period	\$
14.5	Contribution to consolidated operating profit (loss) and extraordinary items from sale of interest leading to loss of control	\$

Reports for industry and geographical segments

Information on the industry and geographical segments of the entity must be reported for the current period in accordance with AASB 1005: Financial Reporting by Segments. Because of the different structures employed by entities, a pro forma is not provided. Segment information should be completed separately and attached to this statement. However, the following is the personation adopted in the Appendices to AASB 1005 and indicates which amount should agree with items included elsewhere in this statement.

Segments

Operating Revenue

Sales to customers outside the economic entity

Inter-segment sales

Unallocated revenue

Total revenue (consolidated total equal to item 1.3)

Segment result (including abnormal items where relevant)

Unallocated expenses

Consolidated operating profit after tax (before equity accounting) (equal to item 1.8)

Segment	assets	)	<i>Comparative data for segment assets should be as at the end of the previous corresponding period</i>
Unallocated	assets	)	
Total assets (equal to item 4.15)		)	

Income Distributions

15.1	Date the income distribution is payable	
15.2	Record date to determine entitlements to the income distribution (ie. on the basis of registrable transfers received up to 5.00 pm if paper based, or by "End of Day" if a proper SCH transfer	

Amount per security

	Franking rate applicable		39%	36%	33%
	<i>(Preliminary final statement only)</i>				
15.4	Final income distribution:				
	Current year	¢	N/A	¢	N/A
15.5	Previous year	¢	¢	¢	¢
	<i>(Half yearly and preliminary final statements)</i>				
15.6	Interim income distribution: Current year	¢	N/A	¢	N/A
15.7	Previous year	¢	¢	¢	¢

Total annual distribution per security*(Preliminary final statement only)*

	Current year	Previous year
15.8 Ordinary securities	¢	¢
15.9 Preference securities	¢	¢

Total dividend (distribution)

	Current period \$A'000	Previous corresponding period - \$A'000
15.10 Ordinary securities	\$	\$
15.11 Preference securities	\$	\$
15.12 Total	\$	\$

The *dividend or distribution plans* shown below are in operation.

--

The last date(s) for receipt of election notices to the *dividend or distribution plans*

Any other disclosures in relation to dividends (distributions)

--

Equity accounted associated entities and other material interests

Equity accounting information attributable to the economic entity's share of investments in associated entities must be disclosed in a separate notice. See AASB 1016: Disclosure of Information about Investments in Associated Companies.

Investments in associated entities		Current period A\$'000	Previous corresponding period A\$'000
16.1	Statutory carrying value of investments in associated entities (SCV)		
16.2	Share of associated entities' retained profits and reserves not included in SCV:		
	Retained profits		
	Reserves		
16.3	Equity carrying value of investments		

Material interests in entities which are not controlled entities

The economic entity has an interest (that is material to it) in the following entities.

		Percentage of ownership interest (ordinary securities, units etc) held at end of period		Contributing to operating profits (loss) and extraordinary items after tax	
17.1	Equity accounted associated entities	Current period	Previous corresponding period	Current period	Previous corresponding period
				<i>Equity accounted</i>	
17.2	Other material interests			<i>Not equity accounted (ie part of item 1.14)</i>	

Issued and listed securities

Description includes rate of interest and any redemption or conversion rights together with prices and rates.

Category of securities		Number issued	Number listed	Par value (cents)	Paid-up value (cents)
18.1	Preference securities (description)				
18.2	Issued during current period				
18.3	Ordinary securities				
18.4	Issued during current period				
18.5	Convertible debt securities (description and conversion factor)				
18.6	issued during current period				
18.7	Options (description and conversion factor)			Exercise price	Expiry date
18.8	Issued during current period				
18.9	Exercised during current period				
18.10	Expired during current period				
18.11	Debentures (totals only)				
18.12	Unsecured Notes (totals only)				

Comments by directors

Comments on the following matters are required by the Exchange or, in relation to the half yearly statement, by AASB 1029: Half-Year Accounts and Consolidated Accounts. The comments do not take the place of the directors' report and statement (as required by the Corporations Law) and may be incorporated into the directors' report and statement. For both half yearly and preliminary final statements, if there are no comments in a section, state NIL. If there is insufficient space in comment, attach notes to this statement.

Basis of accounts preparation

If this statement is a half yearly statement, it is a general purpose financial report prepared in accordance with the listing rules and AASB 1029: Half-Year Accounts and Consolidated Accounts. It should be read in conjunction with the last annual report and any announcements to the market made by the issuer during the period. [Delete if in applicable.]

Material factors affecting the revenues and expenses of the *issuer* for the current period

A description of each event since the end of the current period which has had a material effect and is not related to matters already reported, with financial effect quantified (if possible)

Franking credits available and prospects for paying fully or partly franked dividends for at least the next year

Changes in accounting policies since the last annual report are disclosed as follows.

(Disclose changes in the half yearly statement in accordance with paragraph 15(c) of AASB 1029: Half-Year Accounts and Consolidated Accounts. Disclose changes in the preliminary final statement in accordance with AASB 101: Accounting Policies-Disclosure.)

Annual meeting*(Preliminary final statement only)*

The annual meeting will be held as follows:

Place

Date

Time

Approximate date the annual report will be available

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Law or other standards acceptable to the Exchange (see note 13).

Identify other standards used

--

- 2 This statement, and the financial statements under the Corporations Law (if separate), use the same accounting policies.
- 3 This statement does/does not* (*delete one*) give a true and fair view of the matters disclosed (see note 2).
- 4 This statement is based on financial statements to which one of the following applies:
- The financial statements have been audited.
 - The financial statements have been subject to review by a registered auditor (or overseas equivalent).
 - The financial statements are in the process of being audited or subject to review.
 - The financial statements have *not* yet been audited or reviewed.
- 5 If the accounts have been or are being audited or subject to review and the audit report is not attached, details of any qualifications are attached/will follow immediately they are available* (*delete one*). (*Half yearly statement only - the audit report must be attached to this statement if the statement is to satisfy the requirements of the Corporations Law.*)
- 6 The *issuer* has/does not have* (*delete one*) a formally constituted audit committee.

Sign here: Date:
 (Director/Company secretary)

Print name:

Notes

1. **For announcement to the market** The percentage changes referred to in this section are the percentage changes calculated by comparing the current period's figures with those for the previous corresponding period. Do not show percentage changes if the change is from profit to loss or loss to profit, but still show the amount of the change up or down.
2. **True and fair view** If this statement does not give a true and fair view of a matter (for example, because compliance with an Accounting Standard is required) the *issuer* must attach a note providing additional information and explanations to give a true and fair view.

3. Consolidated profit and loss account

- Item 1.1 The definition of “operating revenue” and an explanation of “sales revenue” (or its equivalent) and “other revenue” are set out in *AASB 1004: Disclosure of Operating Revenue*.
- Item 1.2 “other revenue” includes abnormal items, but excludes extraordinary revenue items.
- Item 1.4 “operating profit (loss) before abnormal items and tax” is calculated before dealing with outside equity interests and extraordinary items, but after deducting interest on borrowings, depreciation and amortisation.
- Item 1.7 This item refers to the total tax attributable to the amount shown in item 1.6. Tax includes income tax and capital gains tax (if any) but excludes taxes treated as operating expenses (eg. fringe benefits tax).

4. **Income tax** If the amount provided for income tax in this statement differs (or would differ but for compensatory items) by more than 15% from the amount of income tax *prima facie* payable on the profit before tax, the entity must explain in a note the major items responsible for the difference and their amounts.

5. Consolidated balance sheet

Format The format of the consolidated balance sheet should be followed as closely as possible. However, additional items may be added if greater clarity of exposition will be achieved, provided the disclosure still meets the requirements of *AASB 1029*. Banking institutions may substitute a clear liquidity ranking for the Current/Non-Current classification.

Basis of revaluation If there has been a material revaluation of non-current assets (including investments) since the last annual report, the *issuer* must describe the basis of revaluation adopted. The description must meet the requirements of paragraphs 19-21 of *AASB 1010: Accounting for the Revaluation of Non-Current Assets*. If the *issuer* has adopted a procedure of regular revaluation, the basis for which has been disclosed and has not changed, no additional disclosure is required. Trusts should also note paragraph 10 of *AASB 1029* and paragraph 11 of *AASB 1030*.

6. **Statement of cash flows** For definitions of “cash” and other terms used in this statement see *AASB 1026: Statement of Cash Flows*. *Issuers* should follow the form as closely as possible, but variations are permitted if the *directors* (in the case of a trust, the management company) believe that this presentation is inappropriate. However, the presentation adopted must meet the requirements of *AASB 1026*. Mining exploration *issuers* may use the form of cashflow statement in Appendix 5B.
7. **Net tangible asset backing** Net tangible assets are determined by deducting from total tangible assets all claims on those assets ranking ahead of the ordinary securities (i.e. all liabilities, preference securities, outside equity interests, etc). Mining *issuers* are *not* required to state a net tangible asset backing per ordinary *security*.
8. **Gain and loss of control over entities** The gain or loss must be disclosed if it has a material effect on the consolidated financial statements. Details must include the contribution for each gain or loss that increased or decreased the *issuer's* consolidated operating profit (loss) and extraordinary items after tax by more than 5% compared to the previous corresponding period.
9. **Equity accounting** If an *issuer* adopts equity accounting, no comparative equity accounting figures are required in the first period following its adoption.
10. **Rounding of figures** This statement anticipates that the information required is given to the nearest \$1,000. However, an *issuer* may report exact figures, if the \$A'000 headings are

amended. If an *issuer* qualifies under an ASIC Class Order dated 17 August 1994, it may report to the nearest million dollars, or to the nearest \$100,000, if the \$A'000 headings are amended.

11. **Comparative figures** Comparative figures are normally the unadjusted figures from the previous corresponding period. However, if the previously report figures are adjusted to achieve greater comparability, a note explaining the adjustment must be included with this statement. If no adjustment is made despite a lack of comparability, a note explaining the position should be attached.
12. **Additional information** An *issuer* may disclose additional information about any matter, and must do so if the information is material to an understanding of the financial statements. The information may be an expansion of the material contained in this statement, or contained in a note attached to the statement. The requirement under the list rules for an *issuer* to complete this statement does not prevent the *issuer* issuing reports more frequently. Additional material lodged with the ASIC under the Corporations Law must also be given to the Exchange. For example, a *directors'* report and statement, if lodged with the ASIC, must be given to the Exchange.
13. **Accounting Standards** the Exchange will accept, for example, the use of International Accounting Standards for *foreign issuers*. If the standards used do not address a topic, the Australian standard on that topic (if one) must be complied with.
14. **Borrowing corporations** As at 1/7/96, this statement may be able to be used by an *issuer* required to comply with the Corporations Law as part of its half yearly financial statements if prepared in accordance with Australian Accounting Standards. However, borrowing corporations must comply with Schedule 5 of the Corporations Regulations. See regulation 3.6.02(4).