

ASX

Listed@ASX Compliance Update

31 July 2015

Update no 08/15

1. Updated Appendix 4G Key to Corporate Governance Disclosures

ASX reminds listed entities that on 14 May 2015 ASX released a revised version of ASX Listing Rule *Appendix 4G Key to Disclosures Corporate Governance Council Principles and Recommendations*. ASX has modified the format of the form to make it shorter and more user friendly. Explanatory notes have also been added dealing with some of the more common questions that are asked about the form. The only substantive change is that ASX has expanded the middle column for recommendation 7.2 to split out the entries for *"the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound"* and *"that such a review has taken place in the reporting period covered by this Appendix 4G"*. This is in response to some early adopters disclosing the former but apparently forgetting to disclose the latter. Currently an editable Word version of the revised Form may only be downloaded from the ASX Website under the heading *"Corporate Governance Disclosures"*.

*The previous version of the Appendix 4G is still available by clicking on the Appendices tab on the [Listing Rules, Guidance Notes and waivers](#) page. It is anticipated this will be replaced by the revised version in due course.

2. Online forms training

ASX will be running further online form webinars in August, ahead of the due date for lodgement of 30 June financial results. Details are set out below.

Date	Time	Registration*
Tuesday 11 August 2015	2.30pm Sydney time	Register here
Wednesday 12 August 2015	2.30pm Sydney time	Register here
Thursday 13 August 2015	2.30pm Sydney time	Register here

All registrants will receive an email shortly before the scheduled day, outlining how to access the webinar.

The presentation from the recent online forms roadshow is available on the [log in page to ASX Online](#), along with other useful material such as rule mark-ups.

3. T+2 update

ASX is preparing to shorten the time frame for settling trades on its markets from "T+3" (the third business day after the trade) to "T+2" (the second business day after the trade) commencing March 2016.

ASX has published a [consultation paper](#) on the proposed rule changes. Key milestones for transition to the new settlement regime are set out below.

3rd qtr 2015 (date tbc)	Online forms will be amended, such that if a listed entity prepares and submits a corporate action with a record date falling on or after 9 March 2016, the ex period will be automatically calculated as 2 days rather than 3 days. Some other timetable changes will also be made - e.g. 1st settlement day of trades on a normal basis following payment or issue date for a corporate action.
3rd qtr 2015	ASX will publish educational information for shareholders so they are aware of the changes. Brokers will also share this information with their clients. If any issuers would like to have this information for publication on their websites, please contact the project team (details below).
Mon 7 March 2016	Target transition date - all trades conducted on and after this date will be settled on a T+2 basis. Note that NZX have indicated they will transition to T+2 at the same time - refer
Wed 9 March 2016	All corporate actions with a record date on or after Wed 9 March 2016 will have a 2 day ex period (ex date and record date) to match the settlement period.

ASX has published an industry readiness guide for stakeholders including share registries and issuers which is available to download along with other information on the ASX Website/t2. If you have further queries contact your listings compliance adviser or email the ASX project team at T2Settlement@asx.com.au.

4. Half yearly, preliminary final and change of balance date announcements: order of announcements and earlier release of announcements during reporting periods

Listed entities are reminded that when releasing Appendix 4D/E/F and associated documents, the order in which the documents should be released is:

1. Either:
 - Appendix 4D and other documents required to be given to ASX under ASX Listing rule 4.2A (half yearly report) OR
 - Appendix 4E and other documents required to be given to ASX under ASX Listing Rule 4.3A (preliminary final report) OR
 - Appendix 4F and other documents required to be given to ASX under ASX Listing Rule 4.4A (report upon change of balance date)
2. Dividend/distribution online form (if and when applicable)
3. Any other material, for example, media releases and investor or analyst presentations.

Regardless of the order in which documents/online forms are lodged with ASX by listed entities, ASX will release the Appendix 4D/4E/4F to market first and other documents in the order set out above.

For further guidance, refer to section 15 of ASX Listing Rule Guidance Note 14 available by clicking on the Guidance Notes tab on the [Listing Rules, Guidance Notes and waivers](#) page.

ASX Market Announcements wishes to notify entities that during Appendix 4D and 4E reporting periods, early release arrangements for financial reports can be requested by listed entities if they have special requirements around the timing of the release of such announcements. The request must be made by email to [ASX Market Announcements](#). Please note that release under these arrangements is on a best endeavours basis.

5. Resource reporting (mining, oil and gas) - ASX Listing Rule annual reporting requirements

Resource reporting ASX Listing Rules, which commenced in December 2013, impose annual reporting requirements on mining and oil and gas entities. The requirements are summarised below. ASX reminds all mining and oil and gas entities to include the relevant information in their annual reports. The below is a summary only. Listed entities are advised to review [Chapter 5 of the ASX Listing Rules](#) which contains more detail.

ASX Listing Rule	Summary of requirement
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Mining entities

5.20	+Mining exploration entities must include in their +annual report mining tenements held (including by +child entities), their location and the percentage interest held in them.
5.21	<p>+Mining entities must include +mineral resources and +ore reserves statement in their +annual report which includes:</p> <ul style="list-style-type: none"> • a summary of the results of the +mining entity's annual review of its +ore reserves and +mineral resources; • +mineral resources and ore reserves holdings as at balance date (or other such date) in tabular form reported by: <ul style="list-style-type: none"> • commodity type, including the grade or quality; • +ore reserve category and +mineral resource category; and • geographical area based on the materiality of the +mineral resources and +ore reserves holdings to the +mining entity; • if +mineral resource and +ore reserve holdings are reported at a date other than balance date – material changes between that date and balance date; • a comparison of +mineral resource and +ore reserve holdings against that from the previous year (including an explanation of material changes) reported by: <ul style="list-style-type: none"> • commodity type, including the grade or quality; and • total +ore reserves and total +mineral resources by geographical area based on the materiality of the +mineral resources and +ore reserves holdings to the +mining entity; and • a summary of governance arrangements and internal controls applying to its estimates of +mineral resources and +ore reserves and the estimation process.

Oil and gas entities

5.37	+Oil and gas exploration entities must include in their +annual report, +petroleum tenements held (including by +child entities), their location and the percentage interest held in them.
5.38	+Oil and gas entities who report to the SEC are exempt from ASX Listing Rules 5.39 and 5.40 if they meet certain SEC annual reporting requirements.

5.39	<p>+Oil and gas entities must include a reserves statement in their +annual report which includes:</p> <ul style="list-style-type: none"> • +petroleum reserves holdings as at balance date in tabular form reported by: <ul style="list-style-type: none"> • total +1P +petroleum reserves and +2P +petroleum reserves (split between developed and undeveloped +petroleum reserves and by product). If there are material unconventional petroleum reserves the entity must separately identify the portion of the total +1P +petroleum reserves and +2P +petroleum reserves reported; and • +total aggregated +1P +petroleum reserves and +2P +petroleum reserves by product and geographical area (split between developed and undeveloped +petroleum reserves by geographical area); • a reconciliation of +petroleum reserves holdings against the previous year (by total +1P and +2P +petroleum reserves by product or by total aggregated +1P and +2P +petroleum reserves by geographical area), including an explanation of any material changes from the previous year; • if any material concentrations of undeveloped +petroleum reserves in +material oil and gas projects have remained undeveloped after 5 years from the date they were initially reported, the +oil and gas entity's reserves statement in the +annual report for that year and every subsequent year must include: <ul style="list-style-type: none"> • an explanation of why the undeveloped +petroleum reserves have not been developed; and • a statement of intention with regard to the future development of the undeveloped +petroleum reserves; • a summary of the governance arrangements and internal controls, (including the frequency and scope of any reviews or audits) that apply to its estimates of +petroleum reserves and the estimation process.
5.40	<p>If the +petroleum reserves statement in the +annual report includes aggregated estimates of +contingent resources it must also include:</p> <ul style="list-style-type: none"> • +contingent resources holdings as at balance date in tabular form reported by: <ul style="list-style-type: none"> • total +2C +contingent resources by product; and • aggregated +2C +contingent resources by product and geographical area; • a reconciliation of the +oil and gas entity's total +2C +contingent resources holdings against that from the previous year, including an explanation of any material changes in those holdings from the previous year.

Listed entities that fail to meet the above requirements in their annual reports will be required to make supplementary disclosure and may be subject to other ASX enforcement action. If you have any questions please consult your listings compliance adviser.

6. Periodic report due date reminder

Listed entities are reminded of upcoming deadlines for periodic reports:

- Quarterly Reports for Mining and Commitments Test Entities: *Friday 31 July 2015*
- Preliminary Final Reports, 30 June balance date: *Monday 31 August 2015*
- Statutory Half Year Financial Reports for mining exploration entities, 31 December balance date: *Friday 11 September 2015*
- Statutory Audited Annual Accounts, 30 June balance date: *Wednesday 30 September 2015*
- Annual Reports, 30 June balance date: *Monday 2 November 2015*
- Quarterly Reports for Mining and Commitments Test Entities: *Friday 30 October 2015*

7. Next non-Business Day

ASX reminds listed entities that the next non-Business Day is **Monday 3 August 2015**, a bank holiday in NSW (while this is a trading day on ASX, it is not a settlement day for ASX Settlement (CHESS) and therefore not a Business Day under the Listing Rules). Please take this into account if you are planning the timetable for a corporate action that will run over a period including that date.

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

ASX reminds eligible entities that it has published a Listing Rule 7.1A User Guide, available on the ASX Compliance ['Downloads'](#) page on the ASX website under the heading "Listing Rule 7.1A - Additional Placement Capacity".

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

Listed entities should note the following points when making issues under Listing Rule 7.1A:

Mandate from security holders

Eligible entities making issues under listing rule 7.1A should ensure they have a mandate from their security holders to make the issue. Entities are reminded to cross-refer back to their notice of annual general meeting (at which the approval was obtained) where appropriate.

Additional disclosure

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

Where securities are issued for non-cash consideration, the entity must provide, for release to the market, a valuation of the non-cash consideration that demonstrates the issue price of the securities complied with listing rule 7.1A.3.

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

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

Items 6a to 6i and the annexures to Appendix 3B

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

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

Issue price information

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

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

Advisers prior to making an issue under rule 7.1A, as otherwise the entity potentially risks breaching listing rule 7.1.

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

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

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

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