Listed@ASX

Compliance Update 15 September 2017
Update no 08/17

1. Reverse takeovers and voting exclusion rule amendments postponed to 1 December 2017

As advised in Listed@ASX Update 03/17, on 12 April 2017, ASX released its Response to Consultation on Reverse Takeovers, together with Exposure Draft Listing Rule Amendments . ASX expects to publish the final rule amendments shortly, upon receipt of the necessary regulatory approvals.

The amendments will require a bidder to obtain shareholder approval under Listing Rule 7.1 for a reverse takeover. The amendments also include limiting the voting exclusion in Listing Rule 14.11 so that it only applies to excluded persons and their associates who vote in favour of a resolution under the Listing Rules. Excluded persons and their associates will be permitted to vote against the resolution. The definition of 'associate' in the Listing Rules has also been amended to address some gaps in its coverage. These changes will apply across the board and will not be limited to resolutions under Listing Rule 7.1.

ASX originally intended to introduce these amendments with effect from 1 October 2017. However, in order to avoid any overlap with the current 'AGM season' and potential confusion concerning the wording and application of voting exclusions during this time, ASX has decided to postpone this implementation until Friday 1 December 2017.

2. Additional JORC FAQs

ASX has released on its website some additional FAQs addressing if and when exploration results or estimates of mineral resources or ore reserves reported under the 2004 (or an earlier) edition of the JORC Code can be referred to in market announcements of material acquisitions and in fundraising and takeover documents.

The FAQs have been settled with input from ASIC and JORC and are available online (see in particular FAQs 31 to 41).

It is strongly recommended that all mining entities with results or estimates reported under the 2004 (or an earlier) edition of the JORC Code that have not yet been updated and reported under the JORC Code 2012 review the FAQs.

3. Listed entity market capitalisation on asx.com.au

In coming weeks ASX will start publishing the market capitalisation of listed entities on the 'company information' pages on asx.com.au. The market capitalisation of the entity will represent its total market capital value and will be calculated by multiplying the last traded price on ASX by the number of ordinary equity securities on issue inclusive of quoted and unquoted securities. Generally, only securities that have been issued will be included in the calculation. Securities which are convertible or provide a right to an ordinary security will not be included.

For entities incorporated outside of Australia, the market capitalisation in most cases will represent the total number of ordinary securities on issue globally including those not quoted on ASX. In the case of foreign entities issuing CDIs, the market capitalisation will be based upon the number of CDIs quoted on ASX plus a number equal to the CDIs that would be on issue if CDI's were issued over all the entity's ordinary securities.

For dual-listed structures involving separate legal entities listed on different exchanges, only the securities issued by the entity listed on ASX will be included in the calculation.

A more detailed methodology is available here and will be available on the website when ASX commences publication of market capitalisation.

4. Consultation paper: ASX-Listed Company Announcements

The ASX Trade outage in September 2016 provided ASX with an opportunity to review how certain aspects of the equity market infrastructure work. The review identified areas where some operational and technical improvements could be made.

When ASX receives a company announcement, which is then deemed to be 'price sensitive', a trading pause of at least 10 minutes is applied to the affected securities. The trading pause is implemented by ASX through ASX Trade by changing the security trading status from 'Open' to 'Pre Notice Received' (Pre-NR).

ASX proposes to introduce a new solution to disseminate information about changes to the security trading status associated with price sensitive announcements and remove the current dependency on ASX Trade. The changes will not affect the way the announcements themselves are disseminated.

Listed entities who seek further information on the market consultation can click here.

5. ASX Markets Announcements closes one hour later during daylight saving

Daylight saving commences in New South Wales, the Australian Capital Territory, Victoria, Tasmania and South Australia at 2:00 a.m. EST on Sunday 1 October 2017, and will end at 3:00 a.m. on Sunday 1 April 2018. Daylight saving is not observed in Queensland, Western Australia or the Northern Territory.

As WA will be 3 hours behind Sydney time during daylight saving, ASX Market Announcements will stay open until 8.30 p.m. Sydney time (5.30 p.m. WST) starting on Monday 2 October 2017. ASX Market Announcements will revert to its usual 7.30 pm Sydney time closing time when daylight saving has ended. A further Listed@ASX Update reminding listed entities of the change will be released closer to that time.

6. Periodic report due date reminder

Listed entities are reminded of upcoming deadlines for periodic reports:

- Statutory audited annual accounts, 30 June balance date: *Friday 29 September 2017*
- Annual reports, 30 June balance date: *Tuesday 31 October 2017*
- Next quarterly reports for mining and commitments test entities: *Tuesday 31 October 2017*

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

7. Subscribe to Listed@ASX - Compliance Update

Listed@ASX Compliance Update is a free publication for listed entities and their advisers about ASX rules and requirements. To subscribe, email Listed@ASX or download the free Listed@ASX app from the Apple app store and Google Play.