

- (d) If the listing rule requires +accounts to be reviewed, the review must be conducted in accordance with Australian auditing standards. If the entity is a foreign entity, the review may be conducted in accordance with other standards agreed by ASX. Unless the listing rule says an independent accountant may conduct the review, it must be conducted by a registered company auditor (or, if the entity is a foreign entity, an overseas equivalent of a registered company auditor).

Introduced 1/7/97. Amended 1/7/2000.

- (e) If there is a +directors' declaration that relates to the +accounts, the +directors' declaration must be given to ASX with the +accounts.

Introduced 1/7/2000.

- (f) If there is a +directors' report that relates to the period covered by the +accounts, the +directors' report must be given to ASX with the +accounts.

Introduced 1/7/2000.

Trusts

- 19.11B The listing rules apply to the responsible entity of a trust so that the responsible entity has an obligation to ensure that the trust complies with the listing rules.

Introduced 30/9/2001. Origin: rule 13.6.

⁺ See chapter 19 for defined terms.

Definitions

19.12 The following expressions have the meanings set out below.

Introduced 1/7/96. Origin: Definitions.

Expressions	meanings
Accounts	<p>(a) balance sheet;</p> <p>(b) profit and loss statement;</p> <p>(c) statement of cash flows;</p> <p>(d) notes to the balance sheet, profit and loss statement, and statement of cash flows required by any law, regulation, rule or accounting standard;</p> <p>(e) disclosures in relation to the balance sheet, profit and loss statement, and statement of cash flows required by any law, regulation, rule or accounting standard;</p> <p>(f) any other information necessary to give a true and fair view of the financial position and performance of the entity required by any law, regulation, rule or accounting standard.</p>

Introduced 1/7/2000.

Note: As at 1/7/2000 in the case of an entity which is required to comply with sections 295 and 303 of the Corporations Act, accounts include the documents referred to in sections 295(1) and 303(1) of the Law, except the directors' declaration about the statements and notes.

Cross reference: rule 19.11A.

acquire	<p>to acquire or agree to acquire directly or through another ⁺person by any means, including the following.</p> <ul style="list-style-type: none">• Granting or exercising an option.• Enforcing collateral and taking an asset.• Increasing an economic interest.• Acquiring part of an asset.
---------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

annual report	<p>includes ⁺accounts. However, it does not include a concise report.</p>
---------------	--------------------------------------------------------------------------------------

Introduced 1/7/96. Amended 1/7/97, 1/7/98, 1/7/2000.

ASIC	<p>Australian Securities and Investments Commission.</p>
------	----------------------------------------------------------

Introduced 1/9/96. Amended 1/9/99.

⁺ See chapter 19 for defined terms.

ASX	Australian Stock Exchange Limited.
ASX Corporate Governance Council	The Corporate Governance Council established by ASX on 1 August 2002. Introduced 1/1/2003.
aware	an entity becomes aware of information if a director or executive officer (in the case of a trust, a director or executive officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as a director or executive officer of that entity. Introduced 1/7/96. Origin: Listing Rule 3A(1). Amended 1/7/98, 30/9/2001.
bonus issue	a +pro rata issue of +securities to holders of +ordinary securities for which no consideration is payable by them.
business day	Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
cash formula	<i>In the case of +ordinary securities,</i> $N = (CP / IPO) \times E$ <p>N = the number of shares or units <i>not</i> subject to escrow.</p> <p>CP = the total cash paid for the +ordinary securities that would otherwise be subject to escrow, divided by the number of +securities issued to the +person.</p> <p>IPO = the price paid in any initial public offering at the time the entity applies for admission, or if there is no public offering, the price agreed by ASX.</p> <p>E = the number of +ordinary securities that would otherwise be subject to escrow.</p> <p><i>In the case of options which have the same terms as options offered with +ordinary securities under any initial public offering at the time the entity applies for admission,</i> $O = N \times F$ <p>O = the number of options <i>not</i> subject to escrow.</p> <p>N = the number of shares or units <i>not</i> subject to escrow.</p> <p>F = the number of options per +ordinary security offered under the initial public offering.</p> <p>Introduced 1/7/98.</p></p>

⁺ See chapter 19 for defined terms.

expressions	Meanings
CDIs	<p>the meaning in chapter 21 of the SCH Business Rules.</p> <p>Introduced 1/9/99.</p> <p>Note: As at 1/9/99 the SCH Business Rules said:</p> <p>CDI “stands for CHESS Depository Interest and means a unit of beneficial ownership in a Principal Security, registered in the name of the Depository Nominee and includes:</p> <ul style="list-style-type: none">(a) CUFS; and(b) DIs”. <p>CUFS “stands for CHESS Units of Foreign Securities and means a unit of beneficial ownership in a Security of a Foreign Issuer, registered in the name of the Depository Nominee”.</p> <p>DI “stands for Depository Interest and means a unit of beneficial ownership in a Security which is not a Security of a Foreign Issuer, registered in the name of the Depository Nominee”.</p>
certificated subregister	<p>that part of an entity’s register for a +class of its +securities that is administered by the entity and records certificated holdings of +securities in that +class.</p> <p>Note: The register may be of shares, options or other securities.</p>
CHESS	<p>the meaning in chapter 21 of the SCH Business Rules.</p> <p>Note: At 1 July 1996, the SCH Business Rules say that CHESS stands for the Clearing House Electronic Subregister System and means the System established and operated by SCH for:</p> <ul style="list-style-type: none">(a) the clearing and settlement of transactions in CHESS approved securities;(b) the transfer of securities; and(c) the registration of transfers. <p>SCH means ASTC - ASX Settlement and Transfer Corporation Pty Ltd (ABN 49 008 504 532)</p>
CHESS approved	<p>the meaning in chapter 21 of the SCH Business Rules.</p> <p>Note: At 1 July 1996, the SCH Business Rules say that CHESS approved, in relation to Securities, means Securities approved by SCH in accordance with Section 3 of the SCH Business Rules.</p> <p>SCH means ASTC - ASX Settlement and Transfer Corporation Pty Ltd (ABN 008 504 532)</p>
CHESS subregister	<p>that part of an entity’s register for a +class of +CHESS approved securities that is administered by +SCH and records uncertificated holdings of +securities in that +class.</p> <p>Note: The register may be of shares, options or other securities that are CHESS approved.</p>

⁺ See chapter 19 for defined terms.

expressions

meanings

child entity

(a) *in relation to a body corporate*, each of the following:

- an entity which is controlled by the body corporate within the meaning of section 50AA of the Corporations Act.

Introduced 1/7/96. Amended 30/9/2001.

Note: As at 13/3/2000 section 50AA of the Corporations Act says that an entity controls a second entity if the first entity has the capacity to determine the outcome of decisions about the second entity's financial and operating policies, and in determining whether the first entity has this capacity the practical influence that it can exert and any practice or pattern of behaviour affecting the second entity's financial or operating policies is to be taken into account.

- an entity which is a subsidiary of the body corporate.

Note: A holding company has another body corporate as a subsidiary. See sections 9 and 46.

(aa) *in relation to a trust which is a managed investment scheme*, an entity that is a ⁺child entity of the responsible entity under paragraph (a).

(b) *in relation to a trust which is not a managed investment scheme*, an entity that is a ⁺child entity of the management company or trustee under paragraph (a).

Introduced 1/7/96. Amended 1/7/98, 13/3/2000.

class

⁺Securities are in the same class only if the same rights and obligations attach to them. Differences arising from the requirements of the listing rules relating to ⁺restricted securities are to be ignored.

Example: Partly paid securities are in a different class to fully paid securities. Fully paid securities that rank equally except for the next dividend or distribution are in the same class (but may be traded separately until they merge with the other shares in the class). Fully paid ordinary securities classified as restricted securities are in the same class as fully paid ordinary securities that are not classified as restricted securities.

classified asset

(a) an interest in a mining exploration area or similar tenement or interest;

(b) an interest in intangible property that is substantially speculative or unproven, or has not been profitably exploited for at least 3 years, and which entitles the entity to develop, manufacture, market or distribute the property;

(c) an interest in an asset which, in ASX's opinion, cannot readily be valued;

⁺ See chapter 19 for defined terms.

expressions

meanings

(d) an interest in an entity the substantial proportion of whose assets (held directly, or through a controlled entity) is property of the type referred to in paragraphs (a), (b) and (c).

Introduced 1/7/96. Amended 1/7/98.

clearing account

the meaning in chapter 21 of the SCH Business Rules.

Note: At 1 July 1996, the SCH Business Rules say that a clearing account is either an accumulation account (a holder record maintained in CHESS by a broker to facilitate settlement of CHESS approved securities with clients who are not participants) or a settlement account (a holder record maintained in CHESS by a participant to facilitate settlement of CHESS approved securities with other participants).

company
announcements
office

the office designated by ASX as its company announcements office.

Note: The company announcements office is located at Level 4, 20 Bridge Street, Sydney. At 13/3/2000 the fax numbers are:

- For announcements sent within Australia 1300 300 021
- For announcements sent from New Zealand 0800 449 707
- For announcements sent from elsewhere 61 2 9347 0005 or 61 2 9778 0999

competent person

the meaning in Appendix 5A.

Introduced 1/9/99. Origin: rule 5.10.

controller

a ⁺person who, in ASX's opinion, 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.

convertible

includes exercisable.

convertible
securities

⁺securities which are ⁺convertible by the holder, or automatically by their terms of issue, into ⁺equity securities.

Note: convertible securities includes options.

convertible debt
security

an unsecured note or debenture that is an ⁺equity security because it is a ⁺convertible security.

corporate action

the meaning in chapter 21 of the SCH Business Rules.

Note: At 1 July 1996, in the SCH Business Rules a corporate action is an action taken by an entity which issues securities or makes them available for the purpose of giving an Entitlement to Holders of a class of the entity's securities. See the definition of 'securities benefit' in section 945A(1) of the Corporations Law.

⁺ See chapter 19 for defined terms.

CUFS	<p>the meaning in chapter 21 of the SCH Business Rules.</p> <p>Introduced 1/9/99.</p> <p>Note: As at 1/9/99 the SCH Business Rules said that CUFS “stands for CHESS Units of Foreign Securities and means a unit of beneficial ownership in a Security of a Foreign Issuer, registered in the name of the Depository Nominee”.</p>
deferred settlement	<p>a settlement in which the obligation to settle on a trade date plus 3 ⁺business days (T+3) basis is deferred until the time following the ⁺despatch date that ASX fixes.</p> <p>Introduced 1/7/96. Amended 1/2/99.</p>
debt security	<p>(a) an unsecured note, except one ⁺convertible to a share or ⁺unit;</p> <p>(b) a debenture, except one ⁺convertible to a share or ⁺unit;</p> <p>(c) any ⁺security that ASX decides to classify as a debt security;</p> <p>(d) but not a ⁺security ASX decides to classify as an ⁺equity security.</p>
despatch date	<p>the date set in accordance with the listing rules or the date set by ASX by which each of the following must occur.</p> <p>(a) In the case of certificated ⁺securities, the ⁺securities are issued and certificates sent to the holders.</p> <p>(b) In the case of uncertificated ⁺securities, entries are made in the holders’ ⁺security holdings.</p> <p>Introduced 1/7/96. Amended 1/7/97.</p> <p>Note: The listing rules set out the last date that an entity can set as a despatch date. If the entity does not set an earlier date, the last date becomes the despatch date.</p> <p>Cross reference: Appendix 6A and Appendix 7A.</p>
directors’ declarations	<p>A declaration by directors (in the case of a trust, the directors of the responsible entity or management company or other person) that is required by any law, rule or accounting standard and states either of the following.</p> <ul style="list-style-type: none">• That the balance sheet, profit and loss statement and statement of cash flows, together with the notes and other disclosures and information, comply with a law, rule or accounting standard and give a fair and true view of the financial position and performance of the entity.

⁺ See chapter 19 for defined terms.

expressions	meanings
	<ul style="list-style-type: none">• That, in the opinion of the directors (in the case of a trust, the directors of the responsible entity or management company or other person), there are reasonable grounds to believe that the entity will be able to pay its debts as and when they become due and payable. <p>Introduced 1/7/2000.</p>
directors' report	<p>A report by directors (in the case of a trust, the directors of the responsible entity or management company or other person) that is required by any law, rule or accounting standard to include a review of operations during the period reported on.</p> <p>Introduced 1/7/2000.</p> <p>Note: As at 1/7/2000 in the case of an entity which is required to comply with Chapter 2M of the Corporations Act, directors' report includes the documents referred to in sections 298(1) and 306 of the Law.</p>
dispose	<p>to dispose or agree to dispose directly or through another ⁺person by any means, including the following.</p> <ul style="list-style-type: none">• Granting or exercising an option.• Using an asset as collateral.• Decreasing an economic interest.• Disposing of part of an asset. <p>Example: A listed company holds all the shares in Company A, which holds all the shares in company B. Company B holds restricted securities. If company A sells 51% of the shares in company B the listed company has disposed of the restricted securities.</p>
dividend or distribution plan	<p>any plan which gives holders of ⁺securities the opportunity to accept ⁺securities in place of dividend, distribution or interest payments (either partly or wholly).</p>
employee incentive scheme	<p>(a) a scheme for the issue or ⁺acquisition of ⁺equity securities in the entity to be held by, or for the benefit of, participating employees or non-executive directors of the entity or a related entity; or</p> <p>(b) a scheme which, in ASX's opinion, is an employee incentive scheme.</p> <p>Introduced 1/7/96. Amended 30/9/2001.</p> <p>Cross reference: Definition of terms of the scheme.</p>

⁺ See chapter 19 for defined terms.

expressions	meanings
entity	<p>(a) an entity that has applied for admission to, or is admitted to, the ⁺official list.</p> <p>(b) in Appendices 4B, 4C, 4D, 4E and 4F the meaning in the Australian Accounting Standards.</p> <p>Introduced 1/7/1996. Amended 1/7/2000, 1/1/2003.</p> <p>Note: At 1/1/2003, Australian Accounting Standard AASB 1029 says that an entity is any legal, administrative or fiduciary arrangement, organisational structure or other party (including a person) having the capacity to deploy scarce resources in order to achieve objectives.</p>
equity interests	the sum of paid up capital, reserves, and accumulated profits or losses, disregarding redeemable preference share capital and outside equity interests, as shown in the consolidated financial statements.
equity security	<p>(a) a share;</p> <p>(b) a ⁺unit;</p> <p>(c) a right to a share or ⁺unit or option;</p> <p>(d) an option over an issued or unissued ⁺security;</p> <p>(e) a ⁺convertible security;</p> <p>(f) any ⁺security that ASX decides to classify as an equity security;</p> <p>(g) but not a ⁺security ASX decides to classify as a ⁺debt security.</p>
financial documents	Introduced 1/7/98. Amended 1/9/99. Deleted 1/7/2000.
HIN	Introduced 1/7/96. Deleted 1/7/97.
holding lock	<p>the meaning in chapter 21 of the SCH Business Rules.</p> <p>Note: At 1 July 1996, in the SCH Business Rules a holding lock is a facility that prevents Securities from being deducted from, or entered into, a Holding pursuant to a Transfer or Conversion.</p>
home branch	the branch of ASX designated to an entity by ASX as the entity's home branch for administrative purposes.

⁺ See chapter 19 for defined terms.

Chapter 19

Interpretation and definitions

expressions	meanings
hydrocarbon	a compound of the elements hydrogen and carbon, in either liquid or gaseous form. Natural gas and petroleum are mixtures of hydrocarbons.
hydrocarbon reserves	+proved hydrocarbon reserves, +probable hydrocarbon reserves or +possible hydrocarbon reserves.
identified mineral resources	Introduced 1/7/96. Deleted 1/9/99.
investment entity	<p>an entity which, in ASX's opinion, is an entity to which both of the following apply.</p> <ul style="list-style-type: none">• Its activities or the principal part of its activities consist of investing (directly or through a child entity) in listed or unlisted +securities or futures contracts.• Its objectives do not include exercising control over or managing any entity, or the business of any entity, in which it invests. <p>Introduced 1/7/96. Amended 1/9/99.</p> <p>Note: In deciding whether an entity is an investment entity ASX will normally have regard to factors including the extent of board representation, the size of the holdings, the investment period and the amount of cash held by the entity.</p>
issuer sponsored subregister	<p>that part of an entity's register for a +class of +CHESS approved securities that is administered by the entity (and not SCH) and records uncertificated holdings of +securities.</p> <p>Note: The register may be of shares, options or other securities that are CHESS approved.</p>
main class	<p>+ordinary securities of the entity (if +ordinary securities are not to be quoted, the +class of +securities designated by ASX).</p> <p>Note: rules relating to main class are not applicable to an ASX Debt Listing.</p>
market capitalisation	<p>the number of +ordinary securities on issue multiplied by the price decided by ASX.</p> <p>Introduced 1/9/99.</p> <p>Note: Normally ASX will use the issue or sale price under the prospectus, Product Disclosure Statement or the information memorandum. or the information memorandum.</p>
market price	the closing price on +SEATS, excluding special crossings, overnight sales and exchange traded option exercises.

⁺ See chapter 19 for defined terms.

marketable parcel the meaning in ASX's business rules.

Note: As at 1/9/99 the meaning of "marketable parcel" in the business rules was as follows:

"Marketable Parcel" means in relation to:

- (a) Equity Securities and redeemable preference shares with a fixed and certain date for redemption, but not rights to subscribe for Equity Securities and options over unissued Equity Securities, a parcel of securities of not less than \$500 based on:
 - (i) the closing price on SEATS, if the Equity Securities are quoted; or
 - (ii) the price paid on issue, if the Equity Securities are unquoted; and
- (b) rights to subscribe for Equity Securities, a parcel of rights which, if taken up in full, would result in a parcel of Equity Securities which would be not less than \$500 based on:
 - (i) the closing price on SEATS of the Equity Securities at the time of purchase of the rights, if the Equity Securities are quoted; or
 - (ii) the total application moneys payable in relation to the exercise of the rights, if the Equity Securities are unquoted;
- (c) options over unissued Equity Securities, a parcel of options which, if exercised in full, would result in a parcel of Equity Securities which would be not less than \$500 based on:
 - (i) the closing price on SEATS of the Equity Securities at the time of purchase of the options, if the Equity Securities are quoted; or
 - (ii) the total moneys payable on the exercise of the options, if the Equity
- (d) Loan Securities other than redeemable preference shares with a fixed and certain date for redemption, 1 security with a face value of not less than \$100.

mineral resource the meaning in Appendix 5A.

Amended 1/9/99.

mining entity a ⁺mining exploration entity or a ⁺mining producing entity.

mining exploration entity an entity whose activities or the principal part of whose activities consist for the purposes of the listing rules, in ASX's opinion, of exploration for a mineral, oil or gas.

mining producing entity an entity whose activities or the principal part of whose activities consist of the extraction of a mineral, oil or gas.

Introduced 1/7/96. Amended 1/7/97.

mining tenement includes an exploration licence and a mineral, oil or natural gas lease or concession.

⁺ See chapter 19 for defined terms.

expressions

meanings

net tangible asset
backing

for the purpose of rule 4.12 in relation to a ⁺class of ⁺securities,

$(A - I - L)$
N

A = total Assets. In calculating this, the value of investments at the end of the month are calculated at “net market value” (that is, the amount which could be expected to be received from the disposal of an asset in an orderly market after deducting costs expected to be incurred in realising the proceeds of the disposal). The value of investments, except quoted ⁺securities of listed entities, is calculated at cost or valuation. Valuation must not exceed the recoverable amount.

Note: The net market value definition is taken from Australian Accounting Standard AASB 1023.

I = intangible assets.

L = total Liabilities ranking ahead of, or equally with, claims of that ⁺class of ⁺securities. In calculating this, total liabilities include each of the following.

- Provisions for tax on realised income and gains.
- Provisions for tax on estimated unrealised income and gains. Alternatively, the entity may disclose the net tangible asset backing per ⁺security before and after providing for the estimated tax on unrealised income and gains.
- Provisions for declared, but unpaid, dividends or distributions if the ⁺securities are still quoted on a basis that includes the dividend or distribution on the date on which the net tangible asset backing is reported.
- Provisions for unpaid management fees earned.

Example: Liabilities ranking ahead of, or equally with, fully paid ordinary shares in a parent entity will include all liabilities, preference share entitlements, and outside equity interests.

⁺ See chapter 19 for defined terms.

Expressions	meanings
N =	total Number of +securities on issue in that +class. In calculating this, partly paid +securities which are in that +class when paid up are taken into account by assuming that the unpaid amount is paid.
notifiable interest of a director	<p>(a) <i>in relation to a company</i>, the following.</p> <p>(i) Relevant interest within the meaning of section 9 of the Corporations Act in +securities of the company or a related body corporate.</p> <p style="margin-left: 40px;">Note: This limb of the definition is equivalent to section 205G(1)(a) of the Corporations Act.</p> <p>(ii) Interests in contracts to which the director is a party or under which the director is entitled to a benefit, and that confer a right to call for or deliver shares in, debentures of, or interests in a managed investment scheme made available by, the company or a related body corporate.</p> <p style="margin-left: 40px;">Note: This limb of the definition is equivalent to section 205G(1)(b) of the Corporations Act .</p> <p>(b) <i>in relation to a trust</i>, relevant interest within the meaning of section 9 of the Corporations Act in +securities of the trust.</p> <p style="margin-left: 40px;">Introduced 30/9/2001.</p>
official list	<p>official list of entities that ASX (in the case of ASX, the +ASIC) has admitted and not removed.</p> <p style="margin-left: 40px;">Introduced 1/7/96. Amended 1/7/98. 1/9/99.</p>
on-market buy-back	<p style="margin-left: 40px;">Introduced 1/7/96. Deleted 1/9/99.</p>
operating profit (loss)	the profit (loss) for the relevant period resulting from the operations of the entity or group during the period of a kind carried on regularly to achieve the objectives of the entity or group.
ordinary securities	ordinary shares or ordinary +units (if an entity does not have ordinary shares or ordinary +units, the +class of +securities designated by ASX).
ore reserve	<p>the meaning in Appendix 5A.</p> <p style="margin-left: 40px;">Amended 1/9/99.</p>

⁺ See chapter 19 for defined terms.

Chapter 19 Interpretation and definitions

expressions	meanings
overseas home exchange	the place of an entity's primary listing (if the entity is not required to comply with the rules of that exchange or market as a domestic entity, the exchange or market designated by ASX).
participating organisation	<p>the meaning in ASX's business rules .</p> <p>Note: As at 11/3/2002 the meaning of "participating organisation" in the business rules was as follows:</p> <p>Participating Organisation means a company or a partnership that is recognised and remains recognised as a Participating Organisation under the Rules.</p> <p>Introduced 1/6/96. Amended 11/3/2002.</p>
person	includes an individual, body corporate, body politic, firm, association, authority or other entity.
pooled development fund	<p>a pooled development fund under the Pooled Development Funds Act 1992 (Commonwealth).</p> <p>Introduced Introduced 1/9/99.</p>
possible hydrocarbon reserves	<p>reserves less well defined by geological and geophysical control than +probable hydrocarbon reserves and consisting of extensions to the +proved hydrocarbon reserves and +probable hydrocarbon reserves areas where so indicated by geophysical and geological studies.</p> <p>Note: The probability generally assigned to these reserves would be 25% but may be higher or lower.</p>
pre-hydrocarbon reserve stage	from the earliest investigations until +proved hydrocarbon reserves can be estimated.
probable hydrocarbon reserves	reserves that may reasonably be assumed to exist because of geophysical or geological indications and drilling done in regions which contain +proved hydrocarbon reserves. This category may also include reserves commercially recoverable as a result of the beneficial effects which may be derived from the future institution of some form of pressure maintenance or other secondary recovery methods, or as a result of a more favourable performance of the existing recovery mechanism than that which would be deemed proved at the present time. There is equal risk of there being larger or smaller volumes of reserves resulting.

⁺ See chapter 19 for defined terms.

expressions	meanings
profit from continuing operations	<p>⁺operating profit:</p> <p>(a) before tax; and</p> <p>(b) disregarding items that are revenue or other credits to profits which result from an activity that has been or is to be discontinued, unless ASX decides otherwise.</p> <p>Introduced 1/7/96. Amended 1/7/2000.</p>
promoter	<p>(a) A ⁺person (or associate of a ⁺person) who provides a service to the entity (or to a ⁺related party of the entity) in relation to either of the following or who, in the opinion of ASX, is involved in or has had any influence in either of the following.</p> <ul style="list-style-type: none">• The entity's promotion or listing; or• The entity's initial public offering. <p>Note: The relevant interpretation of "associate" for the purposes of this paragraph is the interpretation in section 11 and sections 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to associate references occurring in Chapter 7.</p> <p>(b) Unless ASX decides otherwise, a ⁺substantial holder (or associate of a ⁺substantial holder) if the person and the person's associates have a relevant interest in at least 10% of the voting ⁺securities at any time in the 12 months before the date of the application for admission to the ⁺official list.</p> <p>Introduced 1/7/98. Amended 13/3/2000, 1/7/2000.</p> <p>Note: The relevant interpretation of "associate" for the purposes of this paragraph is the interpretation in section 12 of the Corporations Act.</p>
property trust	a trust that has investment of its funds in real estate as its main object.
pro rata issue	an issue which has been offered to all holders of ⁺ securities in a ⁺ class on a pro rata basis.
proved hydrocarbon reserves	reserves that, to a high degree of certainty, are clearly recoverable at commercial rates under currently anticipated production methods, operating conditions, prices and costs.
quotation	official quotation by ASX.

⁺ See chapter 19 for defined terms.

Chapter 19 Interpretation and definitions

- recognised mining professional a person who has each of the following.
- a degree or an overseas equivalent in geology, mining engineering or a related discipline relevant to the estimation of the type of +mineral resource or +ore reserve referred to in the report.
 - at least five years experience in the estimation, assessment and evaluation of the type of +mineral resource or +ore reserve referred to in the report.
 - membership of a recognised overseas professional body that has agreed to sanction the person if the person does not comply with Appendix 5A.

Introduced 1/9/99.

- recognised trustee a trustee company under the SCH Business Rules and any other trustee approved by ASX for the purpose of the listing rules.

Note: As at 1/7/96 the SCH business rules say that a trustee company means a trustee company within the meaning of State or Territory Trustee Companies legislation or a Public Trustee of a State or Territory.

- record date (a) in relation to +CHESS approved +securities - the meaning in Chapter 21 of the SCH Business Rules.

Note: As at 1 September 1999, the SCH Business Rules say that record date means 5.00 pm (or, in the case of a SCH-Regulated Transfer, a later time permitted by the Rules) on the date specified by an Issuer as the date by reference to which the Issuer will establish Cum Entitlement Balances for the purpose of identifying the persons entitled to the benefit of a Corporate Action.

- (b) in relation to +securities that are not +CHESS approved securities - 5.00 pm on the date the entity specifies for lodging transfers of those +securities for the purpose of identifying the persons who are entitled to dividends, interest, new +securities, rights to priority of applications for issues of +securities, or any other entitlement.

Introduced 1/7/96. Amended 1/9/99.

- (c) in relation to +securities of different +classes, if the +classes include +CHESS approved +securities and +securities that are not +CHESS approved - the time and day agreed by ASX.

Introduced 1/7/96. Amended 1/9/99.

- related party (a) *in relation to a body corporate*, the meaning in section 228 of the Corporations Act.

Introduced 1/7/96. Amended 13/3/2000, 30/9/2001.

⁺ See chapter 19 for defined terms.

expressions meanings

Note: At 13/3/2000, section 228 of the Corporations Act says that:

- (1) An entity that controls a public company is a related party of the public company.
- (2) The following persons are related parties of a public company:
 - (a) directors of the public company
 - (b) directors (if any) of an entity that controls the public company
 - (c) if the public company is controlled by an entity that is not a body corporate - each of the persons making up the controlling entity
 - (d) spouses and de facto spouses of the persons referred to in paragraphs (a), (b) and (c).
- (3) The following relatives of persons referred to in subsection (2) are related parties of the public company:
 - (a) parents
 - (b) children.
- (4) An entity controlled by a related party referred to in subsection (1),(2) or (3) is a related party of the public company unless the entity is also controlled by the public company.
- (5) An entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.
- (6) An entity is a related party of a public company at a particular time if the entity believes or has reasonable grounds to believe that it is likely to become a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time in the future.
- (7) An entity is a related party of a public company if the entity acts in concert with a related party on the understanding that related party will receive a financial benefit if the public company gives the entity a financial benefit.

(b) *in relation to a trust which is not a registered managed investment scheme*, the management company, trustee and their related parties within the meaning of section 228.

Introduced 1/7/96. Amended 1/7/98, 13/3/2000.

(c) *in relation to a person:*

- (i) his or her spouse, de facto spouse, parent, child, or a spouse or de facto spouse of that person;
- (ii) an entity controlled by one or more of the persons referred to in paragraph (i);
- (iii) an entity that he or she controls;

⁺ See chapter 19 for defined terms.

expressions	meanings
	<p>(iv) a person who acts in concert with anyone referred to above;</p> <p>(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 228 of the Corporations Act (applied with any necessary adaptation).</p> <p>Introduced 1/7/96. Amended 1/7/98, 13/3/2000, 30/9/2001.</p>
	<p>(d) <i>in relation to a trust which is a registered managed investment scheme:</i></p> <p>(i) the responsible entity;</p> <p>(ii) a related party of the responsible entity under section 228 of the Corporations Act, as modified by section 601LA of the Corporations Act</p> <p>Introduced 1/7/98. Amended 13/3/2000, 30/9/2001..</p>
replaceable rule	<p>any provision of those sections and sub-sections of the Corporations Act that are listed under section 141 of the Corporations Act as “replaceable rules” and so capable of being replaced or modified by a company’s constitution.</p> <p>Introduced 1/7/98. Amended 30/9/2001.</p>
reserves	<p>Introduced 1/7/96. Deleted 1/9/99.</p>
resources	<p>Introduced 1/7/96. Deleted 1/9/99.</p>
restricted securities	<p>(a) ⁺securities issued in the circumstances set out in Appendix 9B.</p> <p>(b) ⁺securities that, in ASX’s opinion, should be treated as restricted securities.</p> <p>Introduced 1/7/96. Amended 1/7/98.</p> <p>Example: Securities issued to a person whose relationship with a vendor, related party, promoter, or professional or consultant to the entity is such that, in ASX’s opinion, the securities should be restricted.</p>
routine transaction statement	<p>a statement of transactions in a ⁺security holder’s account issued by the entity.</p>

⁺ See chapter 19 for defined terms.

expressions	Meanings
SCH	<p>the meaning in chapter 21 of the SCH Business Rules.</p> <p>Note: At 1 July 1996, in the SCH Business Rules, SCH means ASX Settlement and Transfer Corporation Pty Ltd (ABN 49 008 504 532) as approved as the securities clearing house under the Corporations Act.</p>
scientific research based entity	<p>Introduced 1/7/96. Deleted 1/9/99.</p>
SEATS	<p>the meaning in ASX's business rules.</p> <p>Note: At 1/7/96 ASX Business Rules said that SEATS means the Stock Exchange Automated Trading System provided for the trading of Securities on ASX.</p>
security	<p>(a) a security within the meaning given to that expression by section 92(1) of the Corporations Act;</p> <p>(b) an option over an unissued security within the meaning given to that expression by section 92(1) of the Corporations Act;</p> <p>(c) a renounceable or unrenounceable right to subscribe for a security within the meaning given to that expression by section 92(1) of the Corporations Act; and</p> <p>(d) a financial product traded under ASX's rules.</p> <p>Introduced 1/6/96. Amended 11/3/2002.</p> <p>Note:</p> <p>CDIs are securities.</p> <p>At 11/3/2002 section 92(1) says securities means:</p> <p>(a) debentures, stocks or bonds issued or proposed to be issued by a government; or</p> <p>(b) shares in, or debentures of, a body; or</p> <p>(c) interests in a managed investment scheme; or</p> <p>(d) units of such shares; but does not include</p> <p>(f) a derivative (as defined in Chapter 7), other than an option to acquire by way of transfer a security covered by paragraph (a), (b), (c) or (d); or</p> <p>(g) an excluded security.</p>
short report	<p>Introduced 1/7/96. Amended 1/7/98. Deleted 1/7/98.</p>
special transaction statement	<p>a statement of transactions in a +security holder's account issued by the entity at the request of the holder.</p>

⁺ See chapter 19 for defined terms.

expressions	Meanings
S & P All Ordinaries Index	<p>The Standard & Poor's index of the top 500 listed entities, by market capitalisation.</p> <p>Introduced 1/1/2003.</p>
SRN	<p>the meaning in chapter 21 of the SCH Business Rules.</p> <p>Note: As at 1/7/096 the SCH Business Rules said SRN stands for shareholder reference number, which is allocated by an entity to identify a holder on the issuer sponsored or certificated subregisters.</p>
substantial holder	<p>(a) <i>in relation to a company and a trust which is a registered managed investment scheme</i>, a substantial holder under section 671B of the Corporations Act.</p> <p>Introduced 1/7/96. Amended 30/9/2001.</p> <p>Note: At 13/3/2000, section 671B of the Corporations Act says a substantial holder means a person who has a substantial holding, that is the person and the person's associates have a relevant interest in not less than 5% of the total votes attached to the voting shares in the company or the voting interests in the scheme.</p> <p>Sections 608 and 609 of the Corporations Act explain when a person has a relevant interest in shares or interests in a scheme.</p> <p>(b) <i>in relation to a trust which is not a registered managed investment scheme</i>, a person who would be a substantial holder under section 671B of the Corporations Act if references to interests in the scheme in the Corporations Act were references to +units.</p> <p>Introduced 1/7/96. Amended 13/3/2000, 30/9/2001.</p> <p>(c) <i>in relation to a foreign company</i>, a person who would be a substantial holder under section 671B of the Corporations Act if references to a company in the Corporations Act were references to a corporation.</p> <p>Introduced 1/7/96. Amended 13/3/2000, 30/9/2001.</p>
takeover	<p>(a) a takeover bid;</p> <p>(b) a similar bid under a foreign regime.</p> <p>Introduced 1/7/97. Amended 13/3/2000.</p> <p>Note: The listing rules apply to takeovers as follows.</p> <ul style="list-style-type: none">• Takeovers which may be made under the Corporations Act. The term "takeover bid" is used, which has the meaning given in section 9 of the Corporations Act (see listing rule 19.12).• Takeovers which must be made under the Corporations Act. The listing rules refer to an off-market bid that is required to comply with the Corporations Act and a market bid that is required to comply with the Corporations Act.• Takeovers under Australian law and under a foreign regime (whether under legislation or another regime). The defined term "takeover" is used.

⁺ See chapter 19 for defined terms.

expressions	meanings
technical and performance requirements	<p>the meaning in chapter 21 of the SCH Business Rules.</p> <p>Note: At 1 July 1996, the SCH Business Rules say that Technical and Performance Requirements means the requirements on CHESSE Users - a Participant or an Issuer of CHESSE Approved Securities - as set out in rule 4.2.1 of the SCH Business Rules. Rule 4.2.1 provides that a CHESSE User shall ensure that:</p> <ul style="list-style-type: none">(a) it has the capacity to communicate reliably with CHESSE in accordance with the EIS - external interface connection; and(b) it employs or retains such personnel familiar with the Rules and Procedures as are necessary to allow the CHESSE User to generate, receive and process Messages in accordance with these Rules and Procedures.
termination benefits	<p>payments, property and advantages that are receivable on termination of employment, engagement or office, except those from any superannuation or provident fund and those required by law to be made.</p>
terms of the scheme	<p>includes terms, conditions, rules, regulations or guidelines formulated to introduce or administer an +employee incentive scheme.</p> <p>Introduced 1/7/96. Origin: Listing Rule 3W(9).</p>
trading day	<p>the meaning in ASX's business rules.</p> <p>Introduced 1/7/2000.</p> <p>Note: As at 1/7/2000 the meaning of "trading day" in the business rules was as follows.</p> <ul style="list-style-type: none">(a) a day other than:<ul style="list-style-type: none">(i) a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day; and(ii) any other day which 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 that there is to be no Official Meeting on that day or that dealings between Participating Organisations are suspended on that day.
trading halt	<p>for the purpose of chapter 17, an interruption to trading at the request of an entity that is not a suspension from +quotation.</p>
underlying securities	<ul style="list-style-type: none">(a) in relation to an option over unissued shares, or units +securities in the same +class as those which will be issued if the option is exercised. Introduced 1/7/96. Amended 1/7/97, 11/3/2002.(b) in relation to a +convertible debt security, +securities in the same +class as those which will be issued if the +convertible debt security is converted. Introduced 1/7/96. Amended 1/7/97.

⁺ See chapter 19 for defined terms.

Chapter 19
Interpretation and definitions

expressions	meanings
	(c) in relation to +CDIs, +securities over which the +CDIs are issued. Introduced 1/9/99.
unit	a unit in a trust.
undertaking	includes assets or businesses.
vendor	Introduced 1/7/96. Deleted 1/7/98.
voting exclusion statement	a statement referred to in rule 14.11.

⁺ See chapter 19 for defined terms.