

# FIFTH Element

## R E S O U R C E S Ltd

Fifth Element Resources Limited  
ABN 92 166 025 047

Level 13, 2-26 Park Street, Sydney NSW 2000

### ASX ANNOUNCEMENT

15 April 2015

#### VOLUNTARY DE-LISTING OF FIFTH ELEMENT RESOURCES LIMITED FROM ASX

The Company's fully paid ordinary shares (**Shares**) have been suspended from official quotation on the Australian Securities Exchange (**ASX**) since 15 July 2014, pending a review by ASX of the Company's listing process, in particular the Company's compliance with the shareholder spread requirements to ensure the Company's Shares have a liquid market in which to trade.

After ongoing discussions with ASX and following due and careful consideration by the Company and its professional advisers, the Company has determined that it is in the best interests of the Company and its shareholders to seek voluntary removal from the official list of ASX as soon as practicable.

The Company is mindful of the fact that its Shares have been suspended for a considerable period of time, and that this has created concern and uncertainty for its shareholders. The Company has formed the view that it will be unable to satisfy the conditions imposed by ASX requiring it to provide sufficient evidence to ASX that it has satisfied the shareholder spread requirement under the Listing Rules. In the circumstances, the Company has reached the conclusion that a voluntary removal of the Company's Shares from the Official List is appropriate.

The Company has received in-principle advice that ASX will unconditionally agree to removal of the Company from the Official List. The ASX's decision and basis for decision are set out in **Annexure A** to this announcement.

Following receipt of the in-principle advice the Company has now made a formal request to ASX to have its Shares removed from the Official List. The ASX has agreed to the timetable proposed by the Company that the Company's Shares cease to be quoted on the ASX from closed of trading on 24 April 2015. Any changes to this date will be announced by the Company on ASX.

The Company is currently considering a broad range of post-listing arrangements in respect of its shareholders, including potential arrangements for shareholders to sell their securities. These arrangements will be communicated to shareholders in due course once finalised.

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#### For further information contact:

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## Annexure A – ASX's decision and basis for decision

### “DECISION

1. Subject to resolution 2, and based solely on the information provided, on receipt of a request for removal from the official list of ASX Limited (ASX) from Fifth Element Resources Limited (Company) pursuant to Listing Rule 17.11, ASX would be likely to agree to remove the Company, on a date to be decided by ASX in consultation with the Company, on the condition that the Company releases the full terms of this decision to the market immediately upon the Company's directors resolving to seek removal of the Company from the official list of ASX.
2. Resolution 1 applies only until 27 June 2015 and is subject to any amendments to the listing rules or changes in the interpretation or administration of the Listing Rules and policies of ASX.
3. ASX has considered Listing Rule 17.11 only and makes no statement as to the Company's compliance with other Listing Rules.

### BASIS FOR DECISION

#### Listing rule 17.11

#### Underlying Policy

1. ASX may remove an entity from the official list of ASX at the request of an entity. Removal from the official list at an entity's request recognises that remaining listed may no longer be suitable for a listed entity at a particular stage in its existence. There is no requirement for ASX to act on the request. ASX's power not to agree to requests for delisting enables it to ensure that delisting is not sought for inappropriate reasons or conducted in a way that is clearly harmful to the market or to security holders' legitimate interests. ASX may impose conditions on granting the request. The power to impose conditions enables ASX to ensure that an orderly market is maintained in the period leading up to the delisting, and that the listed entity makes appropriate arrangements in connection with its delisting. These may include: giving advanced notice, of an amount of time which is adequate to the particular circumstances; seeking security holder approval for delisting; assisting security holders to trade the entity's securities in another market for a period before or after delisting; or providing alternative arrangements for security holders to exit their investment before or after delisting.
2. Listing Rule 17.12 provides ASX the discretion to remove an entity from the official list if the entity is unable or unwilling to comply with, or breaks, a listing rule. ASX may remove an entity from the official list at any time if, in ASX's opinion, the entity fails to meet the requirements of Listing Rule 12.1, 12.2 or 12.4. The rule is most commonly used by ASX to remove long term suspended entities, as outlined in Guidance Note 33 – Removal of Entities. Its use is considered only in the most serious circumstances of breaches and/or non-compliance with the Listing Rules.

#### Facts and Reasons for Decision

The Company is seeking removal from the official list of ASX. The Company is not listed on any other exchange. The Company's securities have been suspended from official quotation since 15 July 2014 pending a review of its satisfaction of the admission conditions to the official list of ASX. Following its review, ASX determined the Company does not satisfy Listing Rule 12.4 and required the Company to obtain 300 new shareholders each holding a parcel of ordinary shares worth \$2,000 by 7 April 2015. In the event the Company was unable to satisfy the requirement, ASX would seek to remove the Company under Listing Rule 17.12, which would not require shareholder approval be obtained. The Company considers that it will not be able to achieve the shareholder spread requirement by 7 April 2015 and has requested removal. ASX will agree to the removal request without requiring shareholder approval as it considers that the request to remove the Company from the official list is not made in order to circumvent the Listing Rules."