



## **Register of ASX Listing Rule Waivers**

**1 to 15 July 2013**

**The purpose of this register is to record when ASX has exercised its discretion and granted a waiver from the ASX Listing rules. Waivers are published bi-monthly and include information such as:**

- Organisation**
- Rule Number**
- Decision Details**
- Basis for Decision**

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<b>Rule Number</b>	2.1 condition 3
<b>Date</b>	9/07/2013
<b>ASX Code</b>	HCS
<b>Listed Company</b>	HYUNDAI CAPITAL SERVICES, INC.
<b>Waiver Number</b>	WLC130209-001
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Hyundai Capital Services, Inc. a waiver from condition 3 of listing rule 2.1 to the extent that the debt securities need not satisfy CHES requirements on condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt securities to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity the securities of which are to be quoted must ensure that the requirements of a clearing and settlement (CS) facility relating to an entity's securities are satisfied, except if the entity is incorporated in a jurisdiction where the entity's securities cannot be approved under the operating rules of a CS facility. This supports orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b>  The debt instruments of the Issuer being quoted are wholesale debt securities, and are to be settled outside of CHES. It is considered appropriate to grant a waiver on the condition that ASX is satisfied with the settlement arrangements that exist in relation to the debt instruments to be quoted on ASX.</p>

<b>Rule Number</b>	3.10.3
<b>Date</b>	9/07/2013
<b>ASX Code</b>	HCS
<b>Listed Company</b>	HYUNDAI CAPITAL SERVICES, INC.
<b>Waiver Number</b>	WLC130209-002
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Hyundai Capital Services, Inc. (the "Issuer") a waiver from listing rule 3.10.3 to the extent that the Issuer need only advise ASX of a proposed issue of debt securities if they are to be quoted on ASX.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must tell ASX of a proposed issue of securities (and, if the issue of securities is a bonus issue or a pro rata issue, the entity must at that time give ASX an Appendix 3B). This disclosure maintains an informed market.</p> <p><b>Present Application</b> The debt instruments of the Issuer being quoted are wholesale debt securities. The debt instruments to be issued under the Programme, and to be quoted on ASX, are to be issued in the wholesale debt market only. In addition, the Issuer has more than one debt programme in operation and issues in a number of jurisdictions globally, and security holders are aware of the Issuer's ability to issue further debt instruments under the Programme from time to time. Investment decisions by security holders are more closely linked to the credit rating of the Issuer rather than the possibility of dilution by further issues. The debt instruments are expected to be rated BBB+ by S&amp;P, and it is reasonable to assume that a significant proportion of investors will invest on the basis of the credit rating and being notified of every issue by the entity is likely to have little impact on those investors. Notifying ASX of frequent issues in various jurisdictions would be an administrative burden on the Issuer. It is not considered that notification of every issue will add to the continuous disclosure regime for the debt instruments. A waiver is granted to permit the Issuer to only advise ASX of a proposed issue of securities that are to be quoted on ASX.</p>

<b>Rule Number</b>	3.10.5
<b>Date</b>	9/07/2013
<b>ASX Code</b>	HCS
<b>Listed Company</b>	HYUNDAI CAPITAL SERVICES, INC.
<b>Waiver Number</b>	WLC130209-003
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Hyundai Capital Services, Inc. (the "Issuer") a waiver from listing rule 3.10.5 to the extent necessary to permit the Issuer to lodge an Appendix 3B in respect of an issue of debt securities that are to be quoted on ASX only.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must tell ASX of an issue of securities and must give ASX an Appendix 3B in respect of those securities. An entity must tell ASX if any securities are restricted securities or subject to voluntary escrow. This disclosure maintains an informed market.</p> <p><b>Present Application</b> The Issuer is a wholesale debt issuer. It has been granted a waiver from listing rule 3.10.3 in relation to securities other than securities that are to be quoted on ASX. This is a companion waiver to the waiver from listing rule 3.10.3.</p>

<b>Rule Number</b>	3.20.2
<b>Date</b>	12/07/2013
<b>ASX Code</b>	ALQ
<b>Listed Company</b>	ALS LIMITED
<b>Waiver Number</b>	WLC130205-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants ALS Limited (the "Company"), in connection with the Company undertaking a capital raising of approximately \$242 million by way of an accelerated renounceable pro-rata entitlement offer of its ordinary securities (the "Entitlement Offer"), a waiver from listing rule 3.20.2 to the extent necessary to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Company, on the condition that the record date for the Entitlement Offer is no earlier than the third business day after the date the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 3.20.2 requires a listed entity to give ASX at least seven business days' notice of a record date and to comply with the Appendix 3A timetable. Adequate notice of record dates and compliance with timetables in relation to corporate actions ensures that investors are able to determine their entitlements, trading may take place on a basis where participants in the market have certainty as to whether they will be entitled to participated in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained.</p> <p><b>Present Application</b> The Company is undertaking an accelerated renounceable entitlement offer, a type of pro rata offer that does not conform to a particular mandatory timetable in the Listing Rules, has a record date earlier than the seventh day after announcement of the offer, and which involves the entity's securities being placed in a trading halt at the beginning of the offer. There is no trading of securities on a cum entitlement basis. A waiver from the requirement of giving 7 business days' notice of the record date is granted as the imposition of the trading halt and the fact that the entity's securities only trade after the trading halt on an ex entitlement basis means that there is no risk of market confusion about entitlements, and a corporate action may be accommodated by ASX systems.</p>

<b>Rule Number</b>	6.23.2
<b>Date</b>	1/07/2013
<b>ASX Code</b>	NSE
<b>Listed Company</b>	NEW STANDARD ENERGY LIMITED
<b>Waiver Number</b>	WLC130211-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants New Standard Energy Limited (the "Company") a waiver from listing rule 6.23.3 to the extent necessary to permit the Company to amend the terms of 1,000,000 unquoted options expiring on 30 June 2013 (the "Options") issued to the Company's Legal and Commercial Manager (the "Manager") on the following conditions.</p> <p>1.1. The Company obtains shareholder approval at its next general meeting to approve the amendment to the expiry date of the Options to 30 June 2015.</p> <p>1.2. The Options cannot be exercised during the period from 30 June 2013 to the date on which shareholder approval is obtained, and the Company and the Manager provide ASX with an undertaking that the Options will not be exercised during the period from 30 June 2013 to the date on which shareholder approval is obtained.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 6.23.3 stipulates that changes to options which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise is prohibited. These terms are considered to be so fundamental and integral to the terms of the options when granted that they cannot be changed even with the approval of shareholders. These option terms determine the intrinsic value (if any) which may be attributed to the options. The valuation of the options and investors' decisions whether to buy, hold, sell or exercise the options depends upon investors having certainty as to the terms of the options. To ensure the integrity of the market, any changes to the fundamental terms of the options are prohibited.</p> <p><b>Present Application</b> The Company issued unquoted options to an employee as part of his employment agreement. The number of Options is not excessive and constitutes 0.3% of the Company's issued capital. The Company proposes to amend the terms of the Options by extending the expiry date by 2 years. The waiver is granted on the basis that the number of Options is insignificant and the amendment is unlikely to have any impact on the market for the Company's quoted securities.</p>

<b>Rule Number</b>	7.1
<b>Date</b>	12/07/2013
<b>ASX Code</b>	ALQ
<b>Listed Company</b>	ALS LIMITED
<b>Waiver Number</b>	WLC130205-003
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants ALS Limited (the "Company"), in connection with the Company undertaking a capital raising of approximately \$242 million by way of an accelerated renounceable pro-rata entitlement offer of its ordinary securities (the "Entitlement Offer"), a waiver from listing rule 7.1 to the extent necessary to permit the Company to conduct the Entitlement Offer without securityholder approval, on condition that the Entitlement Offer complies with the following.</p> <p>1.1. On or before the record date, securityholders who are believed by the Company or the underwriters to the Entitlement Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act (Cth) 2001 ("Institutional Securityholders") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Foreign Excluded Investors").</p> <p>1.2. Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 ("Foreign Excluded Investors") may be offered to other Institutional Securityholders (including such investors who are not securityholders as at the record date) through a bookbuild process conducted and completed on or before the record date (the "Institutional Bookbuild"). The minimum offer price at which securities may be offered under the Institutional Bookbuild shall not be less than the price at which they are offered under the Entitlement Offer.</p> <p>1.3. Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>1.4. All securityholders, other than securityholders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.5. Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements that would have been offered to Retail Foreign Excluded Investors, may be offered to Institutional Securityholders (including investors who are not securityholders as at the Record Date) through a bookbuild process immediately following the close of the Retail Entitlement Offer (the "Retail Bookbuild"). The minimum offer price at which securities may be offered under the Retail Bookbuild shall not be less than the price at which they are offered under the Entitlement Offer.</p> <p>1.6. Ordinary shares are offered under the Institutional Entitlement Offer and Retail Entitlement Offer at the same price.</p> <p>1.7. Related parties do not participate beyond their pro rata</p>

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	<p>entitlement, unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all securityholders.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>            Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. The actual number of equity securities that a listed entity may issue without prior ordinary security holder approval is calculated by reference to a formula in listing rule 7.1, and is approximately, 15% of the number of fully paid ordinary securities. (The formula is more complex than this description indicates, and is set out in full in listing rule 7.1.) A number of exceptions from the requirement to limit the number of equity securities that may be issued without prior ordinary security holder approval are permitted under listing rule 7.2, including where securities are issued under a pro rata entitlement offer.</p> <p><b>Present Application</b>            The Company is undertaking an accelerated renounceable entitlement offer, under which offers are made to institutional and retail securityholders as at a single record date. As an equivalent offer is being made to all securityholders, and the only difference is the timing of the offer, where a first round offer is made to institutional securityholders and a second round offer is made to retail securityholders, the offer is functionally equivalent to a pro rata entitlement offer. The proposed offer structure is consistent with an exception in listing rule 7.2 and does not undermine the policy of listing rule 7.1.</p>

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<b>Rule Number</b>	7.3.2
<b>Date</b>	5/07/2013
<b>ASX Code</b>	CNO
<b>Listed Company</b>	CONTO RESOURCES LIMITED
<b>Waiver Number</b>	WLC130206-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Conto Resources Limited (the "Company"), in connection with the acquisition of 100% of the issued share capital of Dateline Resources Ltd ("Dateline") (the "Acquisition") and in repayment of various loans by Dateline to Mr Mark Johnson, a waiver from listing rule 7.3.2 to the extent necessary to permit the notice of meeting seeking shareholder approval for the purposes of listing rule 7.1 (the "Notice"), not to state that up to 5,402,063 shares will be issued to unrelated parties of the Company within three months of the date of the meeting, subject to the following conditions.</p> <p>1.1 Up to 30,650,000 fully paid ordinary shares in the Company, 500,000 options exercisable at \$0.20 on or before 1 April 2014 and 4,000,000 options exercisable at \$0.20 on or before 31 May 2014 (together, the "Revised Consideration Securities") are issued no later than 11 months after the date of the shareholder meeting, being no later than 14 March 2014.</p> <p>1.2 For any annual reporting period during which any of the Revised Consideration Securities have been issued or any of them remain to be issued, the Company's annual report sets out in detail the basis on which the Revised Consideration Securities may be issued</p> <p>1.3. In any half year or quarterly report for a period during which any of the Revised Consideration Securities have been issued or remain to be issued, the Company must include a summary statement of the number of Revised Consideration Securities issued during the reporting period, and the number of Revised Consideration Securities that remain to be issued.</p> <p>1.4. The Notice sets out in detail the milestones which must be satisfied prior to the issue of the Revised Consideration Securities.</p> <p>1.5. The milestones which must be satisfied for the Revised Consideration Securities to be issued are not varied.</p> <p>1.6. The issue of any securities to Mr Mark Johnson with respect to the Acquisition is required to be approved by shareholders pursuant to listing rule 10.1, which approval may be given at the meeting the subject of the Notice.</p> <p>1.7 The Company releases the terms of the waiver to the market immediately.</p>

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<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 7.1 protects a listed entity's security holders against dilution of their voting and economic interests in the listed entity by imposing a limit on the number of equity securities that may be issued by the entity without prior security holder approval. This limit is not applicable if security holders approve the issue of the securities at a general meeting. Listing rule 7.3 sets out the information required to be included in the notice of meeting seeking approval for the issue of the securities. In particular, listing rule 7.3.2 requires the date by which the entity will issue the securities and this date must be no later than 3 months after the date of the meeting, or, for court approved reorganisations of capital, no later than 3 months after the date of the court approval. This rule ensures that an issue of securities that has been approved by security holders is made within a reasonable timeframe following the approval, so that it is less likely that the circumstances in which the issue is made will have changed materially from those prevailing at the time the approval was given.</p> <p><b>Present Application</b>  The Company proposes to acquire the entire issued capital of an unlisted public company, Dateline. Dateline's subsidiary, Matai Holdings (Fiji) Limited, owns exploration and development projects in Fiji. The share capital of Dateline is owned by a related party vendor, Mr Mark Johnson. Pursuant to the Acquisition agreement Mr Mark Johnson is entitled to transfer up to 20% of his shares in Dateline. Mr Mark Johnson intends to transfer a portion of his shares in Dateline to unrelated parties.  The Acquisition is contingent upon the Company electing to participate in two farm-in periods. Part of the Revised Consideration Securities, up to 5,402,063 shares may be issued to unrelated parties by no later than 14 March 2014, a period of 11 months following the date of security holders meeting approving the issue. Where a listed entity has entered into a transaction which calls for the issue of securities as deferred consideration in tranches at future times that necessarily will fall longer than 3 months after the date of a shareholders' meeting, ASX's policy is to permit entities to seek shareholder approval for the issue of all the securities that may be issued under that transaction over the various phases, provided that the milestones to be achieved which trigger the obligation to issue the securities are appropriate to the entity and the transaction in all the circumstances, and adequate information can be given to shareholders about the future issue of securities. This allows the counterparty to the agreement to have commercial certainty about the ability of the entity to issue each tranche of securities as the counterparty performs its obligations, while maintaining the principle that shareholders must give their informed consent to future issues of securities.  As the time frame for the issue of the shares to unrelated parties is known, the maximum number of shares which may be issued to unrelated parties is fixed (and therefore the degree of dilution is known) and the milestones which trigger the payment of the shares are appropriate, it is proposed to grant the waiver.</p>
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<b>Rule Number</b>	7.40
<b>Date</b>	12/07/2013
<b>ASX Code</b>	ALQ
<b>Listed Company</b>	ALS LIMITED
<b>Waiver Number</b>	WLC130205-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants ALS Limited (the "Company"), in connection with the Company undertaking a capital raising of approximately \$242 million by way of an accelerated renounceable pro-rata entitlement offer of its ordinary securities (the "Entitlement Offer"), a waiver from listing rule 7.40 to the extent necessary to permit the record date for the Entitlement Offer not to be 7 business days after the announcement of the Entitlement Offer but in accordance with a timetable submitted by the Company, on condition that the record date for the Entitlement Offer is no earlier than the third business day after the date the trading halt for the Entitlement Offer commences, including that date, provided that the trading halt commences before the open of trading on that day, and all other aspects of the timetable for the Entitlement Offer are acceptable to ASX.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  Listing rule 7.40 prescribes that listed entities must follow mandatory timetables for various corporate actions, including pro rata entitlements issues (Appendix 7A, paragraphs 3 &amp; 4). Compliance with timetables ensures that investors are able to determine their entitlements, trading may take place on a basis where participants in the market have certainty as to whether they will be entitled to participate in the corporate action, and ASX's trading and settlement systems can accommodate the proposed corporate action. This ensures that an orderly market is maintained.</p> <p><b>Present Application</b>  The Company is undertaking an accelerated renounceable entitlement offer, a type of pro rata offer that does not conform to a particular mandatory timetable in the listing rules, has a record date earlier than the sixth business day after announcement of the offer, and which involves the entity's securities being placed in a trading halt at the beginning of the offer. There is no trading of securities on a cum entitlement basis. A waiver from the requirement of giving seven business days' notice of the record date is granted as the imposition of the trading halt and the fact that the entity's securities only trade after the trading halt on an ex entitlement basis means that there is no risk of market confusion about entitlements, and a corporate action may be accommodated by ASX systems.</p>

<b>Rule Number</b>	8.2
<b>Date</b>	9/07/2013
<b>ASX Code</b>	HCS
<b>Listed Company</b>	HYUNDAI CAPITAL SERVICES, INC.
<b>Waiver Number</b>	WLC130209-004
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Hyundai Capital Services, Inc. (the "Issuer") a waiver from listing rule 8.2 to the extent necessary that the Issuer need not provide an issuer sponsored subregister as long as the waiver to listing rule 2.1, condition 3 operates.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  An entity is to provide an issuer sponsored subregister for securities except where listing rule 8.2.1 allows for a certificated subregister. An entity in a jurisdiction where securities cannot be approved under the operating rules of a clearing and settlement (CS) facility must provide an issuer sponsored subregister for CDIs. These arrangements support orderly settlement of securities quoted on the ASX market.</p> <p><b>Present Application</b>  This is a companion waiver to the waiver from listing rule 2.1 condition 3.</p>

<b>Rule Number</b>	8.10
<b>Date</b>	9/07/2013
<b>ASX Code</b>	HCS
<b>Listed Company</b>	HYUNDAI CAPITAL SERVICES, INC.
<b>Waiver Number</b>	WLC130209-005
<b>Decision</b>	1. Based solely on the information provided, ASX Limited ("ASX") grants Hyundai Capital Services, Inc. (the "Issuer") a waiver from listing rule 8.10 to the extent necessary to allow the Issuer to refuse to register the transfer of debt securities from the date that is 8 calendar days before an interest payment date or the maturity date of the Note.
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must not interfere with registration of a transfer document relating to quoted securities, subject to a number of exceptions set out in that rule. This supports the principle that quoted securities should be freely transferable. The rule also inhibits the ability of an issuer to cause disruption to the settlement cycle.</p> <p><b>Present Application</b> The entity is required to close the register of a series of debt instruments from the close of business eight calendar days prior to an interest payment date or the maturity date. This enables the register to be up to date on an interest payment date or maturity date for that series of debt instruments. The waiver is granted as this is a common arrangement for these types of securities.</p>

<b>Rule Number</b>	8.21
<b>Date</b>	9/07/2013
<b>ASX Code</b>	HCS
<b>Listed Company</b>	HYUNDAI CAPITAL SERVICES, INC.
<b>Waiver Number</b>	WLC130209-006
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Hyundai Capital Services, Inc. (the "Issuer") a waiver from listing rule 8.21 to the extent that the Issuer need not do the following.</p> <p>1.1. In respect of transactions that are settled outside of CHESSE, mark transfer forms as required by Appendix 8A.</p> <p>1.2. In respect of transactions that are settled within the Austraclear system, send confirmation of a change of address to a security holder at the holder's old address.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> An entity must comply with Appendix 8A which outlines the time limits for CHESSE requirements in order to maintain an orderly market and support the ASX Settlement Operating Rules. This supports the integrity of the ASX market.</p> <p><b>Present Application</b> Transactions in the entity's securities are settled outside CHESSE. The likely holders of the debt instruments are of an institutional nature and therefore the waiver is granted to the extent that transactions are settled outside CHESSE.</p>

<b>Rule Number</b>	10.11
<b>Date</b>	12/07/2013
<b>ASX Code</b>	ALQ
<b>Listed Company</b>	ALS LIMITED
<b>Waiver Number</b>	WLC130205-004
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants ALS Limited (the "Company"), in connection with the Company undertaking a capital raising of approximately \$242 million by way of an accelerated renounceable pro-rata entitlement offer of its ordinary securities (the "Entitlement Offer"), a waiver from listing rule 10.11 to the extent necessary to permit the Company to conduct the Entitlement Offer without securityholder approval, on condition that the Entitlement Offer complies with the following.</p> <p>1.1. On or before the record date, securityholders who are believed by the Company or the underwriters to the Entitlement Offer to be persons to whom offers of ordinary shares may be made without a prospectus in accordance with Chapter 6D of the Corporations Act (Cth) 2001 ("Institutional Securityholder") may be invited by the Company to subscribe for a number of ordinary shares equal to their pro rata allocation of the Entitlement Offer ("Institutional Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Foreign Excluded Investors").</p> <p>1.2. Entitlements not taken up by Institutional Securityholders under the Institutional Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to investors who have been excluded under listing rule 7.7.1 ("Foreign Excluded Investors") may be offered to other Institutional Securityholders (including such investors who are not securityholders as at the record date) through a bookbuild process conducted and completed on or before the record date (the "Institutional Bookbuild"). The minimum offer price that securities may be offered under the Institutional Bookbuild shall not be less than the price at which they are offered under the Entitlement Offer.</p> <p>1.3. Institutional Securityholders and Foreign Excluded Investors who sell down their holdings before the record date have their pro rata allocations reduced accordingly.</p> <p>1.4. All securityholders, other than securityholders who received an offer in the Institutional Entitlement Offer and Foreign Excluded Investors, are offered a number of ordinary shares equal to their pro rata allocations of the Entitlement Offer ("Retail Entitlement Offer"), unless listing rule 7.7.1 would permit the holder not to be included in the pro rata offer ("Retail Foreign Excluded Investors").</p> <p>1.5. Entitlements not taken up in the Retail Entitlement Offer, and, if the underwriters determine, entitlements which would have been offered to Retail Foreign Excluded Investors, may be offered to Institutional Securityholders (including investors who are not security holders as at the Record Date) through a bookbuild process immediately following the close of the Retail Entitlement Offer (the "Retail Bookbuild"). The minimum offer price that securities may be offered under the Retail Bookbuild shall not be less than the price at which they are offered under the Entitlement Offer.</p> <p>1.6. Ordinary shares are offered under the Institutional Entitlement</p>

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	<p>Offer and Retail Entitlement Offer at the same price.          1.7. Related parties do not participate beyond their pro rata entitlement, unless they do so pursuant to bona fide underwriting arrangements and the terms of the underwriting are included in the offer documents to be sent to all securityholders.</p>
<p><b>Basis For Decision</b></p>	<p><b>Underlying Policy</b>          Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including where securities are issued under a pro rata entitlement offer.</p> <p><b>Present Application</b>          The Company is undertaking an accelerated renounceable entitlement offer. As an equivalent offer is being made to all securityholders and the only difference is the timing of the offer, where a first round offer is made to institutional securityholders and a second round offer is made to retail securityholders, the offer is functionally equivalent to a pro rata entitlements offer. As related parties and their associates are not entitled to participate beyond pro rata allocations, there is no concern that they could be obtaining securities on advantageous terms or increasing their holding to the detriment of other securityholders.</p>

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<b>Rule Number</b>	10.11
<b>Date</b>	9/07/2013
<b>ASX Code</b>	TNG
<b>Listed Company</b>	TNG LIMITED
<b>Waiver Number</b>	WLC130214-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants TNG Limited (the "Company") a waiver from listing rule 10.11 to the extent necessary to permit the Company, without shareholder approval, to issue its related parties one free attaching option for every two shares subscribed for under the share purchase plan announced by the Company on 2 July 2013 (the "SPP"), on the following conditions.</p> <p>1.1. Related parties are offered securities under the SPP on the same terms as other shareholders.</p> <p>1.2. Related parties do not participate in the SPP shortfall.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listed entities are required to obtain the prior approval of security holders for an issue of equity securities to related parties. This rule is directed at preventing related parties from obtaining securities on advantageous terms and increasing their holding proportionate to the holdings of other security holders, without the prior consent of the ordinary security holders. The rule protects ordinary security holders' interests by supplementing the related party provisions of the Corporations Act (and any related party provisions applying to foreign entities under relevant legislation). A number of exceptions from the requirement for prior security holder approval are permitted under listing rule 10.12, including where securities are issued under a securities purchase plan.</p> <p><b>Present Application</b> ASIC Class Order 09/425 ("Class Order") contemplates the issue of not more than \$15,000 worth of shares under a share purchase plan ("SPP") without a prospectus. Exception 8 of listing rule 10.12 exempts related party participation in SPPs from the requirement for prior ordinary security holder approval where the offers do not exceed the maximum amount permitted to be issued to existing security holders without the issue of a disclosure document, in accordance with the relief granted by ASIC in the Class Order. The exception allows this as it is a type of issue that offers participation to all existing security holders in a way that, while not pro rata, is made on equal terms and is considered to be fair to them. The Company is proposing to conduct an SPP and investors who subscribe for shares under the SPP and any SPP shortfall shares will be offered one free attaching option for every two ordinary shares subscribed for ("Attaching Options Offer"). The Company has sufficient capacity pursuant to listing rule 7.1 to make the Attaching Options Offer. The Class Order does not apply to the Attaching Options Offer and the Company will therefore make the Attaching Options Offer pursuant to a transaction specific prospectus prepared in accordance with section 713 of the Corporations Act. While the Attaching Options Offer does not fall within the disclosure relief granted by ASIC in the Class Order, related parties will participate in the SPP and the Attaching Options Offer on the same basis as any other eligible shareholder and are</p>

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not permitted to participate in any SPP shortfall. Related party participation in the SPP and the Attaching Options Offer is therefore consistent with the policy basis of the SPP exception.

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<b>Rule Number</b>	10.11
<b>Date</b>	10/07/2013
<b>ASX Code</b>	WBC
<b>Listed Company</b>	WESTPAC BANKING CORPORATION
<b>Waiver Number</b>	WLC130215-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Westpac Banking Corporation (the "Company") a waiver from listing rule 10.11 to the extent necessary to permit directors of the Company and their associates to participate in a proposed offer of fully paid, redeemable, subordinated, unsecured and registered notes ("Notes") to raise up to \$750 million (the "Offer") and to be issued Notes without shareholder approval, on the following conditions.</p> <p>1.1. The number of Notes which may be issued to directors and their associates collectively is no more than 0.2% of the total number of Notes issued under the Offer.</p> <p>1.2. The participation of the directors and their associates in the Offer is on the same terms and conditions as applicable to other subscribers for Notes.</p> <p>1.3. The Company releases the terms of the waiver to the market when it announces the Offer.</p> <p>1.4. When the Notes are issued, the Company announces to the market the total number of Notes issued to directors and their associates in aggregate.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b> Listing rule 10.11 requires the approval of security holders to issue securities to a related party. This rule is directed at preventing a related party from obtaining securities on advantageous terms and increasing their holding proportionate to other holders. Only unassociated security holders' votes are counted where such approval is sought. This protects security holders' interests by supplementing the related party provisions of the Corporations Act (and whatever related party provisions apply to foreign entities).</p> <p><b>Present Application</b> The Company intends to make a public offer of the Notes which, under certain limited circumstances, are convertible into ordinary shares in the Company in accordance with their terms. Directors of the Company and their associates (who are related parties of the Company) will participate in the public offer on the same terms as unassociated investors. A waiver is granted to permit the directors and their associates to collectively participate in the offer subject to an aggregate cap of no more than 0.2% of the Notes issued. The participation of natural person related parties in a public offer subject to this cap is a de minimis departure from the principle that no equity securities may be issued to a related party without shareholder approval other than under an exception in listing rule 10.12. The terms of the waiver must be disclosed to the market.</p>

<b>Rule Number</b>	10.13.3
<b>Date</b>	5/07/2013
<b>ASX Code</b>	CNO
<b>Listed Company</b>	CONTO RESOURCES LIMITED
<b>Waiver Number</b>	WLC130206-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Conto Resources Limited (the "Company"), in connection with the acquisition of 100% of the issued share capital of Dateline Resources Ltd ("Dateline") (the "Acquisition") and in repayment of various loans by Dateline to Mr Mark Johnson, a waiver from listing rule 10.13.3 to the extent necessary to permit the notice of meeting (the "Notice") seeking shareholder approval for the issue of up to 30,650,000 fully paid ordinary shares in the Company, 500,000 options exercisable at \$0.20 on or before 1 April 2014 and 4,000,000 options exercisable at \$0.20 on or before 31 May 2014 (together, the "Revised Consideration Securities"), not to state that the Revised Consideration Securities will be issued to Mr Mark Johnson and / or Mr Jonathon King (the "Related Parties") within one month of the date of the meeting, subject to the following conditions.</p> <p>1.1 The Revised Consideration Securities are issued no later than 11 months after the date of the meeting, being no later than 14 March 2014.</p> <p>1.2 For any annual reporting period during which any of the Revised Consideration Securities have been issued or any of them remain to be issued, the Company's annual report sets out in detail the basis on which the Revised Consideration Securities may be issued.</p> <p>1.3. In any half year or quarterly report for a period during which any of the Revised Consideration Securities have been issued or remain to be issued, the Company must include a summary statement of the number of Revised Consideration Securities issued during the reporting period, and the number of Revised Consideration Securities that remain to be issued.</p> <p>1.4. The notice of meeting sets out in detail the milestones which must be satisfied prior to the issue of the Revised Consideration Securities.</p> <p>1.5. The milestones which must be satisfied for the Revised Consideration Securities to be issued are not varied.</p> <p>1.6. The issue of any securities to Mr Mark Johnson with respect to the Acquisition is required to be approved by shareholders pursuant to listing rule 10.1, which approval may be given at the meeting the subject of the notice of meeting.</p> <p>1.7 The Company releases the terms of the waiver to the market immediately.</p>

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Basis For Decision	
	<p><b>Underlying Policy</b> The issue of equity securities to related parties requires prior security holder approval, unless an exception in listing rule 10.12 is applicable. A notice of meeting containing a resolution for the approval of an issue of securities to related parties under listing rule 10.11 must include a statement that the securities will be issued within one month of the date of the security holders' meeting. The securities must be issued within a short period of time after the meeting so that the related party allottees do not have an extended period during which they have the option to decide whether or not to take up the issue of equity securities that has been approved. Imposing a short period of time during which to complete the issue also reduces the possibility of there being a material change in the entity's circumstances when the issue takes place from the circumstances obtaining at the time the resolution was approved. This helps to provide a greater degree of certainty to security holders about the likely value of the equity securities when they are issued.</p> <p><b>Present Application</b> The Company proposes to acquire the entire issued capital of an unlisted public company, Dateline. Dateline's subsidiary, Matai Holdings (Fiji) Limited, owns exploration and development projects in Fiji. The share capital of Dateline is owned by a related party vendor, Mr Mark Johnson. Pursuant to the Acquisition agreement Mr Mark Johnson is entitled to transfer up to 20% of his shares in Dateline. Mr Mark Johnson intends to transfer some of his shares in Dateline to Mr Jonathon King, a director and related party of the Company. The Acquisition is contingent upon the Company electing to participate in two farm-in periods. The Revised Consideration Securities are to be issued no later than 14 March 2014, a period of 11 months following the date of security holders meeting approving the issue. The Company will shareholder approval under listing rules 10.1 and 10.11 for the issue of the Revised Consideration Securities. Shareholders of the Company will have the benefit of an expert report which will opine on the fairness and reasonableness of the Acquisition. Shareholders will be given sufficient information to assess whether to approve the Revised Consideration Securities, including the number of securities to be issued and the timeframe. Shareholders will therefore be aware of the maximum dilution they may incur if the Revised Consideration Securities are issued. The waiver is granted on condition that terms of the waiver are released to the market, the Revised Consideration Securities are issued no later 11 months after shareholder approval is received and the Company's reports disclose details of the Revised Consideration Securities issued and remaining to be issued.</p>

<b>Rule Number</b>	10.15A.2
<b>Date</b>	11/07/2013
<b>ASX Code</b>	MWN
<b>Listed Company</b>	MIDWINTER RESOURCES NL
<b>Waiver Number</b>	WLC130210-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Midwinter Resources NL (the "Company") a waiver from listing rule 10.15A.2 to the extent necessary to permit the Company's notice of general meeting (the "Notice"), seeking shareholder approval for the issue of securities to directors under the director and senior manager fee and remuneration sacrifice share plan (the "Share Plan") pursuant to listing rule 10.14, not to state a maximum number of securities that may be acquired by directors, on condition that the Notice contains the method by which the number of securities to be issued will be calculated.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  This rule provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.14 to state the maximum number of securities that are intended to be issued under an employee incentive scheme to each of the relevant persons for whom approval is being sought.</p> <p><b>Present Application</b>  The Company proposes to seek security holder approval for the issue of securities to directors and senior management pursuant to an employee incentive scheme. The maximum number of securities to be acquired under the employee incentive scheme by each of the relevant persons is presently unascertainable as it is based on a formula including a future security price. Each director may elect to participate in the fee and remuneration sacrifice share plan by salary sacrificing up to 30% of their annual directors' fees or executive remuneration. The non-executive directors fees for the relevant period is fixed. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, the inclusion of sufficient information in the notice of meeting about the method for calculating the number of entitlements and/or securities is considered not to offend the policy of the rule in providing certainty to security holders.</p>

<b>Rule Number</b>	10.15A.8
<b>Date</b>	11/07/2013
<b>ASX Code</b>	MWN
<b>Listed Company</b>	MIDWINTER RESOURCES NL
<b>Waiver Number</b>	WLC130210-002
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants Midwinter Resources NL (the "Company") a waiver from listing rule 10.15A.8 to the extent necessary to permit the Company's notice of general meeting, seeking shareholder approval for the issue of securities to directors under the director and senior manager fee and remuneration sacrifice share plan (the "Share Plan") pursuant to listing rule 10.14, to state that the directors in office from time to time may participate in the Share Plan.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  This rule ensures a listed entity's security holders make an informed decision by requiring a notice of meeting containing a resolution in accordance with listing rule 10.14 to state that additional persons who become entitled to participate in the employee incentive scheme after the resolution has been approved, and are not named in the notice, will not participate until approval is given under listing rule 10.14.</p> <p><b>Present Application</b>  The Company proposes to seek security holder approval for the issue of securities to directors and senior management pursuant to an employee incentive scheme. Each director may elect to participate in the fee and remuneration sacrifice share plan by salary sacrificing up to 30% of their annual directors' fees or executive remuneration. All directors in office from time to time will be eligible to participate and senior managers may be invited to participate in the plan by the board from time to time. There is no particular concern that directors may acquire shares on advantageous terms by their being able to participate in the plan in common with other executive directors and non-executive directors.</p>

<b>Rule Number</b>	10.15A.2
<b>Date</b>	5/07/2013
<b>ASX Code</b>	WOR
<b>Listed Company</b>	WORLEYPARSONS LIMITED
<b>Waiver Number</b>	WLC130216-001
<b>Decision</b>	<p>1. Based solely on the information provided, ASX Limited ("ASX") grants WorleyParsons Limited (the "Company") a waiver from listing rule 10.15A.2 to the extent necessary to permit the Company's notice of annual general meeting (the "Notice"), in relation to a resolution seeking shareholder approval pursuant to listing rule 10.14 for the grant of performance rights under the Company's Performance Rights Plan to Mr Andrew Wood, not to state a maximum number of performance rights that may be granted, on condition that the Notice describes the method by which the number of performance rights to be granted will be calculated.</p>
<b>Basis For Decision</b>	<p><b>Underlying Policy</b>  This rule provides certainty to a listed entity's security holders by requiring a notice of meeting containing a resolution in accordance with listing rule 10.14 to state the maximum number of securities that are intended to be issued under an employee incentive scheme to each of the relevant persons for whom approval is being sought.</p> <p><b>Present Application</b>  The Company proposes to seek security holder approval for the issue of securities pursuant to an employee incentive scheme. The maximum number of securities to be issued under the employee incentive scheme to the relevant person is presently unascertainable as it is based on a formula including a future security price. Where the degree of dilution is not expected to be excessive in view of a listed entity's security price and the dollar value of the grant, as is the case here, the inclusion of sufficient information in the notice of meeting about the method for calculating the number of entitlements and/or securities is considered not to offend the policy of the rule in providing certainty to security holders.</p>