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## Introduction

### The Listing Rules

ASX's Listing Rules govern the admission of entities to the \*official list, \*quotation of \*securities, suspension of \*securities from \*quotation and removal of entities from the \*official list. They also govern disclosure and some aspects of a listed entity's conduct.

An entity applying to be admitted to the ASX \*official list signs an agreement to comply with the Listing Rules, as in force from time to time. This applies even if the \*quotation of its \*securities is deferred, suspended or subject to a \*trading halt.

The Listing Rules are enforceable against listed entities and their associates under the Corporations Act (see sections 793C and 1101B).

If an entity does not comply with the Listing Rules, its \*securities may be suspended from \*quotation or it may be removed from the \*official list.

### The principles on which the Listing Rules are based

The Listing Rules serve the interests of listed entities and investors, both of whom have a vital interest in maintaining the reputation and integrity of the ASX market and ensuring that it is internationally competitive and facilitates efficient capital raising.

The principles which underpin the obligations imposed on listed entities by the Listing Rules include:

- An entity should satisfy appropriate minimum standards of quality, size and operations before it is admitted to the \*official list and disclose sufficient information about itself to allow an informed market in its \*securities once they are quoted.
- Sufficient investor interest in an entity's \*securities should be demonstrated before it is admitted to the \*official list and its \*securities are quoted.
- \*Securities should be issued in circumstances, and have rights and obligations attaching to them, that are fair to new and existing \*security holders.
- Timely disclosure should be made of information which may have a material effect on the price or value of an entity's \*securities.
- Financial statements should be produced in accordance with acceptable accounting and auditing standards.
- An entity should disclose information about its corporate governance practices and explain any departure from generally accepted standards of good corporate governance.
- The practices adopted in relation to meetings of \*security holders should allow \*security holders the opportunity to express their views openly to the board and management.
- Certain significant transactions should require \*security holder approval.

In accepting the benefits of access to the ASX market, listed entities and their officers should also recognise that they assume a concomitant responsibility to the market and investors in that market. In addition to complying with their obligations under the Listing Rules, they are expected to comply with the general law and to maintain high standards of corporate integrity and accountability.

### Application of the Listing Rules

The Listing Rules are not intended to be applied in a mechanistic or legalistic way. They are to be interpreted:

- in accordance with their spirit, intention and purpose;
- by looking beyond form to substance; and

- in a way that best promotes the principles on which they are based (see Listing Rule 19.2).

ASX has an absolute discretion concerning the admission of an entity to the +official list and the +quotation of its +securities. ASX also has broad discretions under the Listing Rules whether to require or waive compliance with the Listing Rules in a particular case, to remove an entity from the +official list and to suspend its +securities from +quotation.

In exercising these discretions, ASX takes into account the principles mentioned above on which the Listing Rules are based and the imperative of maintaining the reputation, integrity and efficiency of the ASX market.

ASX recognises that the Listing Rules necessarily cast a wide net. In an appropriate case, ASX may entertain an application for a waiver from compliance with a Listing Rule where:

- the applicant can clearly demonstrate that it will suffer a commercial detriment or other disadvantage if the waiver is not granted;
- ASX is satisfied that granting the waiver is not inconsistent with its statutory obligations as a licensed market operator, the principles on which the Listing Rules are based or the policy underlying the particular rule sought to be waived; and
- ASX is also satisfied that granting the waiver will not adversely affect the reputation, integrity or efficiency of the ASX market.

If ASX decides to grant a waiver, it may do so on conditions. The conditions must be complied with for the waiver to be effective. Waivers are published by ASX periodically and are also advised to +ASIC.

## How to use the Listing Rules

The Listing Rules are divided into chapters. Related topics have been grouped together as far as possible.

Each chapter begins with a table of the contents. It sets out the main headings in the chapter and the rules which come under that heading. Some chapters also have an explanatory note, which helps readers to understand the structure and content of the chapter. At the foot of each page is the date of the last amendment and reprinting of that page.

Defined terms (except 'ASX' and 'entity') are marked with a cross (eg, +security). The cross is not used in headings or notes or when the word is used in the definition of the term itself (eg, the word 'acquire' is not marked in the definition of 'acquire'). The definitions are found in chapter 19. The terms 'ASX' and 'entity' are used often throughout the rules and, for ease of reading, are not marked.

There are 'end notes' to the rules. These include the history and origin of the particular rule and sometimes include other relevant information, such as an example of the operation of the rule. If there is an example, it is for guidance only and does not affect the operation of the rule.

## Guidance Notes

ASX issues Guidance Notes to promote commercial certainty, reduce costs to business and assist market participants. They set out ASX's general approach to a subject. They should not be regarded as a definitive statement of the application of the rules in every case. Nor are they a substitute for a listed entity obtaining its own legal advice on a matter of concern to it.

Amended 11/03/02, 03/05/04, 17/12/10, 01/01/12, 01/05/13, 24/12/15, 19/12/16

**End of Section. Next page is no. 101.**