

Chapter 18

Application of listing rules

Table of Contents

The main headings in this chapter	Rules
Waivers	18.1
Varying and revoking decisions	18.3
Transitional arrangements	18.4
Discretion applying the rules	18.5
Obligations in relation to the rules	18.6
Censure for breach of the rules	18.8A
Change of admission category	18.9

Waivers

Granting waivers

18.1 ASX may at any time waive a listing rule, or part of a rule, unless the rule specifies that ASX will not waive it. It may do so:

- on the application of an entity or of its own accord;
- in relation to a specific entity or class of entities or in relation to all entities generally; and
- on any conditions and, if it does so, the conditions must be complied with for the waiver to be effective.

ASX will publish waivers periodically.

Introduced 01/07/96 Origin: Foreword Amended 01/12/19

Example: ASX may waive a rule of its own accord if an entity applies for waivers of a number of listing rules which ASX is prepared to grant and it becomes apparent that an additional rule should also be waived.

On-going waivers

18.2 If a waiver applied on 30 June 1996, it continues to apply in relation to the equivalent rule in these rules, unless ASX decides otherwise.

Introduced 01/07/96

Varying and revoking decisions

18.3 ASX may at any time vary a decision under these rules in any way, or revoke it. It may do so on the application of the entity or of its own accord. The variation or revocation has effect from the date specified by ASX.

18.3.1 ASX will only vary or revoke a decision with effect from the date on which it notifies the entity of the variation or revocation, unless materially incorrect or incomplete information was given to ASX in support of the decision. In that case, ASX may vary or revoke the decision with effect from the date it was made.

Introduced 01/07/96 Amended 01/12/19

Example: Rules 18.3 and 18.3.1 apply to decisions by ASX to grant a waiver under rule 18.1, to take no action in response to a breach of a listing rule under rule 18.5 and to exercise or not exercise any power or discretion conferred under the listing rules under rule 18.5A.

Transitional arrangements

18.4 ASX may publish transitional arrangements in relation to any new rule. An entity must comply with the transitional arrangements published by ASX.

Introduced 01/07/96

Discretion applying the rules

18.5 ASX may decide to take no action in response to a breach by an entity of a listing rule or a condition imposed under the listing rules. It may do so on any conditions and, if it does so, the entity must comply with the conditions. If ASX takes no action, it is not a waiver of the rule.

Introduced 01/07/96 Amended 01/12/19

18.5A ASX may exercise, or decide not to exercise, any power or discretion conferred under the listing rules in relation to an entity in its absolute discretion. It may do so on any conditions and, if it does so, the entity must comply with the conditions.

Introduced 01/12/19

Obligations in relation to the rules

Complying with the listing rules

18.6 On admission to the *official list, an entity must comply with the listing rules. This applies even if *quotation of the entity's *securities is deferred, suspended or subject to a *trading halt.

Introduced 01/07/96 Origin: Foreword and Appendices 1, 1B, 2

Giving ASX information

18.7 An entity must give ASX any information, document or explanation that ASX:

- (a) asks for to enable ASX to be satisfied that the entity is, and has been, complying with, or will comply with, the listing rules or any conditions or requirements imposed under the listing rules; or
- (b) reasonably requires to perform its obligations as a licensed market operator.

The entity must do so within the time specified by ASX. In the case of paragraph (a) above, ASX may:

- submit, or require the entity to submit, any information, document or explanation given to ASX to the scrutiny of an expert selected by ASX and the entity must pay for the expert; and/or
- require the information, document or explanation to be verified under oath.

Introduced 01/07/96 Origin: Preamble to Section 3A Amended 01/07/00, 01/12/19

Release of correspondence between ASX and entity

18.7A ASX may release to the market correspondence between it and an entity if ASX has reserved the right to do so and considers that it is necessary for an informed market.

Introduced 01/01/03, 01/12/19

Note: ASX does not generally release to the market correspondence between it and an entity except for the following.

- A price query issued by ASX and the entity's response.
- A query issued by ASX in respect of compliance with a listing rule, and the entity's response, if the response includes information not previously released to the market.

ASX will tell the entity at the outset if the correspondence will be, or may be, released to the market and will give the entity the opportunity to respond in a form that is suitable for release to the market. If an entity believes that information it gives ASX comes within the exception to listing rule 3.1 in listing rule 3.1A, the entity should raise this issue with ASX at the time the information is given to ASX.

Cross-reference: Listing rules 3.1, 3.1A, 3.1B, 15.6, 18.7; Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*.

Complying with ASX requirements

18.8 ASX may require an entity to do or refrain from doing any act or thing that, in ASX's opinion, is necessary to ensure or facilitate compliance with the listing rules, including (without limitation):

- (a) to give specified information to ASX for release to the market;
- (b) to update, correct or retract information previously released to the market;
- (c) not to enter into or perform an agreement or transaction that would breach the listing rules;
- (d) to cancel or reverse an agreement or transaction entered into in breach of the listing rules;
- (e) to seek the approval of the holders of its ordinary *securities to an agreement or transaction required under the listing rules;
- (f) to include specified information in a notice of meeting proposing a resolution under the listing rules;
- (g) to update, correct or retract any information in a notice of meeting proposing a resolution under the listing rules;
- (h) to impose a *holding lock on specified *securities;
- (i) to enforce a provision in its constitution required under the listing rules;
- (j) to enforce a provision in a deed or any other legal document required to be entered into by the entity under the listing rules;
- (k) to introduce or update a policy or process to comply with the listing rules;
- (l) to engage an independent expert to review its policies and processes to comply with the listing rules and to release to the market the findings of, and any changes the entity proposes to make to its compliance policies and processes in response to, the review; and
- (m) to cause specified officers or employees to undertake a compliance education program in relation to the listing rules,

and the entity must comply with that requirement.

Introduced 01/07/96 Amended 01/12/19

Note: The reference in this rule to ensuring or facilitating compliance with the listing rules includes ensuring or facilitating compliance with the spirit, intention and purpose of the listing rules (rule 19.2).

In deciding whether or not to impose a requirement under (c) or (d) above, ASX will have due regard to the impact that such a requirement may have on innocent third parties (noting that ASX does not regard a person who enters into an agreement or transaction with a listed entity where they know, or ought to know, that the agreement or transaction is a breach of the listing rules, or will be a breach of the listing rules if security holder approval is not obtained, to be an innocent third party for these purposes).

Censure for breach of the rules

- 18.8A Without limiting any other powers ASX may exercise under these rules in relation to the breach, if ASX considers that an entity has breached the listing rules or a condition or requirement imposed under the listing rules and that it is appropriate to do so, ASX may formally censure the entity and release the censure and the reasons for it to the market.

Introduced 01/12/19

Note: ASX will generally only exercise its power of censure against an entity where it considers the entity's breach of the listing rules to be egregious and after first providing the entity with an opportunity to comment on the proposed terms of the censure.

Change of admission category

- 18.9 ASX may at any time change an entity's admission category to another category. It may do so on the request of the entity or of its own accord. ASX is not required to act on the entity's request, or may require conditions to be satisfied before it will act on the request. Following advice of the change, the entity must comply with the listing rules applicable to an entity in the new category.

Introduced 01/07/96 Origin: Listing Rule 1B(6)

Example: ASX may require an ASX Debt Listing to comply with the requirements of chapters 1 and 2 for general admission if the entity seeks quotation of equity securities.

18.9.1 [Deleted]

Introduced 01/06/02 Deleted 24/10/05

18.9.2 [Deleted]

Introduced 01/06/02 Deleted 24/10/05

18.10 [Deleted]

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18.11 [Deleted]

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