



MEMO

To: Board of Directors
From: Company Secretary
Subject: **ANNUAL REPORTS: ADDITIONAL INFORMATION**

A company listed on the ASX is required under Listing Rule 4.10 to include in its Annual Report to shareholders certain information in addition to the statutory audited annual financial statements and reports, usually shown under the heading “Additional ASX Information”.

Business ‘best practice’ is that all companies [unlisted public and other companies that are required to produce an Annual Report] should include similar/relevant information in the interests of good governance and full disclosure to shareholders and other stakeholders.

The required “Additional ASX Information” to be included in the Annual Report, which must be current at a date specified therein that is no more than 6 weeks before the Annual Report is sent to shareholders, is (with relevant L/R references*):

4.10.3 A statement disclosing the extent to which the company has followed the best practice recommendations set by the ASX Corporate Governance Council during the reporting period. If the company has not followed all of the recommendations the company must identify those recommendations that have not been followed and give reasons for not following them. If a recommendation had been followed for only part of the period, the company must state the period during which it had been followed.

4.10.4 The names of substantial holders in the company, and the number of equity securities to which each substantial holder and the substantial holder’s associates have a relevant interest, as disclosed in substantial holding notices given to the company as required by section 671B of the Corporations Act. If a substantial holding notice discloses that related bodies corporate have the same relevant interest in the same number of equity securities, the annual report need only include the name of the holding company. Note: The relevant interpretation of “associate” for the purposes of this rule is the interpretation in section 12 of the Corporations Act.

4.10.5 The number of holders of each class of equity securities (*shares, options, etc*).

4.10.6 The voting rights attaching to each class of equity securities.



4.10.7 A distribution schedule of the number of holders in each class of equity securities, in the categories:

- 1 - 1,000
- 1,001 - 5,000
- 5,001, - 10,000
- 10,001 - 100,000
- 100,001 - and over.

4.10.8 The number of holders holding less than a marketable parcel of the company's main class of securities, based on the market price at the specified date.

4.10.9 The names of the 20 largest holders of each class of quoted equity securities, the number of equity securities each holds and the percentage of capital each holds.

4.10.10 The name of the Company Secretary.

4.10.11 The address and telephone number of the company's registered office in Australia; and of its principal administrative office, if the two are different.

4.10.12 The address and telephone number of each office at which a register of securities, register of depositary receipts or other facilities for registration of transfers is kept.

4.10.13 A list of other stock exchanges on which any of the company's securities are quoted.

4.10.14 The number and class of restricted securities or securities subject to voluntary escrow that are on issue, and the date that the escrow period ends. Note: In the case of securities which are subject to voluntary escrow, it is incumbent on the company to make arrangements with the allottees of the securities that will enable it to comply with this rule. Securities issued under an employee incentive scheme that have restrictions on their transfer under the terms of the scheme are not regarded as being subject to voluntary escrow.

4.10.15 If the company is a mining exploration company, a list of its interests in mining tenements, where the tenements are situated and the percentage interest it holds in each.

4.10.16 For each class of unquoted equity securities, the number of equity securities that are on issue and the number of holders. In addition, if a person holds 20% or more of the equity securities in an unquoted class, the name of the holder and number of equity securities held, unless the securities were issued or acquired under an employee incentive scheme.

4.10.17 A review of operations and activities for the reporting period. Note: Based on section 299 of the Corporations Act. ASX does not require the review of operations and activities to follow any particular format. Nor does ASX specify its contents. However, ASX supports the 'Group of 100 Incorporated' publication 'Guide to the Review of Operations and Financial Condition'.



4.10.18 Whether there is a current on-market buy-back. Note: There is a current on-market buy-back if an Appendix 3C has been given to the ASX for an on-market buy-back and no Appendix 3F has been given to ASX for that buy-back.

4.10.19 In its first two annual reports after admission (or in the case of a company that has been required to comply with listing rule 1.3.2(b) because of the application of listing rule 11.1.3, in the first two annual reports after the reinstatement of the company's securities to quotation following compliance with listing rule 11.1.3), a statement about whether the company used the cash and assets in a form readily convertible to cash that it had at the time of admission in a way consistent with its business objectives. If the use was not consistent, an explanation of how the cash and assets were used. The statement in the first annual report must be for the time between admission (or reinstatement to quotation) and the end of the reporting period. The statement in the second annual report must be for the whole of the reporting period. This rule applies to a company admitted under rule 1.3.2(b) and a company required to comply with listing rule 1.3.2(b) because of the application of listing rule 11.1.3.

4.10.20 If the company is an investment company, each of the following:

- (a) A list of all investments held by it and its subsidiaries.
- (b) The total number of transactions in securities during the reporting period, together with the total brokerage paid or accrued during that period.
- (c) The total management fees paid or accrued during the reporting period, together with a summary of any management agreement.

4.10.21 A summary of any issues of securities approved for the purposes of Item 7 of section 611 of the Corporations Act (ie, a takeover) which have not yet been completed.

* Note: missing sequential rule numbers, starting from L/R 4.10.1, no longer apply

DISCLAIMER

The comments in this memo reflect some commercial aspects and observations on the matter experienced or observed by the writer in practice as he understands them. The information is given as a guide only and does not represent a definitive or legal view of any of the issues raised, covered or referred to and the reader is urged to seek his own professional advice on all aspects of, or pertaining to, this and any related matter.