

## Chapter 12: Interpretation of Exchange Listing Rules

### OVERVIEW

This chapter sets out how the Exchange Listing Rules are to be interpreted and applied.

#### Compliance with Listing Rule Principles

- 12.1 The Listing Rules are based upon the principles set out in the Introduction.
- 12.2 An entity must comply with the spirit, intention and purpose of the Listing Rules having particular regard to the principles upon which they are based.

#### Corporations Act Terms

- 12.3 Terms that are specifically defined in the Corporation Law and which are not defined in the Listing Rules have the same meaning when used in the Listing Rules.

#### Modifications

- 12.4 A reference to a law or rule is a reference to the law or rule as amended, re-enacted or modified by administrative action.

#### Content of the Rules

- 12.5 The Listing Rules do not include the table of contents, overviews, explanatory notes, history notes, examples, the index or guidance notes.

#### Home Exchange

- 12.6 The Exchange is the home exchange for all entities for the purposes of the Corporations Act.

#### Trusts

- 12.7 Where an entity is a trust, any reference in these Listing Rules to a director or directors or an entity making any statement or doing any thing includes a reference to a director or directors of the responsible entity or management company of the trust doing so.
- 12.8 Where an entity is a trust, any reference in these Listing Rules to the entity doing some thing includes a reference to the responsible entity or management company and trustee doing that thing on behalf of the trust.
- 12.9 Where an entity is a trust any reference to a director of the entity includes a reference to a director of the responsible entity or management company.
- 12.10 If a listing rule imposes an obligation on a trust, then the responsible entity or management company and trustee of the trust have an obligation to ensure the trust complies with the listing rule.

## Definitions

In these Listing Rules, unless the context otherwise requires:

acquire	includes indirectly acquiring;
announcements office	means the office the Exchange designates as the announcements office;
annual report	includes financial documents;
ASIC	means the Australian Securities and Investments Commission;
bonus issue	means a pro rata issue of securities to holders of ordinary securities for no consideration;
books closing date	means 5.00pm on the date specified by an entity for lodging transfers of securities for the purpose of determining entitlements in relation to those securities;
business day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that the Exchange declares is not a business day;
child entity	has the meaning given to that term in s243D of the Corporation Law;
class	means securities that have the same rights and obligations attaching to them (ignoring any differences relating to restricted securities);
controller	means a person who, in the opinion of the Exchange, has a substantial interest in the equity of a holder of, or a substantial economic interest in, restricted securities and each intermediate entity through which that interest occurs;
convertible securities	means securities that are convertible into equity securities;
Corporations Act	means the Corporations Act and Corporations Regulations as amended from time to time;
debt security	means an unsecured note, a debenture and any other security classified by the Exchange as a debt security;
despatch date	means the date set in a listing rule or by the Exchange for securities to be issued and certificates to be sent to security holders;
dividend or distribution plan	means any plan under which security holders can accept securities in lieu of a dividend, distribution or interest payment;

employee incentive scheme	means a scheme under which securities of an entity are issued or acquired and held by, or for the benefit of, employees or non executive directors of the entity or a related entity or any other scheme the Exchange decides is such a scheme;
entity	means an entity that has applied for admission to, or is admitted to, the Official List;
equity security	includes a share, a unit, an option, a right to a share, unit or option, a convertible security and any other security the Exchange classifies as an equity security;
escrow period	means, in relation to securities that are subject to a restriction agreement, the escrow period set out in the restriction agreement;
Exchange	SIM Venture Securities Exchange Limited (and includes, where applicable, the markets operated by the Exchange);
financial statements	means the documents an entity is required to lodge with ASIC under the accounts provisions of the Corporations Act;
listings office	means the office the Exchange designates as the listings office;
main class	means ordinary securities of the entity (or the class of securities designated by if ordinary securities are not to be quoted);
major asset	in relation to an entity means an asset that is significant in terms of the overall operations of the entity;
managed investment scheme	means a registered managed investment scheme under the Corporations Act;
market	means the Exchange market conducted in accordance with the business rules;
market price	means the closing price on the Exchange trading system;
marketable parcel	means a parcel of securities worth not less than \$500 on the basis of the closing price on the Exchange trading system if quoted or the price paid when the securities were issued if unquoted;
official list	means the Exchange's list of entities that have been admitted and not removed from listing;
ordinary securities	means ordinary shares or ordinary units (or the class of securities designated by the Exchange if the entity does not have ordinary shares or ordinary units);
person	includes an individual, body corporate or other entity;
pro rata issue	means an issue offered to all holders of securities in a class on a pro rata basis;
quotation	means official quotation by the Exchange;

related party	<p>(a) has the meaning in section 243F of the Corporations Act, in relation to a body corporate;</p> <p>(b) means the management company, trustee and their related parties within the meaning of section 243F of the Corporations Act, in relation to a trust which is not a registered managed investment scheme;</p> <p>(c) means a related party under section 243F of the Corporations Act, as modified by section 601LA of the Corporations Act, in relation to a trust which is a registered managed investment scheme;</p>
restricted securities	<p>means securities that in the opinion of the Exchange should be treated as restricted securities;</p> <p><i>Note: The Exchange has issued a Guidance Note on restricted securities.</i></p>
scheme of arrangement	means a scheme of arrangement under the Corporations Act;
security	has the meaning given to that term in s92 of the old Corporations Act, as defined in s1410 of the Act, and includes agreements of a kind to which s92A of the old Corporations Act applied immediately before FSR commencement (or would have applied after the FSR commencement if that section, and any associated provisions, had continued to have effect);
transaction	means a transaction or trade that results from the process of matching bids and offers on the trading system;
takeover	means a takeover offer or a takeover announcement;
takeover announcement	means a takeover announcement under the Corporations Act;
takeover offer	means a takeover offer under the Corporations Act;
trading system	means the Exchange's automated securities trading system;
trading halt	means an interruption to trading in an entity's securities at the request of the entity;
termination benefits	means payments, property and other benefits that are receivable on a termination of employment, office or engagement;
underlying securities	means the securities that will be issued if an option is exercised or a convertible debt security is converted;
unit	means a unit in a trust;
undertaking	includes assets or businesses;
voting exclusion statement	means a statement of the type referred to in rule 11.23.