

2. DEFINITIONS

2.1 The following terms have the meaning set out below, unless the context requires otherwise:

Term	Meaning
accounting reference date	in respect of an applicant or listee , means the last day in the financial year (within the meaning of the Act) in respect of which its financial statements are prepared.
acquire	to acquire or agree to acquire directly or through another person by any means, including (but not limited to) the following: (a) granting or exercising an option; (b) enforcing collateral and taking an asset; or (c) acquiring part of an asset.
Act	the <i>Corporations Act 2001</i> (Cth)
annual report	includes financial statements .
applicant	an entity or person seeking admission to the official list of APX as a listee .
approved settlement facility	the meaning given to it in the Business Rules .
APX	Asia Pacific Exchange Limited (ABN 19 080 399 220), a company incorporated in Australia.
APX Announcements Office	the office designated by APX as such.
APX decision	the meaning given to it in Rule 24.1 .
APX enforcement determination	the meaning given to it in Rule 24.1 .
APX market	a market for securities and managed investment products operated by APX .
APX Business Rule Procedures	the APX Business Rule Procedures, as published by APX from time to time.
APX website	the website established by APX for the communication and dissemination of information regarding its market: www.apx.com.au
ASF Operating Rules	the operating rules, procedures, practices, directions, decisions and requirements of an approved settlement facility
ASF security	listed securities which are approved for settlement by an approved settlement facility in accordance with the ASF Operating Rules
ASIC	Australian Securities and Investments Commission.

Term	Meaning
auditor	the same meaning as "registered company auditor" in section 9 of the Act .
Australian Accounting Standards	the same meaning as "accounting standards" in section 9 of the Act .
Australian Auditing Standards	the same meaning as "auditing standards" in section 9 of the Act ."
aware	a listee becomes aware of information if a director or executive officer of the listee has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as a director or executive officer of that listee .
bank	an authorised deposit-taking institution other than a foreign ADI within the meaning of the <i>Banking Act 1959 (Cth)</i> .
bidder	(a) in relation to a takeover bid , the same meaning as in section 9 of the Act and, in respect of an listee incorporated or established outside Australia, the equivalent entity; and (b) in relation to a foreign takeover or a scheme of arrangement , the entity or entities which, in the opinion of APX , is or are in a similar position to a bidder under a takeover bid .
bid class	(a) in relation to a takeover bid , the same meaning as in section 9 of the Act ; and (b) in relation to a foreign takeover or a scheme of arrangement , the class of securities to which the securities being bid for belong.
board	in respect of a listee : (a) if the listee is a corporation – the board of directors of the listee ; and (b) if the listee is a managed investment scheme – the board of the responsible entity .
bonus issue	a pro rata issue of securities to holders of securities for which no consideration is payable by them.
bonus securities	securities issued under a pro rata issue of securities to holders of ordinary securities for which no consideration is payable by them.
business day	a day that is not a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that APX declares to be an exception.
Business Rules	the business rules of APX .
class	securities are in the same class only if the same rights and obligations attach to them.

Term	Meaning
constitution	the meaning given in section 9 of the Act .
controlled entity	<p>(a) in relation to a body corporate, each of the following:</p> <p>(i) an entity which is controlled by the body corporate within the meaning of section 50AA of the Act.</p> <p>(ii) an entity which is a subsidiary of the body corporate within the meaning of section 46 of the Act.</p> <p>(b) in relation to a managed investment scheme, an entity that is a controlled entity of the responsible entity under paragraph (a).</p>
controller	a person who, in APX's opinion, has a substantial interest in the equity of the holder of, or a substantial economic interest in, restricted securities ; and each intermediate entity through which that interest occurs.
convertible	includes exercisable.
convertible securities	securities which are convertible by the holder, otherwise automatically by their terms of issue, into equity securities and includes options.
convertible fixed interest securities	fixed interest securities which are convertible securities .
corporate action	action taken by a listee of securities for the purpose of giving an entitlement to security holders of a class of securities.
depository interests	a unit of beneficial ownership of a listed security registered in the name of a nominee approved by APX and held by the nominee on terms approved by APX .
director's statement	a declaration by/in respect of a director in the form specified in Appendix 18-1 .
dispose	<p>to dispose or agree to dispose directly or through another person by any means, including the following:</p> <p>(a) granting or exercising an option;</p> <p>(b) using an asset as collateral;</p> <p>(c) decreasing an economic interest; and</p> <p>(d) disposing of part of an asset.</p>
dividend or distribution plan	any plan which gives holders of securities the opportunity to accept securities in place of dividend, distribution or interest payments (either partly or wholly).
employee incentive scheme	(a) a scheme for the issue or acquisition of equity securities in the listee to be held by, or for the benefit of, participating employees or directors of the listee or a related party ; or

Term	Meaning
	(b) a scheme which, in APX's opinion, is an employee incentive scheme.
entitlement	<p>(a) property (other than securities) or money transferred or paid to a person because they are the holder of a security; or</p> <p>(b) the right that a person has because they are or were the holder of a security includes (without limitation):</p> <ul style="list-style-type: none"> (i) a right to be paid an amount or issued with additional securities; (ii) a right that arises out of a reduction in share capital, a scheme of arrangement or compromise or a takeover bid; (iii) bonus issues; (iv) dividend, interest and trust distribution payments; (v) priority issues; and (vi) offers under an equal access scheme <p>and includes a reference to a right, whether existing or future, and whether contingent or not.</p>
equity interests	the sum of paid up capital, reserves, and accumulated profits or losses, disregarding redeemable preference share capital and outside equity interests, as shown in the consolidated financial statements .
equity security	<p>(a) a share (other than a share which is a fixed interest security) in a body;</p> <p>(b) an interest (other than an interest which is a fixed interest security) in a managed investment scheme;</p> <p>(c) a legal or equitable right or interest in a security covered by paragraph (a) or (b);</p> <p>(d) an option to acquire, by way of issue, a security covered by paragraph (a) or (b);</p> <p>(e) a financial product which is convertible into a security covered by paragraph (a) or (b); and</p> <p>(f) any security that APX classifies as an equity security,</p> <p>but does not include a security which APX classifies as a fixed interest security.</p>
ex rights	(a) securities quoted ex rights on a business day prescribed by APX ; and

Term	Meaning
	(b) designated as " XR " on the trading system .
family company	in respect of a person, a corporation: (a) controlled by the person or the immediate family of the person; or (b) in respect of which the person is beneficially entitled to more than 50% of the issued capital.
family trust	in respect of a person, a trust in which: (a) the person or the immediate family of the person is the sole or majority beneficiary; or (b) the person has the ability to remove the trustee of the trust and replace that trustee with their own nominee.
Fee Schedule	the list of fees payable to APX under these Rules , published by APX from time to time and set out on the APX website .
financial services licence	the meaning given to it in section 761A of the Act .
financial services licensee	the holder of a financial services licence .
financial statements	(a) balance sheet; (b) profit and loss statement; (c) statement of cash flows; (d) notes to the balance sheet, profit and loss statement, and statement of cash flows required by any law, regulation, rule or accounting standard; (e) disclosures in relation to the balance sheet, profit and loss statement, and statement of cash flows required by any law, regulation, rule or accounting standard; (f) if the persons is required to comply with sections 295 and 303 of the Act , the documents referred to in sections 295(1)(a) and (b) and 303(1)(a) and (b) of the Act ; and (g) any other information necessary to give a true and fair view of the financial position and performance of the entity required by any law, regulation, rule or accounting standard.
fixed interest security	(a) a redeemable preference share in a body which has a fixed and certain date for redemption; (b) a debenture of a body; (c) an interest in a managed investment scheme which only invests in mortgages, cash and/or fixed interest securities covered by paragraphs (a) or (b); or (d) any security which is determined by APX to be a fixed

Term	Meaning
	interest security , but does not include financial products determined by APX to be equity securities .
fixed interest issuance program	issue of fixed interest securities where only part of the maximum principal amount or aggregate number of securities under the issue is issued initially and a further tranche or tranches may be issued subsequently.
foreign exempt listing	the listing of an entity in accordance with Chapter 4 .
foreign takeover	in respect of a listee incorporated or established outside Australia, an offer to acquire equity securities in the listee which: <ul style="list-style-type: none"> (a) would, if the listee was incorporated under the Act, be required to be made in accordance with section 606 of the Act; and (b) complies with the relevant legislation in the jurisdiction of incorporation or establishment of the listee.
group	an entity and its controlled entities .
immediate family	in relation to a person means the person's spouse and children under the age of 18 years.
information memorandum	a document approved by APX as an information memorandum pursuant to Rule 4.23 .
International Financial Reporting Standards	guidelines and rules set by the International Accounting Standards Board.
listed securities	securities of a listee quoted for trading on APX and, except where the context requires otherwise, includes securities the quotation of which has been suspended, or which are the subject of a trading halt, under Chapter 14 .
listee	an entity that has been admitted to the official list of APX .
listee's securities	quoted securities of a listee and, except where the context requires otherwise, includes securities of the listee the quotation of which has been suspended, or which are the subject of a trading halt, under Chapter 14 .
listee sponsored sub-register	the part of the register of a Listee for its securities administered by the listee and not an approved settlement facility
listing particulars	the meaning given to it in Rule 4.37 .
Listing Rule Procedures	the Listing Rule Procedures of APX published by APX under such name and as may be amended from time.
main class	In relation to a listee , the class of securities of that listee so designated by APX .
managed investment products	the meaning given to it under Chapter 7 of the Act .

Term	Meaning
managed investment scheme	a "registered scheme" as defined in section 9 of the Act .
management company	in relation to a managed investment scheme , the company responsible for the management and operation of the managed investment scheme .
market capitalisation	In relation to a listee , the number of securities in the main class of that listee on issue multiplied by the price decided by APX .
minimum parcel	a parcel of listed securities of less than \$500 where the figure is calculated by the number of securities multiplied by the market price for the security .
market price	in respect of a listed security , the most recent sale price of that security displayed as at the close of trading on a business day by the trading system .
offer period	<p>(a) in relation to a takeover bid, has the same meaning given in section 9 of the Act; and</p> <p>(b) in relation to a foreign takeover, means the period from the date an announcement of intention to make the foreign takeover is first received by APX until the date on which the foreign takeover is effected; and.</p> <p>(c) in relation to a scheme of arrangement, means the period from the date an announcement of intention to propose a scheme of arrangement is first received by APX until the date on which the scheme of arrangement is effected.</p>
official list	the official list of APX .
ordinary resolution	a resolution passed by a majority of the votes cast by holders of the relevant securities entitled to vote on the resolution at the meeting in person or by proxy (if proxies are allowed).
ordinary securities	ordinary shares or ordinary units or if a listee does not have ordinary shares or ordinary units , the class of securities designated by APX as ordinary securities .
overseas home exchange	in respect of a listee means: <p>(a) the exchange of a listee's primary listing; or</p> <p>(b) if the listee is not required to comply with the rules of that exchange as a domestic entity, the exchange designated by APX.</p>
partly paid security	securities for which the holder may be liable to pay a call or instalment in accordance with the terms of issue and for which an amount remains unpaid, but does not include a security issued by a no liability company.
preference securities	securities which are given preference to ordinary securities .

Term	Meaning
pro rata issue	an issue which has been offered to all holders of securities in a class on a pro rata basis.
quotation	the meaning given in section 9 of the Act .
recognised overseas exchange	<p>an exchange approved by APX, in its discretion. APX may approve and recognise an overseas exchange if it:</p> <p>(a) is a member of the World Federation of Exchanges; and</p> <p>(b) has listing and operational rules or their equivalents comparable to that of APX as assessed by APX.</p>
recognised trustee	means any trustee or custodian approved as a recognised trustee by APX for the purposes of these Rules .
record date	<p>(a) in relation to ASF securities – the meaning given in the settlement rules of the approved settlement facility;</p> <p>(b) in relation to securities that are not ASF securities – 5.00pm on the date the listee specifies for lodging transfers of those securities for the purpose of identifying the persons who are entitled to dividends, interest, new securities, rights to priority of applications for issues of securities, or any other entitlement;</p> <p>(c) in relation to securities of different classes, if the class includes ASF securities and securities that are not ASF securities – the time and day agreed by APX.</p>
registered office	<p>(a) the registered office of the listee; or</p> <p>(b) if the listee is a managed investment scheme, the registered office of:</p> <p>(i) the management company; or</p> <p>(ii) responsible entity of the managed investment scheme,</p> <p>as nominated by the responsible entity.</p>
related party	<p>(a) in relation to a body corporate, the meaning given in section 228 of the Act;</p> <p>(b) in relation to a managed investment scheme:</p> <p>(i) the responsible entity;</p> <p>(i) a related party of the responsible entity under section 228 of the Act, as modified by section 601LA of the Act;</p> <p>(c) in relation to a person:</p> <p>(i) immediate family;</p>

Term	Meaning
	<ul style="list-style-type: none"> (ii) a family company; or (iii) the trustee of a family trust of the person; (iv) a person who acts in concert with anyone referred to above.
responsible entity	in respect of a managed investment scheme , the meaning given in section 9 of the Act .
restricted securities	<ul style="list-style-type: none"> (a) securities issued in the circumstances set out in Appendix 21-2; and (b) securities that, in APX's opinion, should be treated as restricted securities.
restriction agreement	an agreement in the form set out in Appendix 21-1 .
Review Panel	a Review Panel established under Chapter 24 .
scheme of arrangement	<ul style="list-style-type: none"> (a) a scheme of arrangement under Part 5.1 of the Act between a company and its members; and (b) in respect of a listee incorporated or established outside Australia, any similar form of arrangement under the law of the jurisdiction of incorporation or establishment which has, in the opinion of APX, a similar result to a scheme of arrangement under Part 5.1 of the Act between a company and its members or a takeover bid.
security	a security or managed investment product (both as defined in section 761A the Act) admitted or to be admitted to the official list of APX .
security holder	holder of securities in a listee .
security offer document	a disclosure document or product disclosure statement (as those terms are defined in the Act)
significant asset	<p>an asset is significant if its value, or the value of the consideration for it is, or in APX's opinion is, 5% or more of the equity interests of the listee (on a consolidated basis) as set out in the latest financial statements given to APX under these Rules.</p> <p>In calculating the value, each of the following rules applies:</p> <ul style="list-style-type: none"> (a) intangibles are to be included; (b) provisions for depreciation and amortisation are to be deducted; (c) liabilities acquired as part of an acquisition are not to be deducted; (d) separate transactions are to be aggregated if, in APX's opinion, they form part of the same commercial transaction.

Term	Meaning
sponsor	a person or corporation entered on APX's register of sponsors under Rule 3.12 .
substantial holder	<p>(a) in relation to a company or managed investment scheme, a person who holds a substantial holding for the purposes of section 671B of the Act.</p> <p>(b) in relation to a trust which is not a registered managed investment scheme, a person who would be a substantial holder under section 671B of the Act if references to interests in the scheme in the Act were reference to units.</p> <p>(c) in relation to a foreign company, a person who would have a substantial holding for the purposes of section 671B of the Act if references to a company in the Act were references to the foreign company.</p>
takeover	<p>(a) a takeover bid;</p> <p>(b) a foreign takeover; and</p> <p>(c) a scheme of arrangement.</p>
takeover bid	the meaning given to it in section 9 of the Act
tap issues	issues of fixed interest securities in respect of which the subscription may continue or further tranches may be issued after a listee has been admitted to the official list .
target	<p>(a) in relation to a takeover bid, the same meaning as in section 9 of the Act;</p> <p>(b) in relation to a foreign takeover, the listee that is the subject of the takeover.</p>
termination benefit	a benefit as defined in Part 2D.2 of the Act .
trading halt	an interruption to trading in respect of listed securities which are not subject to a suspension from quotation .
trading system	APX's computer system and associated network operated in providing a market for the trading of securities .
underlying securities	<p>(a) in relation to an option over unissued securities, securities in the same class as those which would be issued if the option is exercised; and</p> <p>(b) in relation to a convertible fixed interest security, securities in the same class as those which will be issued if the convertible fixed interest security is converted.</p>
unit	in respect of a managed investment scheme , a unit in the managed investment scheme .
unproven asset	(a) an interest in intangible property that is substantially

Term	Meaning
	<p>speculative or unproven, or has not been profitably exploited for at least 3 years, and which the listee is entitled to develop, manufacture, market or distribute;</p> <p>(b) an interest in an asset which, in APX's opinion, cannot readily be valued; or</p> <p>(c) an interest in an entity the substantial proportion of whose assets (held directly, or through a controlled entity) is property of the type referred to in paragraphs (a) and (b).</p>
voting restriction statement	a statement referred to in Rule 19.6 .