

Ivanhoe Australia Limited: Revised Share Trading Policy

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MELBOURNE, AUSTRALIA -- (Marketwire - Feb. 10, 2013) - [Ivanhoe Australia Limited](#) (TSX:IVA) (ASX:IVA)

As part of a regular review of governance documentation, the Company's Share Trading Policy has been amended and is attached.

By Order of the Board

Annabelle Brooks.

This information is available on our website: www.ivanhoeaustralia.com.

Share trading policy

[Ivanhoe Australia Limited](#) ACN 107 689 878 (Company)

Share trading policy

1. Introduction

1.1 Securities of the Company are quoted on ASX and TSX.

1.2 This policy outlines:

- (a) when directors, senior management and other employees may deal in Company Securities;
- (b) when directors, senior management and other employees may deal in listed securities of another entity (because they may obtain inside information about another entity's securities while performing their duties for the Group); and
- (c) procedures to reduce the risk of insider trading.

2. Defined terms

In this policy:

Approving Officer means:

- (a) for an Employee, the Company Secretary; and
- (b) for a Designated Officer, the Managing Director or the Company Secretary.

ASX means ASX Limited.

Board means the board of directors of the Company.

Business Day means a day which is not a Saturday, Sunday or a bank public holiday in the state of Victoria

Company Securities includes shares in the Company or a Group member, options (warrants) over those shares, derivatives and any other financial products of the Group traded on ASX or TSX.

Designated Officer means a director or person engaged in the management (Level 4 employee or above) of the Group, whether as an employee or consultant.

Employee means an employee of the Group, [including both full time and part time employees] [but

excluding casual employees and contractors] and excluding any person who is a Designated Officer.

Group means the Company and each of its controlled entities.

Restricted Person means an Employee or a Designated Officer.

TSX means Toronto Stock Exchange.

3. Insider trading

3.1 If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is likely to be illegal for the person to:

(a) deal in the securities;

(b) procure another person to deal in the securities; or

(c) give the information to another person who the person knows, or ought reasonably to know, is likely to:

(i) deal in the securities; or

(ii) procure someone else to deal in the securities.

3.2 Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both. A company may also be liable if an employee or director engages in insider trading.

3.3 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

4. What is inside information?

4.1 Inside information is information that:

(a) is not generally available; and

(b) if it were generally available, would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant securities.

4.2 Information is generally available if it:

(a) is readily observable;

(b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or

(c) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 4.2(a) or 4.2(b).

5. What is dealing in securities?

Dealing in securities includes:

(a) applying for, acquiring or disposing of, securities;

(b) entering into an agreement to apply for, acquire or dispose of, securities; and

(c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

6. When a Restricted Person may deal

6.1 A Restricted Person may only deal in Company Securities if he or she has complied with paragraph 8 or where paragraph 6.3 applies.

6.2 A Restricted Person may deal in the listed securities of another entity if he or she does not have

information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

6.3 A Restricted Person may deal in Company Securities where the beneficial interest in the relevant Company Securities does not change as a result of that dealing.

7. When a Restricted Person may not deal

7.1 A Restricted Person may not deal or procure another person to deal in Company Securities if:

(a) he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities; or

(b) he or she has not complied with paragraph 6.1; or

(c) the dealing is prohibited by paragraph 7.2.

7.2 A Restricted Person may not deal or procure another person to deal in Company Securities during the periods:

(a) Two (2) weeks prior to each of the reporting deadline dates set by the TSX or ASX for the Company's announcement/filing of its financial statements (quarterly, half-yearly, annually). If the Company elects to file the financial statements earlier than the set reporting deadlines then the Company Secretary will advise of the revised trading restrictions;

(b) The period of two weeks prior to the release of the Company's quarterly report to the ASX; and

(c) within twenty four (24) hours of information (press release) being released by the Company to the market (ASX or TSX) to ensure it is widely disseminated.

7.3 A Restricted Person may not deal or procure another person to deal in the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

7.4 The trading restriction in paragraph 7.1 continues to apply after termination of employment or other relevant relationship with the Company to the extent that a former Restricted Person is in possession of material non-public information at the time of termination. In such case, no trading may take place until the information becomes public or ceases to be material.

8. Clearance from the Approving Officer

8.1 Except in the circumstances set out in paragraph 8.5, a Restricted Person must first inform the Approving Officer and obtain clearance from the Approving Officer before dealing in Company Securities.

8.2 The Approving Officer may not give clearance if:

(a) there is a matter about which there is inside information in relation to Company Securities (whether or not the Restricted Person knows about the matter) when the Restricted Person requests clearance or proposes to deal in Company Securities; or

(b) the proposed dealing would breach paragraph 7.2; or

(c) the Approving Officer has any other reason to believe that the proposed dealing breaches this policy.

8.3 The Approving Officer must:

(a) keep a written record of:

(i) any information received from a Restricted Person in connection with this policy; and

(ii) any clearance or refusal to grant clearance given under this policy; and

b. send a copy of the written record to the Company Secretary for keeping.

8.4 The Company Secretary must keep a file of any written record referred to in paragraph 8.3.

8.5 Subject at all times to the overriding prohibition in paragraph 7.1(a), a Restricted Person who is not a Designated Officer may deal in Company Securities without first obtaining clearance from the Approving Officer, during any of the following periods:

- (a) in the period between 24 hours and 20 Business Days after the release of the Company's half yearly results to the ASX;
- (b) in the period between 24 hours and 20 Business Days after the release of the Company's annual results to the ASX;
- (c) in the period between 24 hours and 20 Business Days after the close of the Company's Annual General Meeting;
- (d) in any other period designated by the Board.

9. Exceptional circumstances

9.1 The Approving Officer may give clearance for a Restricted Person to sell (but not buy) Company Securities in exceptional circumstances where the Restricted Person would otherwise not be able to do so under this policy. For these purposes, exceptional circumstances are severe financial hardship, a court order (or court enforceable undertaking), or some other overriding legal or regulatory requirement, to transfer or sell Company Securities, or other circumstances that may be deemed exceptional by the Chairman, the Lead Independent Director or the Managing Director. For example, a Restricted Person may be in severe financial hardship if he or she has a pressing financial commitment that cannot otherwise be satisfied.

9.2 The Approving Officer will decide if circumstances are exceptional.

9.3 Any clearance given by the Approving Officer under paragraph 9.1 must be in writing (which may be in the form of an email). The Approving Officer must determine, and specify in the written clearance, the maximum duration of the clearance.

10. Dealings by controlled entities and investment managers

10.1 If a Restricted Person may not deal in the Company Securities, he or she must prohibit any dealing in the Company Securities by:

- (a) any body corporate, nominee company, superannuation fund, superannuation trust and family trust to which the Restricted Person controls; or
- (b) any investment manager on their behalf.

10.2 For the purposes of paragraph 10.1, a Restricted Person must:

- (a) inform any such controlled entity or investment manager of the periods during which the Restricted Person may and may not deal in Company Securities; and
- (b) request any such controlled entity or investment manager to inform the Restricted Person immediately after they have dealt in Company Securities.

10.3 A Restricted Person does not have to comply with paragraphs 10.1 and 10.2 to the extent that to do so would breach their obligations of confidence to the Group.

11. Communicating inside information

11.1 If a Restricted Person has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the listed securities of another entity, the Restricted Person must not directly or indirectly communicate that information to another person unless it is necessary to do so in the ordinary course of business.

11.2 Outside parties privy to undisclosed material information concerning the Company will be told that they must not divulge such information to anyone else and that they may not trade in the Company's securities until the information is publicly disclosed. Where appropriate, such outside parties will be requested to confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

11.3 A Restricted Person must not inform colleagues (except the Approving Officer) about inside information or its details unless it is necessary to do so in the ordinary course of business.

12. Speculative dealing

A Designated Officer may not deal in Company Securities on considerations of a short term nature.

13. Breach of policy

A breach of this policy by a Restricted Person is serious and may lead to disciplinary action, including dismissal in serious cases. It may also be a breach of the law.

14. Distribution of policy

This policy must be distributed to all Employees and Designated Officers.

15. Assistance and additional information

Restricted Persons who are unsure about any information they may have in their possession, and whether they can use that information for dealing in securities, should contact the Chief Executive Officer.

16. Approved and adopted

This policy was approved and adopted by the board on 8 February 2013.

ACN 107 689 878

Contact

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