



The JSE Limited Listings Requirements

BULLETIN 6 of 2012

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Dear Subscriber

The JSE Listings Requirements ("LR's") require that Issuers update the market when there are changes to information contained in previous announcements and circulars. Concerns have been raised regarding the application of these LR's.

More specifically, the LR causes tension with IFRS, which allows a company a 12-month period to finalise the manner in which it accounts for an acquisition. Furthermore the usefulness of a corrective announcement, after a matter has been approved by shareholders, and after the acquisition has been included in the Issuer's published results is questionable.

This Bulletin contains changes to the LR to address these points.

These changes are effective from 1 September 2012.

Section 9

Supplementary notifications

9.17 The JSE must be advised immediately and a supplementary announcement made without delay if, at any time after the announcement referred to in paragraphs 9.15, 9.20(a) or 10.4(a) has been made and before the relevant shareholders meeting, the issuer becomes aware that:

- (a) there has been a significant change affecting any matter contained in the earlier announcement; or
- (b) a significant new matter has arisen, the inclusion of information on which new matter would have been required to be disclosed in the earlier announcement had such information been known at that time.

- (c) "significant" means:
 - (i) a change of 10% or more from the originally announced pro forma financial effects of the transaction; or
 - (ii) any other matter or element that could influence an investors assessment of the matter under consideration.

9.18 The supplementary announcement must:

- (a) provide details of the change or new matter; and
- (b) contain a statement that, save as disclosed, there has been no significant change and no significant new matter that has arisen since publication of the previous announcement.

9.19 (a) If at any time there is a change to the terms of the transaction such that the percentage ratios are affected and the transaction requires re-categorisation into a higher category, and therefore requires shareholders approval or additional regulation, a supplementary announcement must be made without delay and the necessary shareholder approval must be obtained or additional regulation complied with;

- (b) Other than as dealt with in paragraph 9.19(a) above, if the matter referred to in paragraph 9.17 is identified after the relevant shareholders meeting, a supplementary announcement would not be required unless such information falls into the ambits of paragraph 3.4(a) of the Listings Requirements.

Section 11

Supplementary circulars

11.56 The JSE must be advised immediately and a supplementary circular published if, at any time after a circular has been published and before the relevant shareholders meeting, the applicant becomes aware that:

- (a) there has been a significant change affecting any matter contained in the circular; or
- (b) a significant new matter has arisen, the inclusion of information on which new matter would have been required to be disclosed in the original circular had such information been known at that time.
- (c) "significant" means:
 - (i) a change of 10% or more from the original pro forma financial effects included in the circular;

- (ii) a change in the terms of the transaction such that the percentage ratios are affected and the transaction requires re-categorisation into a higher category; or
- (iii) any other matter or element that could influence an investors assessment of the matter under consideration.

11.57 Supplementary circulars must:

- (a) provide full details of the change or new matter;
- (b) contain the responsibility statement required by paragraph 7.B.22; and
- (c) contain a statement that, save as disclosed, there has been no significant change and no significant new matter that has arisen since publication of the previous circular.

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