



# CONTINUOUS DISCLOSURE

<b>REV. #</b>	<b>INFORMATION</b>	<b>DATE</b>
1.0	Approved by the Board	Nov 2015
1.1	Update of logo and change of company name	Jun 2017

## 1. Introduction

- 1.1 RHS Limited ('RHS' or 'the Company') is committed to complying with its continuous disclosure obligations and to ensuring that trading in its securities takes place in a market which is orderly and informed and is not, or is not likely to be, false. The purpose of this Policy is to assist employees, particularly executives, officers and managers, to understand RHS Limited's continuous disclosure obligations and to set out the procedures that must be followed for the release of information to the ASX, the investment community, the media and the public. It is important that all employees with access to information which may have a material effect on the price or value of RHS Limited's shares read, understand and abide by this policy.

## 2. Continuous Disclosure Obligation

- 2.1 The ASX Listing Rules require the Company, if it becomes aware of any information that a reasonable person would expect to have a material effect on the price or value of the Company's securities, to immediately disclose that information to the ASX.
- 2.2 A reasonable person would be taken to expect information to have a material effect on the price or value of securities if it would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities. Hence, information is considered to be "material" if there is a substantial likelihood that it would influence an investor in deciding whether to trade in or hold the Company's shares/securities.
- 2.3 Disclosure is not required where:
- (a) A reasonable person would not expect the information to be disclosed, and
  - (b) The information is confidential and the ASX has not formed the view that the information has ceased to be confidential, and
  - (c) One or more exceptions applies. These exceptions include where the information relates to an incomplete proposal or negotiation, comprises matters which are not sufficiently definite to warrant disclosure, is a trade secret or is generated for internal management purposes.

## 3. Employee Becoming Aware of Information

- 3.1 Where an employee (or contractor/consultant) becomes aware of information which is not generally available and believes the information may have a material effect on the price or value of the Company's shares, the employee must immediately inform the Managing Director, Chief Financial Officer ("CFO") / Company Secretary of this information.

#### **4. Disclosure of Information**

- 4.1 The following procedures are to be followed when any information concerning the Company is being considered for disclosure to the ASX:
  - 4.1.1 The information is to be reviewed by the MD, CFO and the Company Secretary
  - 4.1.2 The MD and CFO/Company Secretary are to determine whether or not RHS's continuous disclosure obligations require the information to be disclosed to the ASX. Management will consult the Chairman.
  - 4.1.3 Announcements relating to significant matters such as results, guidance to the market, major acquisitions or divestments or other corporate matters which involve significant financial or reputational risk may be referred by the Chairman to the Board for approval.
  - 4.1.4 The Company Secretary is to immediately disclose the information to the ASX when it is determined that the continuous disclosure obligations require such disclosure.
  - 4.1.5 All information which is disclosed to the ASX is to be electronically disseminated to the media and database lists immediately following confirmation from the ASX of receipt of the disclosure (note the RHS website contains appropriate links to the ASX Announcement).
  - 4.1.6 Where a decision is made, that the item or information does not warrant an ASX release, the CFO/ Company Secretary is to ensure appropriate records of the decision are maintained and advise directors of the rationale for the decision.

#### **5. Communications with the ASX**

- 5.1 All communications regarding disclosures between the Company and the ASX, and the actual making of disclosures by the Company to the ASX, are to be conducted by the Company Secretary or an authorised representative of the Company Secretary. No other employee of RHS is authorised to deal or otherwise communicate with the ASX on disclosure.

#### **6. Release of Information to Others**

- 6.1 The Company must not release material price sensitive information to any person if that information is required to be disclosed to the ASX, until cleared and released by the ASX. The Chairman, MD and/or the Company Secretary will advise all relevant parties when the ASX release has been announced by the ASX.

## 7. Briefings and Presentations

- 7.1 Information provided at briefings and presentations is subject to the continuous disclosure obligations. The following procedures are to be followed in relation to briefings and presentations:
- 7.1.1 Material to be presented at a briefing/presentation is to be provided in advance to the Chairman, MD and Company Secretary to enable consideration to be given to whether any disclosure to the ASX is required.
- 7.1.2 Where practicable, a briefing/presentation should be attended by at least two Company representatives. Where this is not possible, the person making the briefing/presentation is required to keep an appropriate file note or other record of proceedings.
- 7.1.3 Care must be taken in answering questions at the briefing/presentation to ensure that there is no disclosure of price sensitive information which has not been previously disclosed to the ASX. A question raised at the briefing should not be answered if it would result in the disclosure of price sensitive information that has not been previously disclosed to the ASX.
- 7.1.4 If a representative of the Company attending the briefing suspects that Material Information has potentially been disclosed in a briefing, that representative will be required to inform the Chairman, MD and Company Secretary immediately and the procedures set out in the Policy shall then apply.
- 7.1.5 The Company may also issue media releases to advise of specific events that may or may not require an ASX Announcement. The preparation and issue of such media releases should follow the same preparation and approval process as an ASX announcement to ensure objective and clear communication to the investment community and general community. Final approval of all media releases will be by the MD. If a media release is prepared in conjunction with an ASX announcement, it is essential that all Material Information is included in both the media release and the ASX announcement.

## 8. Market Speculation and Rumours

- 8.1 The ASX interprets Listing Rule 3.1 as requiring the Company to make a clarifying statement or announcement to the ASX in circumstances where the Company becomes aware that speculation or comment is affecting the price or volume of trading in the Company securities.

For example, when the market moves in a way that appears to be referable to the comment or speculation, the Company has an obligation to make such disclosure as is necessary in order to correct a false market in the Company's securities and ensure investors are not trading on false or misleading information. Normally the ASX will indicate to the Company when it believes this is required. The Company is however committed to proactively consulting with its ASX Advisor on media commentary, analyst reports or market rumour that could lead to a false market in its securities.

## **9. Inadvertent Disclosure**

- 9.1 If an employee becomes aware of price sensitive information which has been leaked or inadvertently disclosed, the Chairman, MD and Company Secretary must be informed so consideration can be given to whether disclosure to the ASX is required.

## **10. Trading Halts**

- 10.1 In order to facilitate a market which is orderly and informed and not false, it may be necessary, in exceptional circumstances, for RHS to request a trading halt or suspension from the ASX. The Chairman, MD, Company Secretary will consider the need for a trading halt or suspension.

## **11. Breaches**

- 11.1 If the Company contravenes its continuous disclosure obligations, offences attracting criminal and/or civil penalties under the Corporations Act 2001 may be committed by the Company and persons involved in the contravention. Breaches of this Policy will be regarded with the utmost seriousness and will be subject to disciplinary action, including dismissal from employment, where appropriate.

## **12. Additional Information**

- 12.1 If you have any questions arising from this Continuous Disclosure Policy, please contact the Company Secretary.