

21 December 2010

Companies Announcements Office  
AUSTRALIAN SECURITIES EXCHANGE  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sirs

**Trading Policy**

Please find attached the Trading Policy for RIMCapital Limited which is required to be lodged with the Company Announcements Platform by 31 December 2010.

Yours faithfully  
**RIMCapital Limited**



**C A Patman**  
**Company Secretary**

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**RIMCAPITAL LIMITED**

A.B.N. 72 064 874 620





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## SECURITIES TRADING POLICY

The Company's Securities Trading Policy prohibits the buying or selling of Company securities at any time by any director, officer, key management personnel, executive, contractor, consultant or employee ("Insiders") who possesses price-sensitive information about the Company, which is not available to investors and the stock market generally. This prohibition applies regardless of how the person learns of the information (e.g. even if the information is overheard in a social setting).

This policy is intended to enhance investor confidence and help to minimise the suspicion of trading by Company directors, executive managers or employees who maybe in possession of price sensitive information which has not been publicly released.

### 1.1 THE LAW

The principal insider trading prohibition in Australian law is contained in section 1043A of the Corporations Act.

Section 1043A prohibits a person (an Insider) who is in possession of information relating to the Company that is not generally available but, if the information was generally available (see paragraph 4.2), a reasonable person would expect that information to have a material effect (see paragraph 4.3) on the price or value of the Company's Securities (Material Non-Public Information) from:

- (a) applying for, acquiring, disposing of or entering into an agreement to apply for, acquire or dispose of Company Securities;
- (b) procuring another person to apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of Company Securities; or
- (c) directly or indirectly communicating the Material Non-Public Information to another person when the Insider knows, or ought reasonably to know, that the other person would or would be likely to:
  - (i) apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of Company Securities; or
  - (ii) procure another person to apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of Company Securities.

### 1.2 AVAILABLE INFORMATION

Information relating to the Company would be considered to be generally available after it has been released to the Australian Securities Exchange (ASX) and the ASX has fully disseminated that information to the market.

### 1.3 INFORMATION HAVING A MATERIAL EFFECT ON COMPANY SECURITIES

A reasonable person would be taken to expect information to have a material effect on the price of Company Securities if that information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to acquire or dispose of the Company's Securities.

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#### **1.4 DETERMINING MATERIAL NON-PUBLIC INFORMATION**

Determining what is Material Non-Public Information is subjective. Price sensitive information may include, but is not restricted to:

- Exogenous events in the financial markets or the industry, either of which affect the Company's business.
- The financial results of the Company.
- Projections of future earnings or losses.
- material (more than 5%) changes in the Company's financial forecasts or expectations;
- A declaration of a dividend or a decision that a dividend not be declared.
- The making of a share, option or debt issue and the under or over subscription of that issue.
- Proposed acquisitions, mergers, sales, joint ventures or takeovers.
- Information about the Company's business plans, investment proposals or asset purchases or sales.
- Regulatory decisions or industrial actions that may affect the Company's operations.
- The occurrence of an environmentally related incident.
- The threat, commencement or settlement of any material litigation or claim.
- An agreement between the Company (or a related party or subsidiary) and a Director (or related party of the Director).
- A change in accounting policy adopted by the Company.
- A proposal to change the Company's auditors.
- Changes in senior management.
- The health or capacity of any Director.

#### **1.5 TRADING GENERALLY**

As a broad principle, Insiders are not permitted to trade Company shares in the two (2) week period immediately prior to the release of and the three (3) business day period following the release of the Company's half yearly and annual results. Insiders are also not permitted to trade Company shares if in the possession of price-sensitive information at any time.

The Company Secretary is responsible for advising each Director and other Insiders on the trading window prohibitions arising above around the dates of release of the Company's half yearly and annual results as applicable.



## **1.6 TRADING BY DIRECTORS, OFFICERS AND SENIOR EXECUTIVES**

The Constitution of the Company permits Directors and officers to acquire shares in the Company. In accordance with the provisions of the Corporations Act and the Listing Rules of the ASX Limited, Directors must advise the Company and the ASX of any transactions conducted by them in securities in the Company.

The Board has also adopted a position regarding dealing in the Company's securities by Directors and senior management which provides that:

- All Company Directors
- The Company Secretary
- The Managing Director and Chief Executive Officer
- The Chief Operating Officer or equivalent from time to time
- The Chief Financial Officer or equivalent from time to time
- All direct reporting staff of the Managing Director and Chief Executive Officer from time to time
- The Managing Director and Chief Executive Officer, and other Executive Directors of all wholly owned subsidiaries
- All other key management personnel
- Any other position nominated from time to time by the Chairman

shall be considered Designated Insiders for the purpose of this policy.

Any Designated Insider is required to notify the Chairman and the Managing Director and Chief Executive Officer of an intention to trade in securities of the Company, and as applicable, the details of actual trading after the event. The express permission of the Chairman, or in his absence, his delegate or the Chairman of the Board Audit Committee, is required for trading to be conducted during any prohibited period defined by this policy. The Chairman must seek the express permission of the Chairman of the Board Audit Committee for trading to be conducted outside of the trading windows defined by this policy and must also advise the Managing Director and Chief Executive Officer.

## **1.7 SHARE TRADING RULES FOR INDIVIDUALS WITH INSIDE INFORMATION**

Individuals who have price-sensitive information about the Company, which isn't available to investors and the stock market generally:

- Must not trade in any securities of the Company, either on their own account, or on behalf of another person or entity.
  - Must not engage any other person or entity to trade in the Company's securities.
  - Must not, either directly or indirectly, allow the price-sensitive information to be disclosed to another person who may use the information for improper trading purposes.
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- Must not communicate inside information to any other individual who works within the Company Group except on a “need to know” basis.
- If an individual liaises with stock brokers, industry analysts or business journalists and the like regarding the business activities of the Company, they must not disclose to them any inside information about the Company, or confirm for them any analysis, the confirmation of which would constitute price-sensitive and non-public information.

The above restrictions on trading do not restrict participation in any Company share or option plans from time to time but apply in respect of the trading of the Company’s shares which participants become entitled to under those plans.

Strict compliance with this policy is a condition of employment and breaches will be subject to disciplinary action, which may include termination and in some cases, where there is evidence of trading laws being breached, the result could be criminal or civil action being instigated.

It should be noted that there is discretion vested in the Chairman with regard to Directors and the Managing Director and Chief Executive Officer, or his delegate, with regards to Executives and staff, to allow exemptions to the policy for individuals in special circumstances where application of the policy would cause excessive hardship. However, no such discretion is available if the individual concerned is in actual possession of non-public price sensitive information. Where approval for trading is required that approval must be evidenced in writing initialled by the Chairman or the Managing Director and Chief Executive Officer or by email from the Managing Director and Chief Executive Officer or Chairman, which must be obtained before trading is instigated. The Company Secretary will retain a record of all the exceptions.

The Chairman or the Managing Director and Chief Executive Officer may halt trading in the Company securities at any time and an email will be sent to those directors, executive management and employees who are affected.

## **1.8 SHARE TRADING COMPLIANCE MONITORING**

The Managing Director and Chief Executive Officer of the Company will monitor compliance with the Share Trading Policy and will report findings monthly to the Board including, as a minimum, details of all Directors’ holding in Company securities on a monthly basis.

## **1.9 BREACH OF SECURITIES TRADING POLICY**

**Notwithstanding the provisions of disciplinary action contained in General Principles, failure to comply with this Securities Trading Policy by any Company Personnel constitutes cause for immediate dismissal/termination of engagement by the Company.**

**In addition, a breach of the prohibitions contained in the Corporations Act is a criminal offence punishable by imprisonment for up to five years, a fine of up to \$220,000, or both.**

