

CAPABILITY STATEMENT

Services for Listed Companies, Unlisted Public Companies,
and Large Businesses

We principally provide advice to companies seeking a listing, listed companies and unlisted public companies on their general, compliance, corporate and commercial matters.

Through our group, we can provide advice and assistance in relation to all matters that involve Accounting, Legal, Commercial and Financial Advisory, and have experience and expertise in those matters.

The advice for our listed and unlisted public company clients focuses primarily on compliance with the requirements of the Corporations Act and the ASX Listing Rules (where it applies) and includes a range of services for both accounting, legal and financial matters as follows:

Company Secretarial

- Advise on and monitor compliance with ASX and ASIC regulatory requirements including capacity to issue new securities (15% rule), director disclosures and related party transactions
- Guidance and implementation of corporate governance policies and procedures including securities trading and continuous disclosure policies
- Manage board meetings including meeting schedules, agenda, minutes and board papers (including share trading information, compliance requirements and investor relations)
- Draft and lodge company announcements in accordance with ASX and JORC guidelines. Prepare and file ASIC returns,

statutory forms and other documents required to be lodged with ASIC (including acting as registered agent if required)

- Draft notices of meeting, review proxies and coordinate and manage attendance to shareholder meetings
- Act as ASX liaison for the Company
- Liaise with the share registry and ASX on corporate activities and compliance issues
- Assist with shareholder communication including responding to shareholder and broker queries

Financial Management & Reporting & Regulatory Lodgements

- Statutory financial reporting requirements advice
- Draft and coordinate annual/half year/quarterly reports
- Liaise with company auditors and tax advisers
- Prepare management accounts and cash management reporting
- Assist in preparing annual budgets and cash flow forecasts
- Monitor performance of actual operating performance against budget
- Regular reporting to board on financial performance and management

- Recording of information, including all bookkeeping functions, payroll and other assistance with payment of creditors and reconciliation functions

Corporate Advisory (including legal and commercial advice & assistance)

- Advice on M&A transactions:
 - identify potential targets and acquisitions;
 - bid structure - scheme versus takeover, asset versus shares;
 - target response - recommendations to shareholders and communication strategy; and
 - documentation - bidder/target statements, scheme booklet, takeover committee reports.
- Recapitalisation and restructure advice:
 - strategic review of a business and/or potential acquisitions;
 - divest or spin-out an asset, business stream or subsidiary; and
 - advise on ASX re-compliance requirements and shareholder approvals.
- Project manage capital raisings:
 - provide corporate and strategic advice as to appropriate structure;
 - coordinate formal process and documentation and liaise with advisers;
 - capital raising compliance requirements advice;
 - prepare capital raising disclosure documentation, ie, prospectus, offer document, information memorandum; and
 - coordinate due diligence process, committee meetings and document files.
- Due diligence reviews:
 - identify potential issues and resolutions/recommendations;
 - compliance requirements for disclosure documents (offer document, prospectus);
 - chair and coordinate due diligence committee meetings; and
 - maintain and compile document files, review of material agreements and contracts.
- Business Plan:
 - workshop with management to develop strategies, goals and action plan;
 - review and research current business practices and provide recommendations;
 - consider exit strategies - IPO, trade sale, MBO;
 - financial modelling; and
 - indicative business valuations.

Corporate Law Services

The more specific services include providing advice on:

- Mergers and acquisitions of mining and resource assets, either direct at the asset level, or at the company level (takeover, scheme or other)
- Corporate mergers, acquisitions and divestments, due diligence, structuring and restructuring issues, whether by asset sale, share sale or other mechanism
- Due diligence (including appropriate title searches) and all regulatory approvals
- Pre and post completion matters for an acquisition or divestment

- Various agreements including joint venture agreements, sale and purchase agreements, option agreements, different types of royalty agreements, mineral rights agreements, compensation agreements, access agreements and toll treatment agreements
- Joint venture, management and other commercial agreements
- Corporations Act and ASX Listing Rule compliance issues, including drafting notices of meetings, board minutes, shareholder minutes, considering continuous disclosure obligations, corporate governance, periodic disclosure obligations to ASX and the like
- Drafting and obtaining ASX waivers and ASIC modifications for transactions, as required
- Native title implications of resource and other project development and compliance issues under the Native Title Act
- Foreign Investment Review Board notifications and approvals, if required
- Australian Financial Services Licence applications and compliance obligations

Professionals Involved

Katherine Pole, Legal Practice Director

Simon Chesson, Commercial Director

Nicole Copeland, Client Services Manager

Syd Chesson, Executive Chairman

How can we help you?



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MEMBER

