

# COMPUTRONICS HOLDINGS LIMITED

A.C.N 082 573 108

## SHARE TRADING POLICY

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### 1. PURPOSE

- (a) This document sets out the policy and procedures of the Company regarding dealings in the Company's Securities (defined in paragraph 2.2 below) by those who work for or are associated with the Company.
- (b) Any part of this policy that is not understood or how it ought to be applied should be discussed with the Company Secretary before dealing in any Securities.

### 2. SCOPE

#### 2.1 Company Officers and Associates

This policy applies to the chairman, directors, company secretary, employees (collectively called **Officers**) and any of their Associates.

An "Associate" means:

- (a) a spouse (or equivalent) or a dependant of the Officer;
- (b) a company or other entity (e.g. family trust) over which the spouse (or equivalent) or a dependant of the Officer has significant influence or control.

An "Associate" does not include a spouse (or equivalent) or a dependant who is not controlled by the Officer and acts without reference to the Officer.

#### 2.2 Company Securities

This policy applies to:

- (a) all the securities of the Company or any subsidiaries of the Company;
- (b) any options, preference shares or debentures issued by the Company in the future; and
- (c) securities of other entities in which the Officers know that the Company has a present or potential material interest (collectively, the Securities).

### 3. GENERAL PROHIBITIONS

#### 3.1 Black Out Period

Officers are not permitted to buy or sell the Company's shares from December 31 each year until the halfyearly results announcement is made to the market and from June 30 each year until the announcement of the full year's results to the market or during the period commencing 4 weeks prior to the conclusion any AGM of the Company.

#### 3.2 Inside Information

##### 3.2.1 Offence

Officers who have "inside information" relating to the Company will commit the offence of insider trading if they:

- (a) apply for, acquire, or dispose of the Securities or enter into an agreement to apply for, acquire, or dispose of the Securities; or
- (b) procure another person to apply for, acquire, or dispose of the Securities or enter into an agreement to apply for, acquire, or dispose of the Securities; or
- (c) directly or indirectly, communicate the information, or cause the information to be communicated, to another person if they know, or ought reasonably to know, that the other person would or would be likely to:
  - (i) apply for, acquire, or dispose of the Securities or enter into an agreement to apply for, acquire, or dispose of the Securities; or
  - (ii) procure another person to apply for, acquire, or dispose of the Securities or enter into an agreement to apply for, acquire, or dispose of the Securities.

### **3.2.2 What is “inside information”?**

Inside information is information which:

- (d) is not “generally available” to the public; and
- (e) if the information were generally available, a reasonable person would expect it to have a “material effect” on the price or value of the Company’s Securities.

### **3.2.3 When is information “generally available”?**

Information is generally available to the public if:

- (f) it consists of readily observable matter; or
- (g) it has been made known in a manner that would, or would be likely to, bring to the attention of persons who commonly invest in Securities such as the Company’s Securities (**Relevant persons**) and a reasonable period for it to be disseminated among such persons has elapsed; or
- (h) it may be deduced, concluded or inferred from either (a) or (b).

### **3.2.4 When will information have a “material effect”?**

Information will have a material effect on the price or value of the Company’s Securities if (and only if) the information would, or would likely to, influence Relevant persons in deciding whether or not to acquire or dispose of those Securities.

### **3.2.5 Examples of inside information**

The following information includes, but is not limited to “inside information” about the Company:

- (i) the financial results of the Company;
- (j) an actual or proposed change in the general nature of the business of the Company;
- (k) an actual or proposed material sale or acquisition of assets by the Company;
- (l) an actual or proposed change in the capital structure of the Company;
- (m) an actual or proposed merger or takeover by the Company;
- (n) an actual or proposed entry into or termination of material agreements;

- (o) a material claim or litigation against the Company or other unexpected liability; and
- (p) any information required to be disclosed to ASX Limited (ASX).

### **3.3 Securities of other companies**

Where an Officer, in the course of its duties, obtains inside information relating to a company other than the Company, the insider trading prohibitions outlined at clause 2.1 will apply.

Officers are also bound by a duty of confidentiality in relation to information obtained in the course of their employment and must not disclose any confidential information about another company which was obtained during the course of their employment.

### **3.4 Short trading**

Officers must never acquire or dispose of the Securities for short term or speculative gain.

## **4. PERMITTED DEALINGS**

### **4.1 Overriding prohibition**

Despite any other provision of this policy Officers must not apply for, acquire or dispose of any Company Securities at any time when they are in possession of inside information.

### **4.2 Requirement of consent**

Subject to Clause 3.1, Officers who are not in possession of inside information may only apply for, acquire, or dispose of the Company Securities with the consent of:

- (a) in the case of the Chairman – the Chairman of the Audit Committee;
- (b) in the case of the Directors – the Chairman; and
- (c) in the case of Senior Executives and Office Staff – the Company Secretary.

### **4.3 Dealings within trading window**

An embargo on acquiring or disposing the Securities will apply for a period of 24 hours after any material or price sensitive announcement is made to ASX, to allow time for the market to absorb that announcement.

Subject to receiving consent in accordance with clause 4.2, approvals would normally be automatically given to apply for, acquire, or dispose of the Securities during the following trading windows:

- (a) between 1 and 30 working days after the release of the Company's Half Yearly Results announcement to the ASX;
- (b) between 1 and 30 working days after the release of the Company's Annual Results announcement to the ASX;
- (c) between 1 and 30 working days after the close of the Company's Annual General Meeting; and
- (d) between 1 and 30 working days after any other announcement is made to the ASX under the continuous disclosure provisions of the ASX Listing Rules.

#### **4.4 Dealings outside trading window**

Subject to receiving consent in accordance with clause 4.2, Officers who are not in possession of inside information may apply for, acquire, or dispose of the Company Securities outside the trading windows.

#### **4.5 Excluded Trading**

Certain types of share trading transactions ("Excluded Trades") which are beyond the control of the Designated Person or result in no change to the beneficial holding of the Designated person, are excluded from the restrictions imposed by this Policy. The more common Excluded Trades include:

- transfers of securities of the Company into a superannuation fund or other savings scheme in which the Designated Person is a beneficiary;
- trading under an offer or invitation made to all or most of the security holders of the Company such as, a rights issue or a securities purchase plan;
- exercise of a right or an option (but not the sale of securities following exercise) under an employee incentive scheme.

The above is not an exclusive list of all possible Excluded Trades and if other circumstances arise, including Exceptional Circumstances, that may be designated as an Excluded Trade, the matter will be referred to the Board of Directors for consideration and written consent to trade must be obtained, in accordance with Listing Rule 12.12.5.

#### **4.6 Obligations of directors**

All directors have an obligation to inform the Company Secretary within 24 hours of sufficient details of any trading in the Securities of the Company so that the appropriate announcements may be made to the ASX.

### **5. RESPONSIBILITIES OF THE OFFICER AND ASSOCIATES**

#### **5.1 Policy**

It is the responsibility of each Officer and any of their Associates to ensure that they do not contravene the provisions of this policy.

#### **5.2 Corporations Act**

Any approval or exemption obtained under this policy is subject to the overriding obligation of each Officer and any of their Associates to comply with requirements under the Corporations Act 2001 (Cth) (**Corporations Act**).

### **6. CONSEQUENCES OF BREACH**

#### **6.1 Policy**

Any breach of this policy is serious misconduct which will be subject to disciplinary action.

#### **6.2 Corporations Act**

Under the Corporations Act, a breach of this policy may result in:

- (a) criminal liability; and/or
- (b) civil liability.