

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

CLOUGH LIMITED

ABN

59 008 678 813

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 200,717 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Shares issued pursuant to the terms of the Clough Limited Employee Option Plan. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>
<p>5 Issue price or consideration</p>	<p>40,000 shares @ \$0.57 = \$22,800 100,000 shares @ \$0.75 = \$75,000 60,717 shares @ \$0.34 = \$20,643.78</p> <p>Total consideration = \$118,443.78</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Shares issued pursuant to the terms of the Clough Limited Employee Option Plan.</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>-</p>
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	<p>-</p>
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	<p>-</p>

⁺ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	-				
6f	Number of securities issued under an exception in rule 7.2	-				
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	-				
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	-				
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	-				
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	20,000 on 30/01/2013 170,717 on 01/02/2013 10,000 on 04/02/2013				
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 60%;">Number</th> <th style="width: 40%;">+Class</th> </tr> <tr> <td style="text-align: center; vertical-align: top;">775,565,556</td> <td style="text-align: center; vertical-align: top;">Ordinary Fully Paid Shares</td> </tr> </table>	Number	+Class	775,565,556	Ordinary Fully Paid Shares
Number	+Class					
775,565,556	Ordinary Fully Paid Shares					

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Appendix 3B
New issue announcement

9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	Number	+Class	ASX Code
		<u>OPTIONS</u>		
		250,000	Unlisted Options expiring on 23/04/2013 ex \$0.57 (CLOOP3)	AS
		350,000	Unlisted Options expiring on 26/11/2013 ex \$0.75 (CLOE03)	AW
		660,000	Unlisted Options expiring on 01/02/2014 ex \$0.86 (CLOE01)	AY
		1,095,000	Unlisted Options expiring on 05/03/2014 ex \$0.86 (CLOE02)	AY
		660,000	Unlisted Options expiring on 01/02/2015 ex \$0.34 (CLOOP8)	AZ
		1,878,588	Unlisted Options expiring on 11/02/2015 ex \$0.34 (CLOOP9)	AZ
		680,000	Unlisted Options expiring on 16/03/2016 ex \$0.90 (CLOE08)	AZ
		2,072,906	Unlisted Options expiring on 16/03/2017 ex \$0.82 (CLOE07)	AZ
		3,445,109	Unlisted Options expiring on 23/02/2018 ex \$0.89 (CLOE09)	AZ
		4,919,997	Unlisted options expiring on 24/02/2019 ex \$0.68 (CLOE010)	AZ
		<u>PERFORMANCE RIGHTS</u>		
		1,590,602	Unlisted performance rights expiring on 1/3/2018.	AK
		568,182	Unlisted performance rights vesting as follows : <ul style="list-style-type: none"> • 189,394 on 15 August 2014 • 189,394 on 15 August 2015 • 189,394 on 15 August 2016. 	AM

+ See chapter 19 for defined terms.

- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Part 2 - Bonus issue or pro rata issue – DELETED – NOT APPLICABLE

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of securities for which +quotation is sought

-

- 39 Class of +securities for which quotation is sought

-

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Appendix 3B
New issue announcement

<p>40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	-				
<p>41 Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	-				
<p>42 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left;">Number</th> <th style="width: 50%; text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 80px; vertical-align: top;">-</td> <td style="height: 80px; vertical-align: top;">-</td> </tr> </tbody> </table>	Number	+Class	-	-
Number	+Class				
-	-				

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Quotation agreement

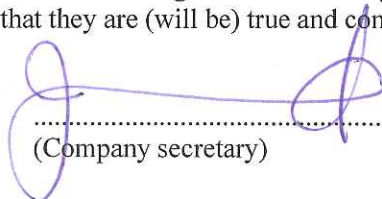
- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - ~~If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.~~
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



..... Date: 4 February 2013

(Company secretary)

Print name:

John Whitehand

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