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Company Announcements

Australian Stock Exchange Limited
123 Eagle St
Brisbane QLD 4001

FOR RELEASE

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QUEENSLAND TRUSTEES & INVESTMENT LIMITED - SECURITIES TRADING POLICY

Queensland Trustees & Investment Limited (ASX Code: QTI) has reaffirmed its Securities Trading Policy (Policy).

The Policy, attached, is compliant with the ASX Corporate Governance Principles and Recommendations.

For more information please contact:

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SHARE TRADING POLICY

Effective as at 1 January 2011



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1. INTRODUCTION

This Policy sets out the circumstances in which Directors, Senior Executives and employees of Queensland Trustees & Investment Limited (Queensland Trustees) may deal in Company Securities or enter into transactions in Associated Products.

The Company expects Directors, Senior Executives and employees of the Group to comply with the insider trading provisions of the Corporations Act at all times.

2. OBJECTIVES

The objectives of this Policy are to:

- a) assist Directors, Senior Executives and employees in complying with their obligations under the insider trading provisions of the Corporations Act;
- b) ensure that Directors, Senior Executives and employees adhere to high ethical and legal standards in relation to their investments in Company Securities and Associated Products;
- c) reduce the likelihood that investments of Directors, Senior Executives and employees may, or may be perceived to, conflict with the interests of the Company and other security holders; and
- d) protect the reputation of the Company.

3. DEFINITIONS

For the purposes of this Policy:

- a) **Company** means Queensland Trustees & Investment Limited ACN 010 653 862.
- b) **Company Securities** includes shares, debentures (including convertible notes) and options issued by the Company, and derivatives and any other financial product with respect to the Company or its shares able to be traded on ASX or another stock exchange.
- c) **Associated Products** means products which operate to limit the economic risk of holding the Company's shares.
- d) **Directors** means directors of the Company.

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- e) **Queensland Trustees** means the Company and each of its subsidiaries.
- f) **Senior Executives** means:
 - (i) the Managing Director, his direct reports and each of their direct reports
 - (ii) employees nominated by the Company Secretary as a person to whom this policy applies (and who are notified accordingly); and
 - (iii) any other employee or employed contractor who comes into possession of inside information from time to time.

4. GENERAL POLICY FOR DEALING IN SHARES

4.1 Prohibited conduct

If you possess inside information relating to the Group, you must not:

- a) deal in Company Securities; or
- b) procure another person to deal in Company Securities; or
- c) directly or indirectly communicate the inside information to another person who you believe is likely to deal in Company Securities in any way or procure a third person to deal in Company Securities.

This is the prohibition against insider trading in the Corporations Act. An explanation of some of the key terms used above is provided in section 4.2 below.

Additional restrictions on dealing apply to Directors and Senior Executives, as set out in section 5 below.

4.2 Inside information

Information is “inside information” if:

- a) it is not generally available; and
- b) it may have a material effect on the price or value of Company Securities; and
- c) the person who holds the information knows, or ought reasonably to know, that the information is not generally available and, if it were, it

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might have a material effect on the price or value of Company Securities.

Information is considered “generally available” if:

- a) it can be easily observed; or
- b) it has been released to the ASX, published in an Annual Report or prospectus or is generally available to the investing public and a reasonable time has elapsed since the information was communicated; or
- c) it may be deduced, inferred or concluded from the above.

Information would be likely to have a ‘material effect’ on the price or value of Company Securities if the information might influence persons who commonly acquire Shares in deciding whether or not to acquire or dispose of Company Securities.

See Annexure A for examples that may be material.

4.3 Penalties

If you are convicted on insider trading, the penalties can be serious, as set out below:

- a) In the case of an individual:
 - (i) a criminal penalty of a fine up to \$220,000 and/or imprisonment for 5 years; and
 - (ii) a civil penalty of up to \$200,000.
- b) In the case of a company:
 - (i) a criminal penalty of a fine up to \$1.1 million; and
 - (ii) a civil penalty of up to \$1 million; and
- c) Unlimited civil liability equivalent to the damages caused.

A conviction for insider trading is also grounds for dismissal from your employment with the Company.

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5. ADDITIONAL REQUIREMENTS FOR DIRECTORS AND SENIOR EXECUTIVES

In addition to observing the general prohibition on insider trading, as outlined in section 4, Directors and Senior Executives are also subject to the following additional requirements

5.1 Trading Windows

The recommended time for any Director or Senior Executive to deal in Company Securities or to enter into transactions in Associated Products is during the following periods (Trading Windows):

- a) the 4-week period commencing the business day after the:
 - (i) date of the Company's AGM; or
 - (ii) release by the Company of its half yearly results announcement to ASX;
or
 - (iii) release by the Company of its full year results announcement to ASX; or
 - (iv) release of a disclosure document offering Shares in the Company; or
 - (v) any other time nominated by the Board as a "Trading Window" for the purposes of this Policy.

EXCEPT where a Director or Senior Executive is in possession of price sensitive information, at any time that a Director or Senior Executive intend to trade in Company Securities during a Trading Window, the Director or Senior Executive is required to notify the Company Secretary of such intent to trade and must not proceed with the trade until clearance has been obtained from the Company Secretary (which will be considered and advised within 48 hours).

Notwithstanding the indicative Trading Windows set out above, the Chairman may notify Directors and Senior Executives that they may not deal in Company Securities during all or any part of the Trading Window.

The Company Secretary will notify Directors and Senior Executives of the precise opening and closing date of each Trading Window.

5.2 Blackout Periods

The Board has further determined that Directors and Senior Executives are prohibited from dealing in Company Securities or entering into transactions in Associated Products during the following periods (Blackout Periods):



- a) the 4 week period prior to the release of the Company's half yearly accounts to the ASX until the opening of the Trading Window the business day following the release; and
- b) the 4 week period prior to the release of the Company's annual accounts to the ASX until the opening of the Trading Window the business day following the release.

In addition to these set periods, the Board or Managing Director may, from time to time, declare any other period to be a 'Blackout Period' for the purposes of this Policy.

The Company Secretary will notify the Directors and Senior Executives of the precise opening and closing date of each Blackout Period.

5.3 Dealing at Other Times

Before dealing in Company Securities or entering into transactions in Associated Products at all other times (i.e. outside of the Trading Windows listed in section 5.1 and the Blackout Periods listed in section 5.2), Directors and Senior Executives must:

- a) **inform the Company Secretary** of the intention to deal and confirm they are not in a possession of inside information; and
- b) seek clearance as follows:
 - (i) a Director (including the Managing Director) must inform and receive approval from the Chairman prior to undertaking a transaction; and
 - (ii) the Chairman of the Board must inform and receive approval from the Board prior to undertaking a transaction; and
 - (iii) other Senior Executives must inform and receive approval from the Company Secretary prior to undertaking a transaction.

A request for clearance to deal in Company Securities will generally be answered within 48 hours.

Clearance to trade outside of Trading Windows and Blackout Periods is entirely discretionary and may only be considered in exceptional circumstances (such as financial hardship).

5.4 Director notification to Company Secretary

Following the completion of a trade in Company Securities, all Directors trading must immediately notify the Company Secretary of any dealing in Company Securities or

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entering into transactions in Associated Products, so that the ASX can be informed as required. This requirement is in addition to the requirement to obtain clearance to trade in accordance with clauses 5.1 and 5.3 of this Policy.

5.5 Short term trading

Directors and Senior Executives should not engage in short term trading of Company Securities.

This means Directors and Senior Executives **must not** buy and sell (or sell and buy) Company Securities within a 30 day period, or enter into any arrangement to do so, without permission from the Managing Director or Chairman of the Company.

The sale of shares in the Company immediately after they have been acquired through the conversion of a security (eg. exercise of an option) will not be regarded as short term trading.

5.6 Margin Loan arrangements

A Director or Senior Executive who enters into a margin loan or similar funding arrangement in relation to Company Securities must bear in mind the Company's obligation to disclose the existence and terms of those arrangements to the market where that information would, or would be likely to, have a material effect on the price or value of Shares issued by the Company.

Accordingly, any Director or Senior Executive who enters into a margin loan or similar funding arrangement for a material number of Shares in the Company must immediately disclose the key terms of such arrangements to the Company Secretary.

Further, where there is, or the Director or Senior Executive reasonably believes there will be, a margin call, event of default or other similar occurrence in relation to the arrangements, the Director or Senior Executive must immediately inform the Company Secretary.

5.7 Exercise of options, participation in distribution reinvestment plans etc.

Directors and Senior Executives may at any time:

- a) subscribe for Shares offered under a disclosure document (eg. a prospectus);
- b) acquire the Company's ordinary shares by conversion of Shares giving a right of conversion to ordinary shares (eg. options) – but may not deal with any of the shares received upon conversion other than in accordance with this Policy and the insider trading provisions of the Corporations Act;

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- c) acquire Company Securities under a bonus issue made to all holders of Shares of the same class;
- d) acquire Company Securities under a share purchase plan made to all holders of Shares of the same class; and
- e) acquire Company Securities under a distribution reinvestment plan that is available to all holders of Shares of the same class.

5.8 Employee equity plans

As a consequence of a specific exemption from the insider trading provisions, Directors and Senior Executives may at any time:

- a) apply for or acquire shares under an employee equity plan; or
- b) exercise options acquired under an employee equity plan to acquire shares – but not sell any of the shares received upon exercise of the options other than in accordance with this Policy and the insider trading provisions of the Corporations Act.

6. SHARES IN OTHER COMPANIES

Directors, Senior Executives and employees may not deal in shares of other companies if in possession of inside information or price sensitive information in relation to that other company through work undertaken for the Group, where a Director, Senior Executive or employee becomes aware of price sensitive information relating to customers, contractors or joint venture partners of the Group.

For example, if a Director, Senior Executive or employee knows that the Company is about to sign a significant and material agreement with another company, any dealings in the Company Securities or securities in the other company must be dealt with in accordance with this policy.

7. COMPLIANCE

All Directors, Senior Executives and employees are expected to comply with the requirements of this Policy. Additional procedures may be established by the Board to promote compliance with this Policy.

Strict compliance with this Policy is a condition of employment. A breach of this Policy may constitute a breach of the law and it may lead to disciplinary action, which may include termination of employment.



8. FURTHER INFORMATION

All Directors, Senior Executives and employees should read this Policy carefully and be familiar with the policy and procedures detailed in it.

Any questions on the Policy, or requests for further information, should be directed to the Company Secretary.

9. POLICY REVIEW

The Board will review this Policy at least annually to ensure that it remains relevant, current and compliant with all applicable laws governing the Company's relevant activities and functions.

The Company Secretary will communicate any amendments to employees as appropriate.

REFERENCE DOCUMENT: Change of Director's Interests Notice (Appendix 3Y) in accordance with the ASX Corporate Governance Principles and Recommendations.

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10. ANNEXURE A

Examples of information which may be “inside information” include but are not limited to:

- a) a change in financial forecasts or expectations;
- b) a proposed distribution;
- c) changes in the Board of Directors, Senior Executives or Auditor;
- d) draft ASX announcements;
- e) proposed changes in capital structure, including issues of Shares, rights issues and the redemption of Shares;
- f) giving or receiving of a notice of intention to make a takeover offer;
- g) borrowings;
- h) mergers, acquisitions, divestments or reconstructions;
- i) significant changes in operations, strategy or proposed changes in the general character or nature of the business or Company or its subsidiaries;
- j) liquidity and cashflow information;
- k) major or material purchases or sales of assets;
- l) significant new contracts;
- m) an entity proposing to buy, or a security holder proposing to sell, a substantial number of Shares in the Company;
- n) industry issues that may have a material impact on the Company;
- o) significant litigation involving the Company;
- p) allegations of any breach of the law or other regulatory requirements by the Company; and
- q) decisions on significant issues affecting the Company by regulatory bodies in Australia or other relevant jurisdictions (such as ASIC or the ACCC).

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Appendix 3Y

Change of Director's Interest Notice

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 30/9/2001.

Name of entity	QUEENSLAND TRUSTEES & INVESTMENT LIMITED (QTI)
	ABN 42 010 653 862

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Date of notice:	
Name of director:	
Date of last notice:	

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	
Date of change	
Relevant interest in securities held prior to change	
Class	
Number acquired	
Number disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation.</small>	
Relevant interest in securities held after change	
Class	
Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	

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Appendix 3Y
Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – Closed period

Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?	
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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