



Limited

22 December 2010

Company Announcements Office
Australian Stock Exchange Limited
Level 4, 20 Bridge Street
Sydney NSW 2000

Share Trading Policy

Please find attached the Share Trading Policy for MACA Ltd (MLD) in accordance with Listing Rule 12.9.

Regards

A handwritten signature in black ink, appearing to read "Jon Carcich", written over a thin horizontal line.

Jon Carcich
Company Secretary



Limited

MACA Limited

Policy for dealing in securities

Dated – December 2010

POLICY FOR DEALING IN SECURITIES

1. INTRODUCTION

The purpose of this policy is to:

- (a) assist Directors and employees to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the Corporations Act.
- (b) establish a best practice procedure relating to buying and selling securities that provides protection to both MACA and employees against the misuse of unpublished information which could materially affect the value of securities.
- (c) assist in maintaining market confidence in the integrity of dealings in MACA securities.

For the purposes of this policy, Approving Personnel are the Board, or

- (a) where the Key Management Personnel (as defined below) wishing to buy, sell or exercise rights in relation to the Company's securities is not the Managing Director or a Company Secretary, the Approving Personnel are the Managing Director and one of the Company Secretary or a non-executive Director;
- (b) where the Managing Director or a Company Secretary wish to buy, sell or exercise rights in relation to the Company's securities, the Approving Personnel are the Chairman and one other non-executive Director.

MACA aims to achieve the highest possible standards of corporate conduct and governance. Accordingly, the Board of directors considers that compliance with this policy is essential to ensure that the highest standards of conduct are being met by all employees of MACA. MACA also wishes to ensure that any perception of executives or employees dealing in shares when they should not do so is avoided. Any non-compliance with this policy will be regarded as serious misconduct.

2. APPLICATION

2.1 Who is covered by this policy

This policy applies to all:

- (a) Executive, non-executive directors and Leadership Team members (**Key Management Personnel**);
- (b) full-time, part-time and casual employees; and
- (c) contractors and consultants,

of MACA and MACA group companies (**MACA Personnel**).

To avoid any doubts, any reference in this policy to a director includes an alternate director.

2.2 What securities are covered by this policy?

This policy applies to the following securities:

- (a) MACA shares;
- (b) any other securities which may be issued by MACA such as options and convertible notes;
- (c) derivatives (such as exchange-traded options and warrants) and other financial products issued by third parties in relation to MACA shares and options; and
- (d) securities of any other company or entity that may be affected by inside information (such as a MACA joint venture partner, another party involved in a corporate transaction with MACA or a MACA contractor or shareholder).

2.3 What is dealing?

For the purposes of this policy, dealing in securities means to buy or sell securities, or enter into transactions in relation to securities, either directly or through a family trust, superannuation fund, company or in any other manner, and includes:

- (a) trading in securities (i.e. subscribing for, buying, selling or entering into an agreement to do any of those things);
- (b) advising, procuring or encouraging another person (such as a family member, friend, associate, colleague, broker, financial planner, investment adviser, family company or family trust) to trade or refrain from trading in securities; and
- (c) directly or indirectly communicating that information to another person whom the MACA Personnel believes is likely to deal in, or procure another person to deal in, those securities.

2.4 What is communicating information?

Communicating information includes passing it on, directly or indirectly, to another person (such as a family member, friend, associate, colleague, broker, financial planner, investment adviser, family company or family trust).

3. WHAT IS INSIDER TRADING?

3.1 Prohibition

In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information which is not *generally available* (see below) to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities (i.e. information that is 'price sensitive'); and
- (b) that person:
 - (i) buys or sells securities in the Company; or
 - (ii) procures someone else to buy or sell securities in the Company; or
 - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

Information is considered to be *generally available* where the information is:

- (a) readily observable; or
- (b) made known in a manner that would, or would be likely to bring it to the attention of people who commonly invest in the company's securities or securities of a kind similar to the company's securities, and a reasonable period has elapsed to allow the information to be disseminated; or
- (c) able to be deduced, concluded or inferred from that type of information.

3.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to affect materially the price of the Company's securities:

- (a) the Company considering a major acquisition or disposal of assets;
- (b) the threat of major litigation against the Company;
- (c) the Company's sales and profit results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal;
- (f) the granting (or loss) or a major contract;
- (g) management or business restructuring proposal; or
- (h) a share issue proposal.

3.3 Dealing through third parties

A person does not need to be a Director or employee of the Company to be guilty of insider trading in relation to securities in the Company. The prohibition extends to

dealings by Directors and employees through nominees, agents or other associates, such as family members, family trusts and family.

3.4 Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

3.5 Employee share schemes

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

4. GUIDELINES FOR TRADING IN THE COMPANY'S SECURITIES

4.1 General rules

There are certain periods during the year, which directors and employees should not deal in the Company's securities given the heightened risk of actual or perceived insider trading. These periods are called "black-out periods".

Directors and employees are prohibited from dealing in the Company's securities during a black-out period. The black-out period trading does not limit any other obligations of directors and employees prescribed by this policy.

Black-out periods occur each year during;

- (a) The period between the end of the Company's financial year (30 June) and the announcement of the Company's full year results to the ASX;
- (b) The period between the end of the Company's half year (31 December) and the announcement of the Company's half year results to the ASX; and
- (c) The two week period before the date of the Company's Annual General Meeting.

The Chairman may declare other black-out periods from time to time.

The black-out periods do not restrict participation in the employee equity incentive plan established by the Company but do apply in respect of any subsequent dealing in the Company's securities to which you become entitled under such a plan. However, if a Director or employee of the Company is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time.

4.2 No short-term trading in the Company's securities

Directors and employees should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter. Short-term trading refers to a trading of the Company's securities within a period of three months.

4.3 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

4.4 Exceptions

- (a) Directors and all employees may at any time:
 - (i) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
 - (ii) acquire Company securities under a bonus issue made to all holders of securities of the same class;
 - (iii) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders of securities of the same class;
 - (iv) acquire, or agree to acquire or exercise options under a Company Share Option Plan;
 - (v) withdraw ordinary shares in the Company held on behalf of the employee in an employee share plan where the withdrawal is permitted by the rules of that plan; and
 - (vi) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme.
- (b) In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the periods specified in paragraph 4.1.

Were this to occur at a time when the person possessed inside information then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

4.5 Notification of periods when Directors and employees can trade

The Managing Director will endeavour to notify all Directors and employees of the times when they are permitted to buy or sell the Company's securities as set out in paragraph 4.1.

4.6 Approval requirements

Any Key Management Personnel wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Approving Personnel before doing so.

4.7 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to in paragraph 4.6 must include confirmation that the applicant is not in possession of price sensitive information that is not generally available to the market, the intended volume of securities to be purchased or sold and an estimated time frame not to exceed five (5) trading days from written approval for the sale or purchase.
- (b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

4.8 Notification

Subsequent to approval obtained in accordance with paragraphs 4.6 and 4.7 (if required), any Key Management Personnel who (or through his or her associates) buys, sells, or exercises rights in relation to Company securities (including entering into an agreement that provides a lender with rights in their securities held in the Company) **must** notify the Company Secretary in writing of the details of the transaction within five (5) business days of the transaction occurring. This notification obligation **operates at all times** but does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

4.9 Key Management Personnel sales of securities

Key Management Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (i.e. a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Key Management Personnel needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

4.10 Exceptional Circumstances

Key Management Personnel, who is not in possession of inside information, may be given clearance to dispose of (but not acquire) the Company's securities where they would otherwise be restricted by this policy if they are in severe financial difficulty or there are exceptional circumstances. A person may be in severe financial difficulty if they have a pressing financial commitment that cannot be satisfied other than by selling the Company's securities. Severe financial difficulty would not normally include a liability to pay tax unless the person has no other means of satisfying the liability.

Clearance should be sought from the Chairman of the Board in the case of directors and from the Chairman of the Audit and Risk Committee in the case of the Chairman or from the CEO in the case of the senior executives.

4.7 Hedging Unvested Entitlements

Key Management Personnel participating in any equity based incentive plans established by the Company are prohibited from entering into any transaction which

would have the effect of hedging or otherwise transferring to any other person the risk of fluctuation in the value of any unvested entitlement in the Company's securities.

5. PERMITTED CONDUCT

5.1 When is dealing permitted if you are an Employee, Contractor or Consultant?

If you are an employee, contractor or consultant of MACA, the following rules apply:

- (a) subject to the rules of any applicable MACA equity-based plan (for example, a share incentive plan or option incentive plan) you can deal in MACA securities at any time provided:
 - (i) you obtain the prior written consent of the Managing Director
 - (ii) you confirm to the Managing Director that you do not have inside information;
 - (iii) the dealing does not occur during a Prohibited Period (refer to 4.1 above);
 - (iv) you are not involved in short term or speculative dealing; and
 - (v) you are not hedging the risk of any fluctuation in value of any unvested entitlement in MACA securities;
- (b) if you subsequently deal in those securities – you must confirm the dealing in writing to the Managing Director within two business days after the dealing. The confirmation must include:
 - (i) your name;
 - (ii) the name of any person who dealt on your behalf;
 - (iii) details of your interest (direct or indirect) in the MACA securities the subject of the dealing;
 - (iv) the date of the dealing;
 - (v) the number of MACA securities subscribed for, bought or sold;
 - (vi) the amount paid or received for those securities; and
 - (vii) the number of MACA securities held by you (directly or indirectly) before and after the dealing.

5.2 When is dealing permitted if you are Key Management Personnel?

If you are Key Management Personnel of MACA, the following rules apply:

- (a) you can only deal in MACA securities (or financial products issued by third parties in relation to MACA securities which operate to limit the economic risk of a vested holding in MACA securities) provided:

- (i) you obtain the prior written consent of the Chairman (or two of the other directors / the Board if you are the Chairman)
 - (ii) you confirm to the Chairman (or two of the other directors / the Board if you are the Chairman) that you are not in possession of any inside information;
 - (iii) the dealing does not occur during a Prohibited Period (refer to 4.1 above);
 - (iv) you are not involved in short term or speculative dealing; and
 - (v) you are not hedging the risk of any fluctuation in value of any unvested entitlement in MACA securities;
- (b) if you subsequently deal in those securities – you must confirm the dealing in writing to the person to whom your prior notice was given and the Company Secretary within two business days after the dealing. The confirmation must include:
- (i) your name;
 - (ii) the name of any person who dealt on your behalf;
 - (iii) details of your relevant interest (direct or indirect) in the MACA securities the subject of the dealing;
 - (iv) the date of the dealing;
 - (v) the number of MACA securities subscribed for, bought or sold;
 - (vi) the amount paid or received for those securities;
 - (vii) the number of MACA securities held by you (directly or indirectly) before and after the dealing, including where the securities are held indirectly, the names of the holder of securities on the Company's share register and the name of any underlying beneficiary; and
 - (viii) sufficient information to enable MACA to comply with the requirements to notify a change of interests to ASX.

6. RELATIONSHIP TO THE CONTINUOUS DISCLOSURE REGIME

The Corporations Act and ASX Listing Rules require MACA to immediately release to the ASX any information concerning MACA which may reasonably be expected to have a material effect on the price or value of MACA's securities, subject to limited exceptions. As a result of the operation of the continuous disclosure regime, usually all material price sensitive information will be generally available. However, there are limited circumstances in which disclosure is not required. In these situations there may be people with "inside information" who would breach the insider trading prohibition if they dealt in securities at that time.

7. WHO TO CONTACT

If you are in any doubt regarding your proposed dealing in securities you should contact the Company Secretary or Managing Director.