

# BOTSWANA STOCK EXCHANGE

## CIRCULAR

**FROM:** Listings and Trading (L&T) Department

**TO:** All Listed Companies, Brokers

**DATE:** 31 July 2014

**SUBJECT: Launch of the Botswana Stock Exchange (BSE) Exchange News Service (X-News)**

1. The BSE is pleased to announce the introduction of the Exchange News Service. This service will disseminate listed company information to the market in real time, facilitating punctual, equal and wide exchange of relevant news and information.
2. Both the BSE Main Committee and the NBFIRA have approved the necessary amendments to the BSE Listings Requirements (refer **Annexure 1**) to enable full implementation of X-News.
3. X-News shall be launched with effect from 1 August 2014 on a trial basis and shall be implemented fully with effect from 1 September 2014.
4. From this date, listed company publications will be released by the BSE through X-News; appearing immediately on both the ATS message board (ATSM), and the BSE website (BSEW). Subscribers to the X-News Email Service will have the link to the publications despatched to their designated email addresses within 10 minutes of uploading to the ATSM and BSEW.
5. Only certain specific announcements (refer **Annexure 1**) are required to be published in both X-News and Newspapers.

### **Method and Form of Submission**

6. Draft regulatory publications containing price sensitive information are to be submitted directly to the BSE (Not via sponsoring broker) via email or hard copy for review or approval. Finalised publications, following BSE approval, may then be submitted for publication through X-News via email, USB memory device or CD for release on X-News.

X-News contact details are as follows:

**Attention: Listings and Trading Department**

**Email:** [listings@bse.co.bw](mailto:listings@bse.co.bw)

**Phone:** +267 3674400

**Fax:** +267 3180151

7. After release on X-News, the BSE shall email the submitter to confirm the release. Following this confirmation, the listed Company can then release the publication via any other media as applicable.

8. With respect to prospectuses, prelisting statements and circulars, both a hard as well as a soft copy of the finalised document, following BSE approval, must be submitted along with a letter from the issuer declaring that the contents of the hard copy are identical to those of the soft copy prior to X-News publication.
9. All soft copy submissions must be in pdf format (optimised for viewing online). File names should not include the following; #, %, &, <, >, ?, |, {or} and should not exceed 5 megabytes in size.

#### **Publication in other Media, Newspapers and other Markets**

10. In accordance with BSE Listings Requirements (refer **Annexure 1**), some publications made through X-News must also be released in the press as soon as possible following BSE approval, but only following release on X-News. Issuers updating their websites with their announcements regularly can only do this following confirmation of release on X-News.
11. Dual listed Issuers who are secondary listed on the BSE must release their announcements on X-News at the same time as on the primary market. Publications which are released through primary Exchanges during non-working hours on BSE shall be published on X-News before 0830 hours on the next working day of the BSE.

#### **Fees**

12. The schedule of Fees for X-News is referred to in **Annexure 1**. Issuers shall be issued with an invoice as soon as the relevant announcement has been released.
13. X-News charges shall only be levied on listed Companies with effect from 1 September 2014

#### **Contact**

14. For further information or to seek clarity on any of the above mentioned matter, please contact the Listings and Trading Department at 3674400.



LISTINGS AND TRADING

## ANNEXURE 1

### Amendments to the Botswana Stock Exchange (BSE) Listings Requirements to facilitate the proposed Exchange News Service (X-News)

As part of the strategy of making the BSE a repository of Exchange related information, the BSE is launching a news service for the benefit of listed companies. This service will be known as the Exchange News Service or X-News.

In order to implement X-News, certain amendments and additions to the BSE's existing listing requirements have been made as follows; (Please note that the amendments and additions to the Requirements are in ***bold italics*** and sections of the old Requirements no longer applicable have been struck off.)

#### I. Amendment to Section 3.46 of the BSE Listings Requirements

- (a) All Press Announcements, ***Prospectuses, Prelisting Statements and Circulars (regulatory publications)*** must be published ***on the X-News service of the BSE. Abridged versions of Financial Statements, Prospectuses and Prelisting Statements must in addition to X-News, be published*** in English in a national English language newspaper.
- (b) ***It is mandatory for regulatory publications to be released on X-News prior to publishing same in a newspaper and/or any other media or presentation.***
- (c) ***The formatting of the regulatory publications must be as provided for in Schedule 20 of these requirements.***
- (d) ***Listed companies shall be liable to pay fees for publications of the regulatory publications on X-News as per the fee structure detailed in Section 17.9 of these requirements.***

#### II. Addition of Schedule 20 to the Listings Requirements detailing the requirements and formats of the information to be published in X-News

##### **Schedule 20** **Exchange News Service (X-News)**

**20.1** The following words and/or phrases will have the meanings assigned to them herein.

Word/Phrase	Meaning
Regulatory Publications	Press announcements, prospectuses, prelisting statements and circulars prepared and released as per these Requirements
X-News Operational hours	From 0800 to 1700 on trading days



## **20.2 Introduction**

As a result of a need to disseminate relevant company information to the market on a real time basis, the BSE has established a system called the Exchange News Service ("X-News").

X-News will facilitate early, equal and wide dissemination of relevant company information, and will improve communication between issuers and the market.

All relevant company information received by X-News will also be electronically transmitted to the X-News subscribers which include members of the BSE and major international data vendors, who will immediately disseminate such information to their customers.

## **20.3 Method and form of submission**

20.3.1 With the exception of prospectuses, prelisting statements and circulars, all draft regulatory publications containing price sensitive information must be submitted directly to the BSE by email or hard copy for review and approval. Finalized regulatory publications after BSE approval can then be submitted for publication through X-News as per 20.3.2. Regulatory publications not requiring BSE review and approval must be submitted as per 20.3.2. All other regulatory publications must be submitted through the sponsoring broker.

20.3.2 Finalized regulatory publications containing price sensitive information must be submitted to X-News through email, USB memory device or CD in pdf format for release on the BSE X-News before being released on any other media as applicable.

Simultaneously, hard copies of prospectuses, prelisting statements and circulars must be submitted accompanied by a letter from the issuer declaring that the contents of the hard copy are identical to those in the softcopy.

20.3.3 The relevant company information must conform to the specifications set out in this Schedule, to prevent any delay in publication through X-News.

20.3.5 File names should not include any of the following characters #, %, &, \*, <, >, ?, |, {or}.

20.3.6 The file size must not exceed 5 megabytes.

## **20.4 Publication through X-News**

20.4.1 All Regulatory Publications will be published through X-News as soon as practically possible after such information has been approved (if applicable).

20.4.2 Publication through X-News will take place by the BSE electronically uploading the regulatory publication to the BSE Website and real time distribution to X-News subscribers who will immediately disseminate such information to their customers.

## **20.5 X-News Processing**

Submission of documents will be processed on a “first-in-first-out” basis.

## **20.6 Fees for Publication through X-News**

Fees for publishing on X-News shall be charged on issuers as per Section 17.9.

## **20.7 Publication on other markets**

20.7.1 Issuers with a secondary listing on the BSE should, as far as possible, ensure that the same regulatory publications is released, through X-News, at the same time that it is released on any other market/exchange on which its securities are listed. If, however, such information cannot simultaneously be published through X-News because it is released on the other market/exchange outside of X-News operational hours, the company should ensure that such information is published through X-News as soon as possible but no later than the next time that trading on BSE commences.

20.7.2 Sponsoring Brokers of issuers with dual listings should liaise with X-News and the other exchanges with a view to achieving the above objectives.

## **20.8 Confirmation of publication through X-News**

Confirmation of publication through X-News will be sent by email to the submitter.

## **20.9 Publication on Newspapers and other Media**

20.9.1 Notwithstanding publication through X-News, regulatory publications which must also be published in the press in accordance with the BSE Listings Requirements must also be released in the press as soon as possible after it has been approved by the BSE (if applicable) but only after release on X-News.

20.9.2 Issuers who update their websites with regulatory publications can only release the announcements on their websites after such publications have been released through X-News.

20.9.3 Issuers cannot release regulatory publications to the public through any other media, including social media, unless they have received written confirmation from the BSE that the announcements have been released through X-News.

## **20.10 Indemnity**

20.10.1 The BSE will endeavor to ensure that regulatory publications submitted to X-News are published in the form submitted to X-News. The BSE, however, makes no undertaking, representation or warranty, either in this regard or as to the accuracy or completeness of the information published through X-News.

- 20.10.2 No liability shall attach to any Committee member or employee or agent of the Exchange for any loss or damage sustained by any person, member or by any employee or agent of the Exchange, of any power or duty conferred or imposed upon the Committee by the BSE Act.
- 20.10.3 Each Issuer indemnifies the BSE and holds the BSE harmless against all and any loss (direct, indirect or consequential), liability, action, suit, proceeding, cost, demand and damage of all and every kind or nature, directly or indirectly arising from reliance on or receipt or use of the service or from the provision of the service (or its failure) as well as, but not limited to, the circumstances set out above, save when such loss, liability, action, suit, proceeding, cost, demand or damage is directly attributable to the BSE's own willful default or gross negligence.

## 20.11 Copyright

Any person that submits regulatory publications to X-News for publication is deemed to warrant to the BSE that it is the owner of the copyright and other intellectual property rights in such information ("the rights") or, if it is not the owner of such rights, that it has submitted such information with the owner's consent. The owner shall, in submitting or causing such information to be submitted to X-News, be deemed to have licensed the BSE to disseminate such information through X-News and the BSE shall, accordingly, not infringe any of the owner's rights by so doing.

## 20.12 Contact

All issues relating to X-News must be routed through the Listings & Trading Department of the BSE.

### III. Amendment to Section 16.2 of the BSE Listings Requirements

Any documentation pertaining to the following matters, which are subject to the prior approval of the Committee, or requiring action to be taken by the Committee, must be submitted to the Committee through the medium of a sponsoring broker:

- ~~(a)~~ acquisitions;
- (b) **Non-price sensitive** press announcements;
- ~~(j)~~ explanatory statements;
- ~~(p)~~ "rescue" operations;

### IV. Amendment to Section 16.21 of the BSE Listings Requirements

~~(e) three copies of all notices issued to the press which may be regarded as being of importance to investors.~~



- V. Amendment to Section 17 of the BSE Listings Requirements by inclusion of Section 17.9 on account of X-News fees

*Fees applicable to regulatory publications on X-News shall be as follows:*

<b>Regulatory Publications</b>	<b>Charge (BWP)</b>
<b>Short Announcements not exceeding one A4 page</b>	<b>Nil</b>
<b>Quarterly, Interim and Provisional Financial Statements</b>	<b>2,000</b>
<b>Circulars</b>	<b>2,000</b>
<b>Annual Reports, Prospectuses and Pre-listing Statements</b>	<b>4,000</b>
<b>Other Announcements and Reports exceeding one A4 page</b>	<b>2, 000</b>

As a result of the inclusion of this section as section 17.9, the current section 17.9 headed Indirect Taxes will become section 17.10, and the current section 17.10 headed Non-payment of fees will become section 17.11.

- VI. Amendments to Appendix to Section 11

### **Appendix to Section 11**

#### **Guidelines on the publication of information**

The following table provides a summary of the requirements for the publication of information relating to listed companies.

Reference (Paragraph unless otherwise stated)	Information	No. of <i>hard</i> copies for the BSE	Distribute to each shareholder	Publish in the press	<b><i>Publish on X-News</i></b>
3.23, 16.21	<del>Annual Financial Statements (Audited)</del> <b>Annual Report</b>	<del>25</del> <b>2</b>	Yes	<del>Note 1</del> <b>No</b>	<b>Yes</b>
8.44, 3.20, 3.22, 16.21	Provisional Annual Financial Statements (Preliminary Reports) <del>Note 2</del> <b>Note 1</b>	1	Yes	Yes	<b>Yes</b>
3.19, 3.22, 8.44, 8.49,	Interim Reports <del>Note 2</del>	<del>25</del> <b>1</b>	Yes	Yes	<b>Yes</b>

16.21	Note 1				
8.44	Quarterly Reports	<del>25-1</del>	Yes	Yes	<b>Yes</b>
16.21, 3.13, 8.28	Other Preliminary Reports	<del>3-1</del>	No	Yes	<b>Yes</b>
3.11, 3.18	Dividend Announcements	<del>3-1</del>	<del>Note 3</del> <b>Note 2</b>	<del>Note 3</del> <b>No</b>	<b>Yes</b>
3.23, 16.21	Notices of Annual General Meetings and their Minutes	<del>3-1</del>	Yes	No	<b>Yes</b>
3.48, 16.21, Section 11	Circulars	<del>25 2</del>	Yes	<del>Note 4</del> <b>Note 3</b>	<b>Yes</b>
6.23, 3.48, 11.8	Pre-Listing Statements and Prospectuses	<del>25 2</del>	Yes	Yes	<b>Yes</b>
3.46 to 3.47	Press Announcements <b><i>less than 1 A4 size</i></b>	<del>3 1</del>	No	<b>No</b>	<b>Yes</b>

NOTES:

- ~~1.~~ Annual financial statements must be made available to the Committee although they need not be published (in full) or in the press.
- ~~2.~~ 1. Unaudited provisional annual financial statements (preliminary reports) and under certain circumstances, unaudited interim and quarterly reports, must be reviewed by the company's auditors in terms of paragraph 3.22 and published in the press.
- ~~3.~~ 2. Dividend announcements must be published in the press **X-News**, and/or be distributed to all shareholders.
- ~~4.~~ 3. Circulars need not be published in the press **must be published in X-News. They however need not be published in the press.** Refer to Section 11 to determine whether a press announcement is required.
- ~~5.~~ 4. All press **finalized** announcements, or circulars, **prelisting statements and prospectuses**, whether approval of the Committee is required or not, should be made available in hard copy and electronic format to the BSE for simultaneous release on the BSE notice board **submitted to the BSE in soft copy (pdf format) for release on the BSE X-News before being released on any other media.**

***Simultaneously, hard copies of prospectuses, prelisting statements and circulars must be submitted as per the table accompanied by a letter from the issuer declaring that the contents of the hard copy are identical to those in the softcopy.***