

4 February 2011

Emma Badhni
Senior Adviser, Listings (Sydney)
Australian Securities Exchange
Exchange Square
20 Bridge Street
SYDNEY NSW 2000

Via Email: Emma.Badhni@asx.com.au

Dear Emma

Portland Orthopaedics Limited
(Subject to Deed of Company Arrangement)
ACN 086 839 992
ASX Listing Code: PLD

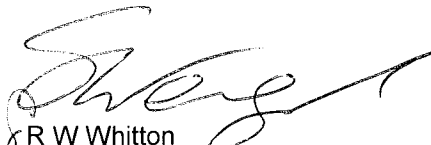
I refer to your letter of 1 February 2011 concerning the non lodgement by PLD of its Securities Trading Policy as required by Listing Rule 12.9 effective 1 January 2011.

I apologise for not previously providing a Securities Trading Policy as required. As proposals for the relisting and lifting of suspension were being sought it was inadvertently overlooked.

I now attach a Securities Trading Policy as required under the ASX Listing Rules.

Should you have any queries, please do not hesitate to contact the writer or Sean Wengel of this office on 8263 4000.

Yours faithfully
Portland Orthopaedics Limited



R W Whitton
Deed Administrator

Sydney
Melbourne
Brisbane
Perth
Auckland
Wellington

Level 29, 66 Goulburn Street, Sydney NSW 2000
Telephone: +61 2 8263 4000 • Facsimile: +61 2 8263 4111
williambuck.com

William Buck is an association of independent firms, each trading under the name of William Buck across Australia and New Zealand with affiliated offices worldwide. Liability limited by a scheme approved under Professional Standards Legislation other than for acts or omissions of financial services licensees.


MEMBER
GLOBAL ALLIANCE OF
INDEPENDENT FIRMS
602450\PERMBRS\ADSL\WENG\775899

Securities Trading Policy

Portland Orthopaedics Limited
ACN 086 839 992

Portland Orthopaedics Limited
ACN 086 839 992
(Company)

Corporate Governance Policy – Securities Trading

1. Introduction

- 1.1 This policy imposes constraints on directors, employees and consultants dealing in securities of the Company. It also imposes disclosure requirements on directors.
- 1.2 This policy has been adopted by the Board of the Company.

2. Objectives

- 2.1 The objectives of this policy are to:
 - (1) minimise the risk of directors, employees and consultants of the Company contravening the laws against insider trading;
 - (2) assist the Company in meeting its reporting obligations under the ASX Listing Rules; and
 - (3) increase transparency with respect to dealing in securities of the Company by Key Management Personnel.
- 2.2 To achieve these objectives, directors, employees and consultants should treat this policy as binding on them in the absence of any specific exemption by the Board.

3. What is insider trading?

- 3.1 The *Corporations Act 2001* (Cth) (**Corporations Act**) prohibits persons who are in possession of information that is not generally available to the public and which a reasonable person would expect to have a material effect on the price of securities in the Company (**price sensitive information**) from:
 - (1) dealing in the securities; or
 - (2) communicating the price sensitive information to others who might deal in the securities.

3.2 Information is 'generally available' if, amongst other things, it consists of readily observable matters or it has been brought to the attention of investors by an ASX announcement and a reasonable period for its dissemination has elapsed since the announcement.

3.3 Directors, employees and consultants of the Company will from time to time be in a situation where they are in possession of price sensitive information. Examples are the period prior to release of annual or half-yearly results to the Australian Securities Exchange (ASX) and the period and the period during which a major transaction is being negotiated.

4. No dealing in securities of the Company when in possession of Price Sensitive Information

4.1 Directors, employees and consultants in possession of price sensitive information must not at any time:

- (1) deal in securities of the Company;
- (2) advise, procure, encourage or suggest another person deal in securities of the Company; or
- (3) communicate the price sensitive information, or cause the price sensitive information to be communicated, to a person who may deal in securities of the Company or may procure another person to deal in securities of the Company.

4.2 A contravention of the insider trading prohibitions is an offence and exposes a person to criminal and civil liability, including liability under civil damages actions and compensation orders. The penalty for a breach of the insider trading prohibition is a fine up to \$220,000 for a natural person (and up to five times the maximum for a body corporate) or 5 years imprisonment, or both.

4.3 Key Management Personnel must ensure that external advisers who may receive price sensitive information are bound by confidentiality agreements or other enforceable confidentiality obligations.

4.4 The Company may also publish from time to time a list of securities in other companies which directors, employees and consultants are prohibited from dealing in due to the Company being in possession of price sensitive information in respect of those companies (**Restricted Securities List**). Directors, employees and consultants must not at any time deal in securities on the Restricted Securities List.

5. Key management personnel not to deal in securities of the Company during Restricted Periods

5.1 Key Management Personnel must not deal in securities of the Company during the following periods:

- (1) from the balance date until the second trading day after the Company's annual or half-yearly results have been released to ASX; and
- (2) any other period designated by the Board.

(Restricted Periods).

6. Key Management Personnel Securities Trading Policy

- 6.1 At all other times outside the Restricted Periods, Key Management Personnel should not deal in securities of the Company unless:
 - (1) they have satisfied themselves that they are not in possession of any inside information that is not generally available to the public;
 - (2) they have contacted the Chairman or Company Secretary, and notified them of their intention to do so; and
 - (3) where the Chairman wishes to deal in securities, he or she has contacted the Company Secretary or, in his absence, a Non-Executive Director, and notified them of his or her intention to do so.
- 6.2 Notification to the Chairman or Company Secretary is intended as a compliance monitoring function only and is not an endorsement of the proposed dealing.
- 6.3 Key Management Personnel remain responsible for their own investment decisions and compliance with the law.
- 6.4 Key Management Personnel should wait a full trading day after disclosure of inside information by the Company before dealing in securities so that the market has had time to absorb the information.

7. No short-term dealing in securities of the Company

- 7.1 Key Management Personnel must not at any time engage in short-term dealing in securities of the Company.
- 7.2 Short-term dealing is considered to be dealing where the acquisition and disposal of securities occurs within 6 months of each other.
- 7.3 The Chairman may, at their discretion, permit Key Management Personnel to trade in securities in circumstances that would contravene this paragraph if that Key Management Personnel establishes hardship and that they do not have inside information.

8. No hedging

- 8.1 Despite any other part of this policy, Key Management Personnel must not at any time enter into transactions in associated products which operate to limit the economic risk of security holdings in the Company.

9. Trading in exceptional circumstances during Restricted Periods

- 9.1 Key Management Personnel may be granted prior written clearance by the Chairman or Company Secretary to deal in securities of the Company during the Restricted Periods if there are exceptional circumstances (provided that he or she is not in possession of unpublished, price sensitive information).
- 9.2 Exceptional circumstances are:
- (1) financial hardship whereby the relevant Key Management Personnel has a pressing financial commitment that cannot be satisfied other than by dealing in securities of the Company; or
 - (2) a court order or court enforceable undertakings directing the dealing in securities of the Company.
- 9.3 Key Management Personnel wishing to deal in securities of the Company during a Restricted Period based on exceptional circumstances must apply in writing (email is acceptable) to the Chairman or Company Secretary for prior written clearance to deal in those securities. The application must include the following information:
- (1) details of the exceptional circumstances;
 - (2) the number of securities of the Company that he or she wishes to deal in;
 - (3) the way in which he or she wishes to deal in those securities;
 - (4) a request for clearance to deal in those securities; and
 - (5) confirmation that he or she is not in possession of any price sensitive information.
- 9.4 The Chairman or Company Secretary must consider the objectives of this policy and the purpose of the ASX Listing Rules in making a determination as to whether to provide consent to deal in securities of the Company during a Restricted Period.
- 9.5 Any consent provided by the Chairman or Company Secretary under this policy must:
- (1) be in writing (email is acceptable); and

(2) outline the duration of the clearance (no more than 5 trading days).

- 9.6 Clearance by the Chairman or Company Secretary is intended as a compliance monitoring function only and is not an endorsement of the proposed dealing. Key Management Personnel remain responsible for their own investment decisions and compliance with the law.

10. Notification of dealing in securities

- 10.1 Key Management Personnel must notify the Company Secretary immediately after acquiring or disposing of a relevant interest in any securities of the Company.
- 10.2 Directors have entered into an agreement with the Company under which they are obliged to notify changes in interests in shares and other relevant matters in sufficient detail to allow the Company to comply with the ASX Listing Rules.

11. Margin Lending

- 11.1 ASX, in its Companies Update of 29 February 2008, has also highlighted that in certain circumstances, the Company may be required to disclose details of the margin lending arrangements of Key Management Personnel in respect of their securities of the Company (if any) if that information would be price sensitive under ASX Listing Rule 3.1.
- 11.2 To enable the Company to comply with ASX Listing Rule 3.1, any Key Management Personnel who enter into margin lending arrangement or otherwise encumber their securities of the Company (**Security Arrangements**) is required to provide details of those Security Arrangements to the Chairman (who will notify the Company Secretary) upon entering into, and on any change occurring to, the Security Arrangements. Security Arrangements may be subject to prohibitions on dealing in securities in the Company contained in this policy.
- 11.3 The details of the Security Arrangements that must be provided pursuant to paragraph 11.1 must include the number of securities of the Company involved, any trigger points, the right of the lender or securityholder to sell the securities unilaterally and any other material details.

12. Directors Notification of dealings in Securities

- 12.1 ASX Listing Rules 3.19A and 3.19B require the Company to notify dealing in securities by Directors within 5 business days.
- 12.2 Section 205G of the *Corporations Act 2001* requires a Director of a listed company to notify ASX within 14 days of acquiring or disposing of a *relevant interest in any Securities* of the Company. This is an obligation of

the Director, not the Company. There is no prescribed form for such notifications.

- 12.3 ASIC has granted class order relief from the requirements of section 205G where notifications are made by the Company under Listing Rules 3.19A and 3.19B.

13. Penalties

- 13.1 Strict compliance with this policy is a condition of employment.
- 13.2 A contravention of this policy by any Key Management Personnel may result in the summary dismissal of that person.

14. Application

- 14.1 This policy applies to all directors, employees and consultants and its subsidiaries.
- 14.2 For the purposes of this policy, directors, employees and consultants “dealing” in securities of the Company includes associates of directors, employees and consultants dealing in securities of the Company. It is incumbent on each director and employee to take all reasonable steps to ensure that an associate does not deal in circumstances where the dealing could be attributed to the director or employee concerned and would involve a contravention of this policy if the dealing had been undertaken by the director or employee concerned. Associates include your relatives, entities which you control and entities you are acting in concert with.
- 14.3 Despite anything in this policy, the following types of dealing are excluded from the operation of this trading policy:
- (1) transfers of securities of the Company already held in a superannuation fund or other saving scheme in which the restricted person is a beneficiary and where the investments are made at the discretion of a third party;
 - (2) an investment in, or dealing in units of, a fund or other scheme (other than a scheme only investing in securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
 - (3) where a restricted person is a trustee, trading in securities of the Company by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;

- (4) undertakings to accept, or the acceptance of, a takeover offer;
- (5) dealing under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board of the Company. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (6) a disposal of securities of the Company that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement; and
- (7) the exercise (but not the sale of securities of the Company following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security.

The Board of the Company has absolute discretion to prohibit directors, employees and consultants from dealing in securities of the Company at any time.

15. Definitions

15.1 For the purposes of this policy:

- (1) **dealing in securities** includes:
 - (a) applying for, acquiring or disposing of, securities;
 - (b) entering into an agreement to apply for, acquire or dispose of, securities;
 - (c) granting, accepting, exercising or discharging an option or other right or obligation to acquire or dispose of securities;
 - (d) trading in financial products issued or created over securities; and
 - (e) entering into transactions in financial products which operate to limit the economic risk of security holdings;
- (2) **Key Management Personnel** has the meaning given to it in the ASX Listing Rules and includes the people listed in Schedule 1.
- (3) **price sensitive information** has the meaning given in clause 3.1.

- (4) **securities** includes shares, options over those shares and any other financial products of the Company traded on ASX.

16. Contact

If you have any questions about any of the issues raised in this policy, you should contact the Company Secretary.

Schedule 1

- Each Director of the Company
- All members of the board of subsidiaries of the Company
- The Chief Executive Officer, and any Chief Operating Officer or General Manager of any division of the Company or a subsidiary of the company
- Any other Director appointed to the board of the Company or a board of a subsidiary of the Company
- The General Manager of any division of the Company or a subsidiary of the Company
- The Chief Financial Officer of the Company
- The Company Secretary of the Company
- All other executives who directly report to the Chief Executive Officer or Chief Operating Officer
- Other executives as determined by the board from time to time
- Other than any of the persons listed above, an Officer of the Company as defined by section 9 of the Corporations Act
- Other than any of the persons listed above, an employee having authority and responsibility for planning, directing and controlling the activities of the Company or any subsidiary of the Company



1 February 2011

Mr Sean Wengel
Manager
William Buck (NSW) Pty Limited
Level 29
66 Goulburn Street
Sydney NSW 2000

ASX Compliance Pty Limited
ABN 26 087 780 489
20 Bridge Street
Sydney NSW 2000
PO Box H224
Australia Square
NSW 1215
www.asx.com.au

By Email

Dear Sean,

**Portland Orthopaedics Limited (subject to Deed of Company Arrangement) (the "Company") –
Trading Policy Disclosure**

We refer to the following.

1. Listing rule 12.9, effective from 1 January 2011, which states as follows:
An entity must have a trading policy that complies with the requirements of ASX listing rule 12.12. An entity must give its trading policy to the company announcements office for release to the market.
2. Listing rule 12.12, effective from 1 January 2011, which states as follows:
At a minimum, an entity's trading policy must include the following information:
12.12.1 The entity's closed periods.
12.12.2 The restrictions on trading that apply to the entity's key management personnel.
12.12.3 Any trading which is not subject to the entity's trading policy.
12.12.4 Any exceptional circumstances in which the entity's key management personnel may be permitted to trade during a prohibited period with prior written clearance.
12.12.5 The procedures for obtaining prior written clearance for trading under rule 12.12.4.
3. *Guidance Note 27 – "Trading Policies"*, which was published to assist listed entities to comply with their obligations under listing rules 12.9, 12.10 and 12.12.
4. The Companies Update dated 13 August 2010, notifying listed entities of their obligation to comply with the requirements in listing rules 12.9 and 12.12, effective from 1 January 2011.
5. The Companies Update dated 9 December 2010, reminding listed entities of their obligation to comply with the requirements in listing rules 12.9 and 12.12, effective from 1 January 2011.



ASX Limited ("ASX") attaches particular importance to encouraging a consistently high standard of listed entities' disclosure in respect of trading policies.

Our records indicate that, despite the reminders mentioned above, the Company has not yet lodged with ASX a trading policy in compliance with listing rules 12.9 and 12.12.

ASX notes that the Company's securities have been suspended since Monday, 24 November 2008. ASX reminds the Company of its contract with ASX to comply with the listing rules. This obligation is not affected by the suspension of the Company's securities from trading (see listing rule 18.6).

In the circumstances ASX requires the Company to answer the following questions:

1. Please explain why the Company has not lodged a trading policy with ASX.
2. Please advise when the Company expects to lodge a trading policy with ASX in compliance with listing rules 12.9 and 12.12.

Your response should be sent to me by e-mail at emma.badhni@asx.com.au or by facsimile on facsimile number (02) 9241 7620. It should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (i.e. before 9.30 a.m. A.E.D.T.) on Friday, 4 February 2011.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked.

ASX notes that the suspension in quotation of the securities of the Company will continue until the listed entity releases to the market a trading policy that is compliant with the listing rules. This is in addition to any other requirements that the Company must meet for reinstatement to quotation.

Please note that ASX Compliance has discretion not to reinstate a listed entity should it fail to comply with the listing rules, the spirit of the listing rules or be unable to disclose information to the market as requested by ASX or required by listing rule 3.1.

If you have any queries about this letter, please contact me immediately.

Yours sincerely,

(sent electronically without signature)

Emma Badhni

Senior Adviser, Listings (Sydney)