



58 Mounts Bay Road  
Perth Western Australia 6000  
T: +61 8 9281 9281  
F: +61 8 9281 9943  
E: [clough@clough.com.au](mailto:clough@clough.com.au)  
W: [www.clough.com.au](http://www.clough.com.au)

Australian Securities Exchange  
Company Announcements Office  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

30 May 2013

Via E - lodgement

Dear Sir

### **BUY-BACK OF SHARES**

Clough today announced that it intends to conduct an on market buy-back of shares for the purpose of ongoing capital management as a result of employee options being exercised.

Yours sincerely

Raj Ratneser  
Group General Counsel and Company Secretary

### **About Clough**

Clough is an engineering and project services contractor servicing the Energy & Chemical and Mining & Mineral markets in Australia and Papua New Guinea. Our services range from early concept evaluation and feasibility studies through design, construction, commissioning and long term asset support and optimisation.

Backed by an experienced management team, over 6000 personnel and sophisticated project management systems, Clough is recognised for a commitment to safety, sustainable development and the wellbeing of the people, communities and environments in which it operates.

[www.clough.com.au](http://www.clough.com.au)

**For further information, please contact:**

Kristy McGrath, Corporate Affairs Manager

+61 8 9281 9344

# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity

ABN/ARSN

Clough Limited

008 678 813

We (the entity) give ASX the following information.

### Information about buy-back

- |   |  |   |
|---|--|---|
| 1 | Type of buy-back   | On Market   |
| 2 | <sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)          | Ordinary  |
| 3 | Voting rights (eg, one for one)  | One for One   |
| 4 | Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding) | Fully paid  |
| 5 | Number of shares/units in the <sup>+</sup> class on issue  | 777,781,882   |
| 6 | Whether shareholder/unitholder approval is required for buy-back   | No  |
| 7 | Reason for buy-back  | Ongoing capital management as a result of employee options being exercised. |

<sup>+</sup> See chapter 19 for defined terms.

- 8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)
- No

### On-market buy-back

- 9 Name of broker who will act on the company's behalf
- To be appointed
- 10 Deleted 30/9/2001.
- 11 If the company/trust intends to buy back a maximum number of shares - that number
- 1.648 million
- Note: This requires a figure to be included, not a percentage.
- 12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention
- 13 June 2013 - 4 July 2013
- 13 If the company/trust intends to buy back shares/units if conditions are met - those conditions
- No conditions

### Employee share scheme buy-back

- 14 Number of shares proposed to be bought back
- 
- 15 Price to be offered for shares
-

### Selective buy-back

- 16 Name of person or description of class of person whose shares are proposed to be bought back -
- 17 Number of shares proposed to be bought back -
- 18 Price to be offered for shares -

### Equal access scheme

- 19 Percentage of shares proposed to be bought back -
- 20 Total number of shares proposed to be bought back if all offers are accepted -
- 21 Price to be offered for shares -
- 22 <sup>+</sup>Record date for participation in offer -   
Cross reference: Appendix 7A, clause 9.

### Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:   
Company Secretary

Date: 29 May 2013

Print name: Rajiv Ratnesar

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<sup>+</sup> See chapter 19 for defined terms.