



**THE SECURITIES ACT (DEFIANCE MILLS LIMITED AND
DEFIANCE FOOD INDUSTRIES LIMITED)
EXEMPTION NOTICE 1991**

PURSUANT to the Securities Act 1978, the Securities Commission gives the following notice.

NOTICE

1. Title and commencement—(1) This notice may be cited as the Securities Act (Defiance Mills Limited and Defiance Food Industries Limited) Exemption Notice 1991.

(2) This notice shall come into force on the day after the date of its notification in the *Gazette*.

2. Interpretation—(1) In this notice, unless the context otherwise requires,—

“The Act” means the Securities Act 1978:

“The agreement” means the agreement dated the 19th day of September 1991 made between Defiance Flour Mills Limited and Graintech Limited:

“Defiance Food” means Defiance Food Industries Limited:

“Defiance Mills” means Defiance Mills Limited, a company incorporated in Australia and of which Defiance Food is a subsidiary:

“Equity warrant” means a warrant to be issued on or before the 29th day of February 1992 by Defiance Mills to a subscriber for preference shares, being a warrant—

(a) That is non-detachable from the preference share certificate; and

(b) That entitles the holder, on terms and conditions that are consistent with the terms and conditions of the offer of preference shares, on transferring the preference shares to Defiance Mills or its nominee, to the allotment of the same number of fully paid ordinary shares in the capital of Defiance Mills as the number of preference shares held by that person:

“First Schedule” means the First Schedule to the Regulations:

“Preference share” means a non-redeemable preference share in the capital of Defiance Food in respect of which there is a non-detachable equity warrant:

“The Regulations” means the Securities Regulations 1983.

(2) Any term or expression that is not defined in this notice, but that is defined in the Act or the Regulations, has the meaning given to it by the Act or the Regulations.

3. Defiance Mills Limited exempted from certain provisions of First Schedule to the Securities Regulations 1983—(1) Subject to subclause (2) of this clause, Defiance Mills, and every person acting on its behalf, is exempted from compliance with the provisions of clauses 8 to 11, 22 to 38, and 42 of the First Schedule in respect of any offer of equity warrants.

(2) The exemption granted by subclause (1) of this clause is subject to the following conditions:

(a) That a copy of the latest audited financial statements and a statement complying with section 3B (1) of the Main Board Official Listing Rules of the Australian Stock Exchange in respect of the latest half year of Defiance Mills are contained in the registered prospectus containing the offer of equity warrants; and

(b) That the registered prospectus containing the offer of equity warrants contains a covenant by Defiance Mills to supply information to the holders of equity warrants as if those holders were ordinary shareholders of Defiance Mills.

(3) Subject to subclause (4) of this clause, Defiance Mills, and every person acting on its behalf, is exempted from compliance with clause 15 (1) of the First Schedule in respect of any offer of equity warrants.

(4) The exemption granted by subclause (3) of this clause is subject to the condition that the registered prospectus containing the offer of equity warrants contains the information required by clause 25 (2) of the Fifth Schedule to the Corporations Regulations 1989 of the Commonwealth of Australia concerning the remuneration of the directors of Defiance Mills.

4. Defiance Food Industries Limited exempted from certain provisions of the Securities Regulations 1983—(1) Defiance Food, and every person acting on its behalf, is exempted from compliance with regulation 7 (1) (a) of the Regulations in so far as that paragraph requires every prospectus delivered to the Registrar for registration under the Act containing an offer of preference shares to have endorsed thereon or attached thereto or be accompanied by a copy of the agreement.

(2) Subject to subclause (3) of this clause, Defiance Food, and every person acting on its behalf, is exempted, in respect of any offer of preference shares, from compliance with the requirements of clause 8 (3) (a) of the First Schedule in so far as that paragraph requires amounts to be included in the financial statement in respect of the 5 consecutive accounting periods preceding the date of the balance sheet set out in the registered prospectus containing the offer of preference shares.

(3) The exemption granted by subclause (2) of this clause is subject to the condition that the amounts included in the financial statement are amounts in respect of each consecutive accounting period for the group commencing with the accounting period for the 12 months ending on the

30th day of November 1988 and concluding with the most recently completed accounting period of the group and in respect of the period from the end of that accounting period to the date of any interim balance sheet set out in the registered prospectus by virtue of clause 23 (2) of the First Schedule.

Dated at Wellington this 4th day of December 1991.

The Common Seal of the Securities Commission was hereunto affixed in the presence of:

[L.S.]

B. H. SMITH,
Member.

EXPLANATORY NOTE

This note is not part of the notice, but is intended to indicate its general effect.

This notice, which comes into force on the day after the date of its notification in the *Gazette*, exempts Defiance Mills Limited, in the case of offers of equity warrants, and Defiance Food Industries Limited, in the case of offers of preference shares, from compliance with certain provisions of the Securities Regulations 1983.

Issued under the authority of the Acts and Regulations Publication Act 1989.
Date of notification in *Gazette*: 5 December 1991.
This notice is administered in the Securities Commission.