



**SECURITIES ACT (DEFIANCE MILLS LIMITED) EXEMPTION  
NOTICE 1997**

---

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) Exemption Notice 1997.

(2) This notice comes 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:

“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—

(a) That was issued on or about 9 January 1992 by Defiance Mills to a subscriber for preference shares; and

(b) That is not detachable from the preference share certificate; and

(c) That entitles the holder, 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:

“Preference share” means a non-redeemable preference share in the share capital of Defiance Food:

“Registered holder” in relation to an equity warrant and a preference share, means the person shown as the holder of the warrant and the preference share in the register kept by Defiance Food under section 51 of the Act.

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

**3. Defiance Mills Limited exempted from provisions of the Securities Act 1978 in respect of offers and allotments of certain equity securities**—(1) Defiance Mills and every person acting on its behalf are exempted from compliance with the provisions of

sections 33 (1), 37, and 37A of the Act in respect of any offer of equity securities that are, or are to be, allotted pursuant to the terms of, or the exercise by a person of a right conferred by, an equity warrant.

(2) The exemption is subject to the following terms and conditions:

(a) That, before allotment of the equity securities and before the exercise of any right conferred by the equity warrants, the following documents were sent to every person who was, at the time, the holder of equity warrants:

(i) A copy of the most recent audited consolidated balance sheet and audited consolidated profit and loss account of Defiance Mills that comply with the provisions of the Corporations Law of the Commonwealth of Australia and with the provisions of any other enactment to which Defiance Mills is subject:

(ii) If the date of allotment of the equity securities or the date of the exercise of any right conferred by an equity warrant would be later than 9 months after the date of the balance sheet referred to in subparagraph (i), a copy of the most recent half-yearly consolidated balance sheet and consolidated profit and loss account of Defiance Mills that comply with the provisions of the Corporations Law of the Commonwealth of Australia relating to financial statements and with the provisions of any other enactment to which Defiance Mills is subject (except that, in each case, they need not be audited):

- (b) The date of allotment of the equity securities is not more than 9 months after the date of the balance sheet or half-yearly balance sheet referred to in paragraph (a):
- (c) At the date of allotment of the equity securities, Defiance Food is a wholly-owned subsidiary of Defiance Mills:
- (d) Equity securities issued by Defiance Mills are, at the time of allotment of the equity securities, quoted on the Australian Stock Exchange or on the New Zealand Stock Exchange:
- (e) The equity warrants and the preference shares remain quoted on the New Zealand Stock Exchange for the period they remain current:
- (f) The equity securities are to be quoted on the Australian Stock Exchange or on the New Zealand Stock Exchange immediately upon allotment.

Dated at Wellington this 23rd day of April 1997.

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

[L.S.]

E. H. ABERNETHY,  
Chairman.

---

## EXPLANATORY NOTE

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

This notice comes into force on the day after the date of its notification in the *Gazette*.

The notice exempts Defiance Mills Limited, subject to conditions, from sections 33 (1), 37, and 37A of the Securities Act 1978 in the case of the offer and allotment of ordinary shares made pursuant to certain previously allotted equity warrants.

The notice enables the company to issue ordinary shares pursuant to rights conferred by previously allotted equity warrants without having to issue a further prospectus.

---

Issued under the authority of the Acts and Regulations Publication Act 1989.  
Date of notification in *Gazette*: 24 April 1997.  
This notice is administered in the Securities Commission.