



ENFORCEABLE UNDERTAKING
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ACT

SECTION 93AA

The commitments in this Undertaking are offered to the Australian Securities and Investments Commission (ASIC) by:

Agrifuture Technology of Australia Pty Ltd
ACN 092 550 322
Basso Newman & Co
269 Wakefield Street
ADELAIDE SA 5000

1. BACKGROUND

- 1.1 **Agrifuture Technology of Australia Pty Ltd (the Company)** is a proprietary company incorporated in South Australia on 19 April 2000.
- 1.2 In May 2001 the Company caused advertisements to be placed in the mass circulation print media, soliciting investment from members of the public in a "goat farming for export" venture. ASIC is aware of the company having placed such advertisements in the following newspapers:
- *The Spanish Herald* (12 May 2001 edition)
 - *La Fiamma* (15 May 2001 edition)
 - *Neos Kosmos* (17 May 2001 edition)
 - *Novosti* (18 May 2001 edition)
 - *Ad-Diyar* (21 May 2001 edition)
 - *The Greek Herald* (23 May 2001 edition)
 - *Le Courier* (May 2001 edition)
 - *Australian Muslim News* (May 2001 edition)
- 1.3 Following a review of the content of that advertising ASIC has reason to be concerned that the venture described constituted a managed investment scheme subject to the registration and other provisions of Chapter 5C of the Corporations Law ("the Law"), and required to be promoted or marketed by the company strictly in accordance with the fundraising and disclosure provisions of Chapter 6D of the Law.
- 1.4 The venture advertised by the company has yet to be registered as a managed investment scheme under section 601 ED of the Law nor had the company lodged with ASIC a disclosure document in relation to the offer of investment interests in the venture.
- 1.5 The company has confirmed to ASIC that it has not raised any funds in response to the advertising referred to in paragraph 1.2 hereof.

- 1.6 Pursuant to section 1324 of the Law, ASIC may, inter alia, apply for an injunction seeking to restrain the company from engaging in certain conduct and requiring the person to do an act or thing. On the basis of the company agreeing to proffer to it this enforceable undertaking ASIC has determined not to apply to court seek an injunction.
- 1.7 The company and its sole director Peter Leslie Webb acknowledge the concerns of ASIC referred to in paragraph 1.3 above and have offered the undertakings set out in part 2 hereof.

2. UNDERTAKING

- 2.1 Pursuant to the provisions of section 93AA of the Australian Securities and Investments Commission Act the company hereby undertakes that until such time it fully complies with the requirements of Chapters 5C and Part 6D of the Corporations Law it will in relation to the goat farming venture described in the advertisements referred to in paragraph 1.2 hereof ("the venture").
- (a) forthwith cease offering for subscription, or issuing any invitations to subscribe for investments in the venture;
 - (b) without limiting the generality of subparagraphs 2.1 (a) hereof not to advertise the venture or publish any promotional material (either by the internet, direct mail out or by any other means) in respect of the venture or any other unregistered managed investment scheme;
 - (c) not to enter into any contract or arrangement to accept monies from any person or entity in relation to an investment in the venture;
- 2.2 The company undertakes that it will within 5 business days of its being notified of ASIC's acceptance of this enforceable undertaking write to all persons who have been provided information packs in relation to the venture advising them of the company's execution of the undertaking;
- 2.3 The company within 5 days of posting the letters referred to in clause 2.2 above provide ASIC with:
- (a) a statutory declaration confirming the posting of the relevant letters, and
 - (b) a complete list of all persons to whom letters were sent and the contact details of those persons.

3. ACKNOWLEDGMENTS

- 3.1 The company acknowledges that in causing the publication of the advertisements referred to in paragraph 1.2 hereof it has contravened subsection 734(2) of the Corporations Law.
- 3.2 The Company acknowledges that ASIC:
- (a) may issue a media release on execution of this undertaking referring to its terms and the concerns of ASIC which led to its execution;
 - (b) may from time to time publicly refer to this undertaking; and
 - (c) will make this undertaking available for public inspection.
- 3.3 The Company further acknowledges:
- (a) that this undertaking in no way derogates from the rights and remedies available to ASIC or any other person or entity arising from any conduct described in this undertaking;

- (b) that ASIC's acceptance of an enforceable undertaking does not affect ASIC's power to investigate a contravention arising from future conduct, or pursue a criminal prosecution, or its power to lay charges or seek a pecuniary civil order; and
- (c) that this undertaking has no operative force until accepted by ASIC.

The Common Seal of Agrifuture Technology)
of Australia Pty Ltd ACN 092 550 322)
was duly affixed to this undertaking)
in the presence of:)



[Signature]
Director/Secretary

PETER LESLIE WARREN
Name (Print)

PETER LESLIE WARREN
Name (Print)

This day of July 2001.

**ACCEPTED BY THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
PURSUANT TO SECTION 93AA OF THE ASIC LAW BY ITS DULY AUTHORISED
DELEGATE:**

[Signature]
Michael Burnett

Director-Regulation & Compliance
Queensland Regional Office
This 3rd day of July 2001.