



ASIC

Australian Securities &
Investments Commission

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Change of company type

RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the Corporations Act and the other legislation administered by ASIC may have rights of review. ASIC has published **Practice Note 57 [PN57] Notification of rights of review** and Information Sheet [INFO 1100] **ASIC decisions – your rights** to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at www.asic.gov.au or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1) – Declaration**

07 / 0 7 3 9

Under paragraph 741(1)(b) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D of the Act applies to each person named in Schedule A as if section 708A of the Act were modified by inserting after the word "issued" in subparagraph 5(b) the words:

", not including a suspension that:

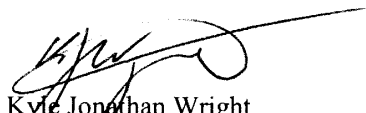
- (i) is required by the market operator under the rules of the prescribed financial market;
- (ii) relates to a significant change to the nature or scale of activities of the body's activities under the rules of the prescribed financial market; and
- (iii) is lifted following compliance by the body of the rules of the prescribed financial market for admission to the official list of the prescribed financial market."

Schedule A

A person holding a share in Facilitate Digital Holdings Limited ACN 093 823 253 (*Facilitate*) that was issued to the person pursuant to:

- (a) an agreement between Facilitate and the members of Impact Data Pty Ltd ACN 095 385 354 (*Impact*) dated 25 July 2007 whereby Facilitate will acquire all the issued shares in Impact; or
- (b) an offer made to investors on or about 12 September 2007 where, but for subsection 708(8) of the Act, disclosure would have been required by subsection 707(1) of the Act.

Dated 13 September 2007


Kyle Jonathan Wright
As delegate of the Australian Securities and Investments Commission

**ASIC**

Australian Securities & Investments Commission

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Australian Securities & Investments Commission
Corporations Act 2001 Section 915B

Notice of Cancellation of an Australian Financial Services Licence

TO: Vertex Capital Management Ltd , ACN 078 615 835 ("the Licensee")
L 12, 16-20 Bridge Street, Sydney NSW 2000

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 245482 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 7 September 2007

Signed

Allan Melville, a delegate of the Australian Securities and Investments Commission

07 / 0 7 4 1

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 601QA(1)(b) — Declaration**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 5C applies to the person mentioned in Schedule A in the case set out in Schedule B as if section 601FL of the Act were modified or varied by:

1. omitting subsection 601FL(1) and substituting:

"(1) If the responsible entity of a registered scheme wants to retire, it must either:

- (a) call a members' meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or
- (b) where the scheme has only 2 members (the *members*) — propose a company (the *proposed responsible entity*) to be the new responsible entity in accordance with subsection (1A)"; and

2. after subsection (1), inserting:

"(1A) The responsible entity may propose to retire and be replaced by the proposed responsible entity if:

- (a) the proposed responsible entity provides its consent in writing to become the new responsible entity of the scheme; and
- (b) the current responsible entity provides the members with reasons for wanting to retire and with sufficient information to enable the members to decide whether or not to choose the proposed responsible entity as the new responsible entity of the scheme; and
- (c) the members choose, by consent in writing, the proposed responsible entity as the new responsible entity of the scheme.

Schedule A

McLaughlins Financial Services Limited ACN 088 647 796 (*MFSL*) in its capacity as the responsible entity of Causeway Australasian Private Debt Opportunities Fund ARSN 125 168 587 (the *Scheme*).

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07 / 0741

Schedule B

Where:

- (a) MFSL retires as the responsible entity of the Scheme and Causeway Asset Management Limited ACN 110 962 340 is appointed as the Scheme's new responsible entity; and
- (b) the members of the Scheme are only:
 - (i) MFS Investment Nominees Pty Limited ACN 101 599 740; and
 - (ii) Causeway Australasian Private Debt Opportunities (Cayman) Fund, a body corporate incorporated under the laws of the Cayman Islands.

Dated this 14th day of September 2007

Signed by Tien Quach
as a delegate of the Australian Securities and Investments Commission

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NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is hereby given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order, a copy of which is set out below, which order took effect on the date of service of the order on the person to whom it relates, being 14 September 2007.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

IN THE MATTER OF MICHAEL PARKER

SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

To: Mr Michael Parker
9 Waterloo Avenue
Castle Hill NSW 2154

ORDER UNDER SECTIONS 920A AND 920B OF THE
CORPORATIONS ACT 2001

TAKE NOTICE that under paragraphs 920A(1)(e) and 920A(1)(f) and section 920B of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits Michael Parker from providing any financial services for a period of two years.

Dated this 12th day of September 2007.

Signed: 
.....
Graeme Darcy Plath
Delegate of the Australian Securities and
Investments Commission

Your attention is drawn to sections 920C and 1311 of the Corporations Act 2001 that provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty \$2,750 or imprisonment for 6 months or both).

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

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Notice is hereby given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order, a copy of which is set out below, which order took effect on the date of service of the order on the person to whom it relates, being 13 September 2007.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

IN THE MATTER OF ANNEMIEKE DE BOER

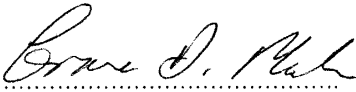
SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001

To: Ms Annemieke De Boer
271A Nicholson Road
Shenton Park WA 6008

ORDER UNDER SECTIONS 920A AND 920B OF THE
CORPORATIONS ACT 2001

TAKE NOTICE that under paragraphs 920A(1)(e) and 920A(1)(f) and section 920B of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits Annemieke De Boer from providing any financial services permanently.

Dated this 10th day of September 2007.

Signed: 
.....
Graeme Darcy Plath
Delegate of the Australian Securities and
Investments Commission

Your attention is drawn to sections 920C and 1311 of the Corporations Act 2001 that provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty \$2,750 or imprisonment for 6 months or both).

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NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is given under section 920E of the Corporations Act that the Australian Securities and Investments Commission has made an order in the terms set out below, which order took effect on the date of service of it on the person to whom it relates, being 5 September 2007.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF GLENN DAVIS
AND THE CORPORATIONS ACT 2001**

To: **GLENN DAVIS**
8 Lalor St
PORT MELBOURNE VIC 3207

**BANNING ORDER UNDER SECTIONS 920A and 920B OF THE CORPORATIONS
ACT 2001**

TAKE NOTICE that the Australian Securities and Investments Commission **PROHIBITS GLENN DAVIS** from providing any financial services under to sections 920A and 920B of the Corporations Act 2001 for a period of **FIVE (5) years** from the date of service of this Banning Order.

Dated this 29th day of August 2007.

Signed: 
GADI BARTOLOMEO

Delegate of the
Australian Securities and Investments Commission.

07 / 0745

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is given under section 920E of the Corporations Act that the Australian Securities and Investments Commission has made an order in the terms set out below, which order took effect on the date of service of it on the person to whom it relates, being 10 September 2007.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER of JOSEPH GEORGE CHRISTIANSZ
AND THE CORPORATIONS ACT 2001**

To: **JOSEPH GEORGE CHRISTIANSZ**
c/- Corrections Victoria
GPO Box 123
MELBOURNE VIC 3001

**BANNING ORDER UNDER SECTIONS 920A and 920B OF THE CORPORATIONS
ACT 2001**

TAKE NOTICE that the Australian Securities and Investments Commission **PROHIBITS JOSEPH GEORGE CHRISTIANSZ PERMANENTLY** from providing any financial services under to sections 920A and 920B of the Corporations Act 2001 from the date of service of this Banning Order.

Dated this 30th day of August 2007.

Signed: 

GADI BARTOLOMEO

Delegate of the

Australian Securities and Investments Commission.

07 / 0 7 4 6

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 741(1) Exemption**

Under paragraph 741(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) exempts:

- (a) the person specified in Schedule A, in the case specified in Schedule B; and
 - (b) the persons specified in Schedule C, in the case specified in Schedule D;
- from compliance with subsection 707(3) of the Act.

Schedule A

Legend Mining Limited ACN 060 966 145 (*Legend*)

Schedule B

An offer of securities in Apex Minerals NL ACN 098 612 974 (*Apex*) for sale by Legend to shareholders of Legend where:

- (a) under the terms of the offer, Legend transfers to shareholders of Legend, *in specie*, up to 34,000,000 ordinary shares held by Legend in Apex; and
- (b) the terms and conditions of the offer are the same, in all material respects, as those described in documentation provided to ASIC on 4 September 2007; and
- (c) documentation in relation to the offer provided to Legend shareholders under subsection 256C(4) of the Act includes a statement:
 - (i) describing the need for, and effect of, the relief contained in this instrument as it applies to shareholders; and
 - (ii) confirming that the condition of relief in paragraph (b) has been satisfied.

Schedule C

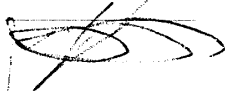
Shareholders of Legend who make an offer for sale of the kind referred to in Schedule D.

Schedule D

An offer for the sale of Apex shares which were transferred to a Legend shareholder in accordance with the offer described in Schedule B within the previous 12 months.

07 / 0 7 4 6

Dated this 18th day of September 2007



.....
Signed by Stefan Pfeifle
as a delegate of the Australian Securities and Investments Commission

07 / 0747

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 741(1)(b) –Declaration**

Under paragraph 741(1)(b) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 6D of the Act applies in relation to the person specified in Schedule A in the case specified in Schedule B as if section 707 were modified or varied by omitting subsections 707(3) and (4) and substituting the following subsections:

“(3) An offer of a body’s securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:

- (a) without disclosure to investors under this Part; and
- (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 or 708A does not say otherwise.

(4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph (3)(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue.”.

Schedule A

A person (*Holder*) who holds an ordinary share in Computershare Limited ACN 005 485 825 (*Computershare*).

Schedule B

The declaration in this instrument applies where each of the following are met:

1. the Holder offers an ordinary share (*Share*) in Computershare for sale; and
 2. the Share was issued to the Holder on the exercise of an Option that was issued to the Holder by Computershare under the terms of the Option Deed; and
 3. the Option was issued to the Holder without disclosure under Part 6D.2 of the Act by reason of subsection 700(4) of the Act and the exercise of the Option did not involve any further offer; and
-

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4. the Share is in the same class as shares that have been quoted on the financial market operated by ASX Limited ACN 008 624 691 throughout the 12 month period immediately before the sale offer without suspension for more than a total of 5 trading days during that period.

Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are references to provisions of the Act; and
2. references to a person offering securities for sale includes a reference to the person inviting offers to purchase the securities; and
3. **Option** means an option to acquire, by way of issue, an ordinary share in Computershare.
4. **Option Deed** means a deed between Computershare and the Holder that is dated 5 September 2007 and that is in the form provided to ASIC as an attachment to an electronic mail dated 6 September 2007 under which Options are issued to the Holder.

Dated the 18th day of September 2007



Signed by Fleur Grey
as a delegate of the Australian Securities and Investments Commission

**ASIC**

Australian Securities & Investments Commission

07 / 0748

**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Serper Pty Ltd. ABN 76 095 822 745 ("the Licensee")
Owners Corporation Secretary's Unit, 187 Sandal Crescent, CARRAMAR
NSW 2163

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 226510 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 19th day of September 2007.

Signed

A handwritten signature in black ink, appearing to read 'Allan Melville', written over a dotted line.

Allan Melville, a delegate of the Australian Securities and Investments
Commission

07 / 0 7 5 0

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 655A(1) and 673(1) — Declaration**

Under paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001 (Act)* the Australian Securities and Investments Commission (*ASIC*) declares that Chapters 6 and 6C of the Act apply to the person named in Schedule A in the case referred to in Schedule B as if:

1. section 609 of the Act as modified or varied by ASIC Class Order [CO 03/634] were further modified or varied by adding after subsection (13) (as notionally inserted into section 609 by ASIC Class Order [CO 03/634]):

“(14) A person does not have a relevant interest in securities merely because they apply restrictions on the disposal of the securities by the holder”; and

2. Part 6C.1 of the Act as modified or varied by ASIC Class Order [CO 03/634] were further modified or varied by adding after section 671BA (as notionally inserted into Part 6C.1 by ASIC Class Order [CO 03/634]) by adding after section 671BA:

“671BB For the purposes of section 671B and the definition of *substantial holding* in section 9, a person has a relevant interest in securities if the person would have a relevant interest in the securities but for subsection 609(14)”.

SCHEDULE A

Blue Energy Limited ACN 054 800 378 (*Company*)

SCHEDULE B

An acquisition of a relevant interest in 114,471,415 ordinary shares of the Company and 4,424,473 ordinary shares that may be issued pursuant to 4,424,473 options of the Company (*Escrowed Securities*) arising as a result of the Company entering into an escrow agreement (*Escrow Agreement*) with each person named in Schedule C (each a *Security Holder*) where each Escrow Agreement:

- (a) Restricts disposal, but not the exercise, of voting rights attaching to the Escrowed Securities;
 - (b) Terminates no later than 2 years after the date of execution of the relevant Escrow Agreement;
 - (c) Allows the Security Holder to accept into a takeover bid and requires that the Escrowed Securities will not leave escrow until the takeover bid becomes unconditional;
 - (d) Allows the Escrowed Securities to be transferred or cancelled as part of a merger by scheme of arrangement; and
-

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- (e) Is in the form provided to ASIC on 12 September 2007.

Schedule C

CVC Limited ACN 002 700 361

Chimaera CM Pty Ltd ACN 115 665 257

Dated 14 September 2007



Signed by Kyle Jonathan Wright
as a delegate of the Australian Securities and Investments Commission

07 / 0 7 5 1

**Takeovers
Panel**Level 47, Nauru House
80 Collins Street
Melbourne Vic 3000
AUSTRALIAPh: +61 3 9655 3500
Fax: +61 3 9655 3511Internet: <http://www.takeovers.gov.au>
Email: takeovers@takeovers.gov.au

**Corporations Act
Section 657A
Declaration of Unacceptable Circumstances**

In the matter of RINKER GROUP LIMITED 02R

The Takeovers Panel revokes the declaration made by it on 12 July 2007 in relation to the affairs of Rinker Group Ltd (Rinker) and substitutes this declaration.

WHEREAS

Background

1. Rinker is a listed public company. It was the subject of an off market takeover bid (Offer) by CEMEX Australia Pty Ltd (CEMEX), an indirect wholly owned subsidiary of CEMEX, S.A.B. de C.V.
2. CEMEX lodged its bidder's statement on 30 October 2006 in respect of the Offer (Bidder's Statement). The Offer closed on 16 July 2007.
3. Clause 8.1(c) of the Bidder's Statement stated:
"If Bidder acquires your Rinker Securities under this Offer, it will also be entitled to all Rights in respect of your Rinker Securities."
4. Section 9 of the Bidder's Statement defined "Rights" as including all rights attaching to or arising from the Rinker shares directly or indirectly at or after 30 October 2006, including all dividends.
5. Clause 8.8(e) of the Bidder's Statement set out a mechanism for dealing with adjustments to the bid consideration for "Rights". Clause 8.8(e) stated:
"If Bidder becomes entitled to any Rights as a result of your acceptance of this Offer, it may require you to give to Bidder all documents necessary to vest title to those Rights in Bidder, or otherwise give Bidder the benefit or value of those Rights. If you do not do so, or if you have received or are entitled to receive ... the benefit of those Rights, Bidder will be entitled to deduct the amount ... of those Rights from any consideration otherwise payable to you under this Offer. If Bidder, does not, or cannot, make such a deduction, you must pay that amount to Bidder."
6. At 10.22 a.m. AEST, on 10 April 2007, CEMEX made an announcement to ASX Limited (ASX) (10 April Announcement) stating that:
 - (a) the offer price under the Offer would be increased to US\$15.85 per Rinker share;

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Takeovers Panel

Declaration of Unacceptable Circumstances

Rinker Group Limited 02R

- (b) the consideration payable under the Offer would not be reduced by the amount of an interim dividend paid by Rinker in December 2006¹; and
 - (c) the offer was CEMEX's "best and final offer, in the absence of a superior proposal" (**Best and Final Statement**).
7. The 10 April Announcement included a summary of an agreement between CEMEX and Rinker (**Bid Agreement**). The last page (page 6) of the 10 April Announcement stated:
- "... during the Restriction Period, Rinker must not pay a dividend, other than annual and half yearly dividends consistent with past practice, (provided that this does not prejudice the Bidder's rights under clause 8.8(e) of the Bidder's Statement to adjust the revised offer price in respect of any such dividend) or undertake a buy-back, capital return or other payment to shareholders without the consent of the Bidder and without prejudice to the Bidder's rights under clause 8.8(e) to make adjustments to the revised offer price as appropriate."* (**Dividend Adjustment Statement**).
8. Between making the Best and Final Statement on 10 April 2007 and 7 May 2007, CEMEX filed a number of documents with ASX which included statements relating to clause 8.8(e) and CEMEX's rights in respect of any subsequent dividend declared by Rinker (**Subsequent Statements**), including:
- (a) 10 April 2007, a copy of the Bid Agreement;
 - (b) 10 April 2007, a notice of variation regarding the increased offer;
 - (c) 17 April 2007, a fourth supplementary bidder's statement; and
 - (d) 18 April 2007, a fifth supplementary bidder's statement.
9. On 27 April 2007, Rinker released its preliminary final report to ASX, which included a statement to the effect that Rinker had declared a fully franked final dividend for 2006-07 of A\$0.25 per Rinker share (**Final Dividend**) with a record date of 8 June 2007.
10. On 7 May 2007, CEMEX made an announcement to ASX (**7 May Announcement**) stating that, inter alia:
- (a) the Offer had been "declared final as to price, in the absence of a superior offer";
 - (b) CEMEX would extend the Offer until 7.00 p.m. AEST on 8 June 2007;
 - (c) CEMEX would not transfer Rinker shares to its name, pursuant to acceptances of its Offer, until after the record date for the Final Dividend;
 - (d) Rinker shareholders who were entitled to the Final Dividend would retain that dividend, irrespective of when they accepted the Offer;

¹ The interim dividend was A\$0.16 per Rinker share.
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Takeovers Panel

Declaration of Unacceptable Circumstances**Rinker Group Limited 02R**

- (e) CEMEX would not exercise its right to deduct the Final Dividend from its offer price of \$US15.85 per share; and
 - (f) Perpetual Investments Limited, Rinker's largest shareholder, would accept the Offer as soon as practicable.
11. On 7 May 2007 the closing price of Rinker shares on ASX was A\$0.34 above the closing price on the previous trading day. The closing price fell back over the next few days but remained above the price prior to the 7 May Announcement.

Best and final statement

12. There was no clear, unambiguous and proximate qualification to the Best and Final Statement in the 10 April Announcement to the effect that CEMEX reserved the right to allow Rinker shareholders to retain some or any future "Rights".
13. None of the Subsequent Statements adequately remedied the lack of a clear, unambiguous and proximate qualification to the Best and Final Statement concerning Rights.
14. Rinker shareholders and the market were entitled to assume that there would be no other improvements to the Offer after 10 April (in the absence of a superior proposal).
15. By making the 7 May Announcement, CEMEX departed from its Best and Final Statement such that in the period between the 10 April and 7 May Announcements:
- (a) the acquisition of control over Rinker shares did not take place in an efficient, competitive and informed market;
 - (b) Rinker shareholders and the directors of Rinker were not given enough information to enable them to assess the merits of the Offer; and
 - (c) Rinker shareholders who sold shares otherwise than into the Offer between the 10 April and 7 May Announcements did not have an equal opportunity to share in the benefits flowing from the Offer (i.e. the increase in the Offer resulting from the amount of the Final Dividend not being deducted from the Offer price).
16. Following the 7 May Announcement the acceptances of CEMEX's Offer increased from approximately 2.55% to over 90% of Rinker shares.

Circumstances unacceptable

17. It appears to the Panel that the circumstances referred to above (**Circumstances**) are unacceptable having regard to:
- (a) the effect that the Panel is satisfied that the Circumstances have had, are having, or are likely to have, on :
 - (i) the control or potential control of Rinker; or
 - (ii) the acquisition or proposed acquisition by CEMEX of a substantial interest in Rinker; or

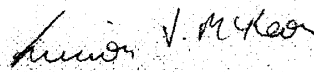
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Takeovers Panel

Declaration of Unacceptable Circumstances

Rinker Group Limited 02R

- (b) the purposes of Chapter 6 of the Corporations Act 2001 (*Cth*) (Act) as set out in section 602 of the Act.
18. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances in relation to the Circumstances and the affairs of Rinker.
19. The Panel has had regard to the matters in section 657A(3) of the Act, but has not had regard to whether the Circumstances constitute, will constitute or are likely to constitute or give rise to a contravention of Chapters 6, 6A, 6B or 6C of the Act.

Under section 657A of the Act, the Takeovers Panel declares that the Circumstances constitute unacceptable circumstances in relation to the affairs of Rinker.


Simon McKeon

President of the Sitting Panel

Dated 12 August 2007



07 / 0 7 5 2

**Corporations Act
Section 657D
Orders**

In the matter of RINKER GROUP LIMITED 02R

PURSUANT TO:

1. A declaration of unacceptable circumstances in relation to the affairs of Rinker Group Limited (**Rinker**) made by the Takeovers Panel (**Panel**) on 12 August 2007 under section 657A of the *Corporations Act 2001* (Cth); and
2. section 657D of the *Corporations Act 2001* (Cth),

THE PANEL ORDERS THAT

3. Subject to Order 14, CEMEX shall pay to each Affected Shareholder who signs and returns a claim form (within the applicable period specified in Order 10) \$A0.25 per share for the net number of Rinker shares the Affected Shareholder disposed of a beneficial interest in during the Relevant Period as set out in the claim form.

AFFECTED SHAREHOLDERS

4. An Affected Shareholder means a person who disposed of a beneficial interest in a net number of Rinker shares during the Relevant Period.

CLAIM FORMS

5. Within 10 business days after the date of these Orders, CEMEX or the ISP shall send to each person that disposed of a net number of Rinker shares during the Relevant Period as identified from Rinker's share register:
 - (a) a claim form and a notice as set out in the Orders; and
 - (b) a prepaid self-addressed envelope.
6. The notice must set out the following information:
 - (a) the effect of, and a summary of the reasons for, the Orders;
 - (b) who is an Affected Shareholder and what is meant by disposing of a beneficial interest in a Rinker share;
 - (c) what an Affected Shareholder must do to receive payment (and the process that will be followed for the making of the payment);
 - (d) how an Affected Shareholder can obtain a blank claim form and the supporting information or evidence required to be provided with:
 - (i) a claim form completed from blank by an Affected Shareholder; or
 - (ii) a claim form altered by an Affected Shareholder from that sent to them under Order 5;

- (e) the applicable time periods in which Affected Shareholders must act to receive payment under the Orders;
 - (f) the Affected Shareholder Warranties; and
 - (g) the phone number of an enquiry line that can be called in relation entitlements under these Orders.
7. A claim form sent under Order 5 must set out the following information:
- (a) the name, address and HIN or SRN or other holder identification number appropriate for the Affected Shareholder;
 - (b) known details of the net Rinker shares the Affected Shareholder disposed of during the Relevant Period;
 - (c) space for the Affected Shareholder to correct the information in (a) and (b) above (if necessary);
 - (d) space for the Affected Shareholder to sign and date the claim form; and
 - (e) prominent notice of the Affected Shareholder Warranties that the Affected Shareholder will be giving to CEMEX by submitting the claim form to CEMEX.
8. If a person requests a blank claim form or notice from CEMEX within 12 months after the Distribution Date, CEMEX shall within 5 business days of that request send the person a blank claim form and notice.
9. The Panel must approve the form of the notice and claim form.

PAYMENT TO AFFECTED SHAREHOLDERS

10. For the purposes of Order 3, to be entitled to payment an Affected Shareholder must sign and return a claim form:
- (a) within 6 weeks after the Distribution Date; or
 - (b) within 12 months after the Distribution Date if the Affected Shareholder demonstrates that Special Circumstances apply to them.
11. If CEMEX does not refer a claim form to ASIC under Order 14, CEMEX shall pay the Affected Shareholder under Order 10 within 2 weeks of the earlier of receipt by CEMEX or the ISP of the claim form or 10 weeks after the Distribution Date (which ever is the later).
12. If CEMEX refers a claim form to ASIC under Order 14, and ASIC or the Panel determines that CEMEX shall pay an amount to the Affected Shareholder, CEMEX must pay that amount to the Affected Shareholder by the later of:
- (a) 10 weeks after the Distribution Date; or
 - (b) as soon as practicable.
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SPECIAL CIRCUMSTANCES**07 / 0752**

13. Special Circumstances apply to an Affected Shareholder under Order 10(b) if in the circumstances applicable to that Affected Shareholder:
- (a) it was not unreasonable for the Affected Shareholder not to have submitted the claim form within 6 weeks after the Distribution Date; and
 - (b) the Affected Shareholder does not unreasonably delay in submitting the claim form.

DISPUTE AS TO ENTITLEMENT TO PAYMENT

14. CEMEX may refer a claim form to ASIC within 2 weeks of CEMEX or the ISP receiving the claim form (whichever is earlier). CEMEX must provide to ASIC, with the referred claim form, the reasons it considers that the person submitting the claim form may not be entitled to the payment set out in the claim form because:
- (a) CEMEX considers that the person submitting the claim form is not an Affected Shareholder;
 - (b) Special Circumstances do not apply;
 - (c) CEMEX disputes some or all of the details, supporting documents or evidence submitted in or with the claim form; or
 - (d) CEMEX considers that payments have already been made or claimed for in respect of some or all of the Rinker shares claimed for.
15. If CEMEX refers a claim form to ASIC under Order 14, ASIC shall within 2 weeks of receipt of that claim form make a determination, after consultation with CEMEX if ASIC considers it desirable, as to whether or not the person submitting the claim form is entitled to be paid in accordance with the Orders and if necessary, for how many Rinker shares.
16. If ASIC is unable to make a determination under Order 15, it shall refer the claim form to the Panel within 2 weeks of receipt by ASIC of that claim form for decision.
17. Before ASIC (or the Panel) decides that CEMEX is not required to pay a person in accordance with the claim form the person has submitted, ASIC must (and the Panel will if applicable):
- (a) advise the person of the proposed decision and the reasons for the proposed decision;
 - (b) provide copies of any information or documents on which ASIC or the Panel proposes to base their decision; and
 - (c) allow the person a reasonable period to make submissions on the proposed decision.

CEMEX MAY REQUEST FURTHER INFORMATION**07 / 0 7 5 2**

18. CEMEX may request further information from a person submitting a claim form to support the person's entitlement to payment if CEMEX has reasonable grounds to believe that the person may not be entitled to the payment claimed in the claim form submitted because CEMEX considers that:
 - (a) the person submitting the claim form is not an Affected Shareholder;
 - (b) the person submitting the claim form is not entitled to payment for the number of shares to which the claim relates;
 - (c) Special Circumstances do not apply;
 - (d) the person has not provided sufficient evidence to support their claim form; or
 - (e) payment has already been made in respect of some or all of the Rinker shares claimed for.
19. If CEMEX refers a claim form to ASIC under Order 14, CEMEX must provide any information it receives, or has received, under Order 18 (or evidence as to a lack of it having been provided after a request) to ASIC for the purposes of ASIC making a determination under Order 15 and advise ASIC of the details of any outstanding requests for information that CEMEX has made to the relevant person.
20. ASIC may extend the time it has under Order 15 or 16 to make a determination where:
 - (a) ASIC has advised the person of its proposed decision not to require CEMEX to pay the person all or some of the amount claimed by that person, and ASIC is conducting the procedure in Order 17; or
 - (b) CEMEX has made a request for further information under Order 18 and in ASIC's opinion it would be reasonable for further time to be allowed before a determination is made.

SPECIAL PURPOSE ACCOUNT

21. CEMEX shall establish the Special Purpose Account to be used solely for the purposes of carrying out the Orders.
 22. The Special Purpose Account must be established by CEMEX within 5 business days of the date of the Orders.
 23. CEMEX must deposit A\$15 million in the Special Purpose Account within 10 business days of the date of the Orders, such amount to be used to carry out the Orders.
 24. At any time until the Special Purpose Account is closed in accordance with Order 28, CEMEX must deposit such additional amounts as reasonably determined by ASIC from time to time as necessary to ensure that there are sufficient funds in the Special Purpose Account for carrying out the Orders.
 25. CEMEX must ensure that the ISP is given access to the Special Purpose Account to make the payments to Affected Shareholders as required by the Orders.
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26. CEMEX must not draw from, or permit to be drawn from other than as required by the Orders, the Special Purpose Account until it is closed in accordance with Order 28.
27. CEMEX must ensure that the Special Purpose Account remains in place until all claim forms submitted to CEMEX have either been:
 - (a) in the case of claim forms that CEMEX has not disputed under Order 14, paid as claimed by the person submitting the claim form; or
 - (b) in the case of claim forms that CEMEX has disputed under Order 14, either:
 - (i) determined by ASIC under Order 15 or by the Panel as not entitling the person submitting the claim form to payment; or
 - (ii) paid by CEMEX as ASIC determines under Order 15 or the Panel orders.
28. CEMEX may close the Special Purpose Account after such time as Order 27 is satisfied and the balance remaining in the Special Purpose Account may be transferred in CEMEX's discretion.

REPORTING

29. CEMEX or the ISP (as appropriate) shall provide the following reports to ASIC:
 - (a) *Dispatch Report*: a report within 5 business days of the Distribution Date setting out such information as reasonably required by ASIC;
 - (b) *First Payment Report*: a report, within 11 weeks of the Distribution Date, of all the claim forms submitted to CEMEX within 6 weeks of the Distribution Date which are either paid as claimed in the claim forms or referred to ASIC under Order 14, setting out such information as reasonably required by ASIC;
 - (c) *Special Purpose Account Report*: a report at least 10 business days before CEMEX closes the Special Purpose Account under Order 28 setting out such information as reasonably required by ASIC.
30. ASIC may also require from time to time any reports from:
 - (a) CEMEX or the ISP (if it is still being used by CEMEX) on claim forms submitted more than 6 weeks after the Distribution Date and before 12 months after the Distribution Date, setting out such information as ASIC may reasonably require; and
 - (b) CEMEX on the Special Purpose Account including its balance and details of deposits to and withdrawals from it.

CEMEX or the ISP (as applicable) must provide the reports to ASIC within 2 business days of ASIC's request.

31. ASIC shall report to the Panel as the Panel requests from time to time as to the satisfaction (or the progress of the satisfaction) of the Orders. For the purposes of ASIC reporting to the Panel, ASIC shall be entitled to rely on the reports provided to it under Orders 29 and 30.

AFFECTED SHAREHOLDER WARRANTIES

32. In submitting a claim form to CEMEX, the person(s) submitting the claim form shall warrant to CEMEX to the effect that, to the best of the person's or persons' knowledge after due enquiry:
- (a) the information in the claim form is true and correct;
 - (b) the person(s) was/were the beneficial owner(s) of the net Rinker shares disposed of during the Relevant Period at the time of the disposal;
 - (c) the net disposal of the beneficially owned Rinker shares resulted from bona fide arm's length transactions; and
 - (d) any attached supporting documents are true copies of their originals.

THE ISP

33. CEMEX shall appoint a person to act on behalf of CEMEX as the ISP and shall agree the functions that are required to implement the Orders that are to be performed by the ISP on CEMEX's behalf. CEMEX shall enter into an agreement with the ISP to perform those functions.
34. The terms of the agreement to be entered into by CEMEX and the ISP under Order 33 shall document fully the processes to be followed by CEMEX and the ISP in implementing the Orders.
35. CEMEX must obtain approval from ASIC to the appointment of the ISP and the terms of the agreement between CEMEX and the ISP entered into under Order 33.
36. For the purposes of ASIC approving of the appointment of the ISP, ASIC may rely on the representations given by the ISP as to its competence or ability to carry out the functions required of it by the Orders (unless ASIC knows otherwise) and ASIC shall not be required to conduct other independent investigations into the competence and ability of the ISP to carry out the functions required of it by the Orders.
37. The ISP must pay the Affected Shareholders out of the Special Purpose Account the amounts required to be paid pursuant to the Orders by sending cheques to the addresses notified in the claim form (payments are taken to be made on the day that the ISP sends the cheque). In the case of a holding where there is more than one beneficial owner, CEMEX's obligations under these Orders are satisfied by the ISP sending the cheque to the person and the address provided on the claim form for the person first named on the claim form.

UNCLAIMED MONIES

38. CEMEX must publish in the Gazette details of any monies from cheques returned, or unrepresented, for which it cannot reasonably establish a forwarding address for the Affected Shareholder concerned
39. Details published under Order 38 must include the name of the Affected Shareholder, the amount the Affected Shareholder is entitled to and the last known address of the Affected Shareholder.
40. CEMEX must hold funds represented by any returned or unrepresented cheques for 12 months after publication in an ASIC Gazette under Order 38. If CEMEX has not

transferred unclaimed monies after this time, it must within 1 month thereafter give the funds represented by any returned or unrepresented cheques to ASIC (to treat as unclaimed monies to be dealt with under Part 9.7 of the *Corporations Act 2001* (Cth)).

PUBLICATION OF ENTITLEMENT TO PAYMENT

41. CEMEX shall within 2 business days of the Distribution Date cause to be published in one newspaper with a national circulation in Australia, one newspaper in each Australian State and Territory circulating in that State or Territory, one newspaper circulating nationally in New Zealand and the Wall Street Journal a notice that is approved by ASIC and is not smaller than 15 cm by 20 cm and placed in the general news sections of those newspapers which clearly states:
- (a) the effect of, and a summary of the reasons for, the Orders;
 - (b) a description of the group of persons likely to be the Affected Shareholders;
 - (c) what the Affected Shareholders must do to receive payment (and the process that will be followed for the making of the payment);
 - (d) what an Affected Shareholder must do to obtain a blank claim form and the supporting information or evidence required to be provided with a claim form completed from blank by an Affected Shareholder or a claim form altered by an Affected Shareholder from that sent to them under Order 5;
 - (e) the applicable time periods in which Affected Shareholders must act to receive payment under the Orders;
 - (f) the phone number of an enquiry line that can be called in relation entitlements under these Orders.
42. The information in the notices published under Order 41 above must also be set out prominently on the CEMEX and Rinker websites with a readily downloadable copy of a blank claim form and notice.

MANNER OF SENDING DOCUMENTS

43. Any document required to be sent under these Orders (including cheques under Order 37) shall be sent in accordance with section 648C of the *Corporations Act 2001* (Cth).

ASIC COSTS

44. CEMEX shall pay ASIC's disbursements and reasonable internal costs in relation to action taken by ASIC in relation to the Orders and ASIC shall provide to CEMEX an explanation of how the costs claimed by it have been calculated.

DATE OF ORDERS

45. The date of these Orders is 5 business days after the parties are provided with the final reasons of the review Panel in this matter.
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DEFINITIONS AND INTERPRETATION

07 / 0 7 5 2

Affected Shareholder means a person described in Order 4.

Affected Shareholder Warranties means the warranties given by the Affected Shareholders by submitting the claim form described in Order 32;

ASIC means Australian Securities & Investments Commission

CEMEX means CEMEX Australia Pty Ltd (ACN 122 401 405)

Distribution Date means the last date that CEMEX sends claim forms pursuant to Order 5.

ISP means Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney, New South Wales 2000 or another independent service provider to be appointed by CEMEX under Order 33 and approved by ASIC under Order 35.

Offer means CEMEX's takeover offer for Rinker shares.

Panel means the Takeovers Panel.

Relevant Period means the period from:

(a) the time of the announcement on 10 April 2007 by CEMEX to the Australian Securities Exchange of the variation of its Offer;

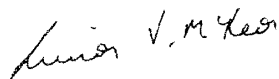
to:

(b) the time of the announcement to the Australian Securities Exchange on 7 May 2007 by CEMEX of its intention to allow Rinker shareholders who accepted the Offer to retain the benefit of the final dividend that Rinker announced on 27 April 2007.

Rinker share means the security that traded on the Australian Securities Exchange during the Relevant Period under the symbol "RIN" being an ordinary share in Rinker.

Special Circumstances has the meaning given to it in Order 13.

Special Purpose Account means an account set up by CEMEX in CEMEX's name pursuant to Order 21.



Simon McKeon

President of the Sitting Panel

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administrative Appeals Tribunal prevents it from doing so.

ALLIANZ GLOBAL INVESTORS AUSTRALIA LIMITED ACN 073 938 860 will change to a proprietary company limited by shares. The new name will be ALLIANZ GLOBAL INVESTORS AUSTRALIA PTY LTD ACN 073 938 860.

EMMERSON RESOURCES PTY LTD ACN 117 086 745 will change to a public company limited by shares. The new name will be EMMERSON RESOURCES LIMITED ACN 117 086 745.

IMPERIAL MINING (AUST) N.L. ACN 062 193 266 will change to a proprietary company limited by shares. The new name will be IMPERIAL MINING (AUST) PTY LTD ACN 062 193 266.

KATHLEEN INVESTMENTS (AUSTRALIA) LIMITED ACN 008 402 891 will change to a proprietary company limited by shares. The new name will be KATHLEEN INVESTMENTS (AUSTRALIA) PTY LTD ACN 008 402 891.

NAVSPORTS PTY LTD ACN 118 594 504 will change to a public company limited by shares. The new name will be NAVSPORTS LIMITED ACN 118 594 504.

PROBO MINING LIMITED ACN 079 938 819 will change to a proprietary company limited by shares. The new name will be PROBO MINING PTY LTD ACN 079 938 819.

SOUTHERN CROSS ELECTRICAL ENGINEERING PTY LTD ACN 009 307 046 will change to a public company limited by shares. The new name will be SOUTHERN CROSS ELECTRICAL ENGINEERING LIMITED ACN 009 307 046.

UTAH COMMODITIES PTY LTD ACN 115 453 962 will change to a public company limited by shares. The new name will be WHITE CANYON URANIUM LIMITED ACN 115 453 962.

4SIGHT PRODUCTIONS PTY. LTD. ACN 125 745 164 will change to a public company limited by shares. The new name will be 4SIGHT PRODUCTIONS LTD ACN 125 745 164.

COFFS HARBOUR RUTILE LIMITED ACN 000 173 099 will change to a proprietary company limited by shares. The new name will be COFFS HARBOUR RUTILE PTY LTD ACN 000 173 099.

ILLOURA LODGE LIMITED ACN 000 872 668 will change to a proprietary company limited by shares. The new name will be ILLOURA LODGE SKI CLUB PTY. LIMITED ACN 000 872 668.

INGENA GROUP PTY LTD ACN 086 879 012 will change to a public company limited by shares. The new name will be INGENA GROUP LIMITED ACN 086 879 012.

MURRAY NANKIVELL & ASSOCIATES PTY. ACN 008 007 967 will change to a proprietary company limited by shares. The new name will be MURRAY NANKIVELL & ASSOCIATES PTY LTD ACN 008 007 967.

PEREGRINE MINERAL SANDS N.L. ACN 009 307 591 will change to a proprietary company limited by shares. The new name will be PEREGRINE MINERAL SANDS PTY LTD ACN 009 307 591.

REDHOUSE MEDIA GROUP PTY LIMITED ACN 122 495 274 will change to a public company limited by shares. The new name will be REDHOUSE MEDIA GROUP LIMITED ACN 122 495 274.

TITANIUM TECHNOLOGY (AUSTRALIA) LTD ACN 000 833 643 will change to a proprietary company limited by shares. The new name will be TITANIUM TECHNOLOGY (AUSTRALIA) PTY LTD ACN 000 833 643.

1925 ADVANCES LIMITED ACN 007 569 066 will change to a proprietary company limited by shares. The new name will be 1925 ADVANCES PTY LIMITED ACN 007 569 066.