

TasFoods Limited ACN 084 800 902
(formerly OnCard International Limited)

24 November 2015

By ASX Online

ASX Market Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
Sydney NSW 2000

TasFoods Limited (formerly OnCard International Limited) (Company)
Share Purchase Plan Documentation

The Company hereby provides copies of documents related to the previously announced Share Purchase Plan (“**SPP**”) by the Company on 9 October 2015 that will be dispatched to eligible shareholders. Included in the attachments are:

- Share Purchase Plan
- Share purchase plan offer and application form

You should read the SPP documentation carefully before making any decision.

ENDS

Share purchase plan

1. Preliminary

This share purchase plan was established by the board of directors of TasFoods Limited (**Company**) and is dated 20 November 2015. The plan allows the Company to offer shares to shareholders without having to prepare and issue a prospectus or other disclosure document, subject to satisfying the requirements of ASIC class order [CO 09/425] which grants relief from disclosure under part 6D.2 of the *Corporations Act 2001* (Cth) for share purchase plan offers.

2. Participation is optional

Applying for shares offered under this plan is entirely optional. An offer under this plan is not a recommendation. If in doubt about an offer or whether to participate by applying for any offered shares, shareholders should consult their stockbroker or other professional adviser.

3. Eligible shareholders

A person (**eligible shareholder**) is eligible to receive an offer for shares under this plan if:

- (a) the person is registered as the holder of shares in the same class as the offered shares on a date for the offer determined by the Company; and
- (b) the person's address (as recorded in the Company's register of members) is in a place in which, in the reasonable opinion of the Company, it is lawful and practical for the Company to offer and issue shares to that person.

If 2 or more persons are recorded in the register of members of the Company as jointly holding shares in the Company they are taken to be a single shareholder, and a certification by any of them for the purpose of a certification required in respect of an offer made under this plan is taken to be a certification by all of them.

4. Offers

Under this plan, the Company may from time to time offer for issue shares in the Company as follows:

- (a) The offers must be in writing.
 - (b) The offered shares must be in a class of shares which are quoted on the financial market operated by ASX Limited (**ASX**) and trading in the class must not be suspended at the time the offer is made, and must not have been suspended for more than a total of 5 days during the period of 12 months before the day on which the offer is made. At the date of this plan the only class of quoted shares in the Company are ordinary shares.
 - (c) An offer must be made to each eligible shareholder of the Company.
 - (d) An offer may be made on terms that enables an eligible shareholder (**custodian**) who is a custodian as defined in ASIC class order [CO 09/425] to acquire shares for a person (**beneficiary**):
 - (1) on whose behalf the custodian is holding shares in the same class as the offered shares (provided the person is not also a custodian); or
 - (2) on whose behalf another custodian (**downstream custodian**) holds beneficial interests in shares in the same class as the offered shares and the custodian
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holds the shares to which those beneficial interests relate on behalf of the downstream custodian or another custodian;

on the date for determining which shareholders may participate in the offer.

- (e) Each offer must be made on the same terms and conditions:
 - (1) to the extent it is an offer to an eligible shareholder to acquire shares on the shareholder's own behalf; and
 - (2) to the extent (if any) it is an offer to an eligible shareholder to acquire shares as a custodian for a beneficiary – and where such offers are made, the terms and conditions on which an eligible shareholder may acquire shares on the shareholder's own behalf or as a custodian for a beneficiary must be as nearly as practicable the same.
- (f) The offers must be made on a non-renounceable basis i.e. a person cannot transfer a right to acquire shares offered under this plan to another person
- (g) The issue price of each share offered for issue may be determined by the board of directors of the Company but must be less than the market price of the shares during a period specified by the board of directors of the Company in the 30 days before either the date of the offer or the date of the issue of the shares.
- (h) Unless otherwise provided in the terms of an offer of shares under this plan, market price of the shares for this purpose will be determined as the volume weighted average price of trading in shares in the same class on the financial market operated by ASX over the specified period, excluding:
 - (1) block trades;
 - (2) large portfolio trades;
 - (3) permitted trades during the pre-trading hours period;
 - (4) permitted trades during the post-trading hours period;
 - (5) out of hours trades; and
 - (6) exchange traded option exercises.
- (i) The total issue price for the shares offered under this plan (or any similar arrangement) that are acquired:
 - (1) by a person on the person's own behalf;
 - (2) by a custodian on behalf of the person; and
 - (3) by a custodian in relation to which another custodian holds beneficial interests in the shares on behalf of the person;in any 12 month period must not exceed \$15,000.
- (j) The Company may require any eligible shareholder applying for shares offered under this plan to certify compliance with paragraph (i) above or any other requirement of this plan or the offer.

Offers may be made on any other terms determined by the Company which are consistent with this plan.

5. Fractional entitlements

If an eligible shareholder applies for shares offered under this plan worth an amount which is not exactly divisible by the issue price of each share offered, in calculating the number of shares to be issued, the fractional entitlement will be rounded up to the nearest whole number, unless the terms of the offer otherwise provide.

6. Applications

Shares offered to an eligible shareholder under this plan may be applied for:

- (a) by the eligible shareholder completing the application form provided by or on behalf of the Company for this purpose in accordance with the instructions set out in the form, and sending the completed form together with:

- (1) a cheque, bank draft or money order for the correct amount; and
 - (2) any other document required by the application form;

to the address specified in the application form so that it reaches the address by no later than the closing time for the offer specified in the application form and otherwise in accordance with the instructions set out in the application form; or

- (b) by following any other instructions for applying for shares set out in the application form.

Cheques, money orders and bank drafts must be for payment in Australian currency and drawn on an Australian financial institution or an Australian branch of a foreign financial institution. Cheques, money orders and bank drafts should be made payable to 'TasFoods Limited' and crossed 'Not Negotiable'. Cash must not be sent. Receipts for payment will not be issued.

Applications for shares offered under this plan will be irrevocable and unconditional (i.e. they cannot be withdrawn), except to the extent the terms of the offer otherwise provide.

The Company reserves the right to reject any application for shares offered under this plan, or to issue less shares than the number applied for, if the Company believes that the application contravenes, or the issue of those shares would result in a contravention of, the terms of the offer or this plan, any law (including any requirement of ASIC class order [CO 09/425] in order for the relief under the class order to apply) or ASX Listing Rule.

The Company may also, in its discretion, determine that an application for shares offered under this plan is valid even if it is incomplete, contains errors or is otherwise defective, and applicants authorise the Company (and its authorised representatives) to correct any minor or easily rectified errors in, or omissions from, their application.

Any money received by the Company in excess of the amount required to pay the issue price of the shares acquired under this plan will be refunded without interest.

By applying for shares offered under this, the applicant agrees to become a member of the Company and be bound by its constitution upon issue of those shares to the applicant (if at that time the applicant had ceased to be a member of the Company);

7. Issue of shares

Shares issued under this plan will rank equally with all other shares of the same class in the Company on issue at the date of issue, unless the terms of the offer of shares under this plan otherwise provide.

The Company will:

- (a) issue shares offered under this plan that are validly applied for as soon as reasonably practicable after the closing date of the offer; and
- (b) apply for those shares to be quoted on the financial market operated by ASX within the period required by the ASX Listing Rules.

Holding statements for the new shares (where the holding is on the Company's issuer sponsored sub-register) and confirmation notices for the new shares (where the holding is broker sponsored under CHESS) will be dispatched to the relevant shareholders after completion of the issue.

It is the responsibility of shareholders to be sure of their respective holdings of new shares prior to trading in them. **Those who sell shares before they receive their holding statement/confirmation notice will do so at their own risk.**

8. Notices

Notices and statements to eligible shareholders may be given in any manner determined by the Company from time to time.

9. Amendment, suspension and termination

The Company may, in its discretion, amend, suspend or terminate this plan or any offer made under it, at any time and adopt any administrative procedures it thinks appropriate in relation to this plan or any offer. The Company's discretion includes having the right to change any date applicable to an offer, or not to proceed with, or to withdraw, an offer at any time for any reason including, for example, if a requirement for the relief from disclosure under ASIC class order [CO 09/425] is not or cannot be met.

10. Dispute resolution

The Company may, in its discretion, settle any difficulties, anomalies or disputes which may arise under or in connection with the operation of this plan, whether generally or in relation to any shareholder or class of shareholders, offer, application or shares and the decision of the Company will be conclusive and binding on all shareholders and other persons to whom the determination relates.

The Company reserves the right to waive compliance with any provision of this plan or any offer made under it.

11. Governing law

This plan, offers under this plan and contracts arising due to an offer or application for shares offered under this plan are governed by the law in force in Victoria, Australia.

12. Interpretation

In this document, unless the context otherwise requires:

- (a) the rules of interpretation set out in paragraph 14 of ASIC class order [CO 09/425] apply to this document to the extent relevant and so far as they are capable of application;
 - (b) a monetary reference is a reference to Australian currency; and
 - (c) a reference to the Company offering shares includes the Company inviting applications for the issue of the shares.
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Share purchase plan offer and application form

For all enquiries contact the share registrar **Advanced Share Registry Limited** by:
Telephone: +61 (0) 8 9389 8033
Email: admin@advancedshare.com.au

Key details

Record date	Thursday 8 October 2015 at 7:00 pm (Melbourne time)
Closing date	Tuesday 8 December 2015 at 7:00 pm (Melbourne time)
Issue new shares	Friday 11 December 2015
Issue price per share	\$0.25
Application amount	\$3,000 or \$6,000

**THIS IS AN IMPORTANT DOCUMENT
THAT REQUIRES YOUR IMMEDIATE
ATTENTION**

TasFoods Limited (**Company**) invites you to apply for fully paid ordinary shares in the Company under its share purchase plan (**SPP**), a copy of which is attached to, or accompanies, this form. This invitation (**Offer**) is made to you on and subject to the terms set out in this form and the SPP.

Apply by BPAY



Contact your financial institution to make your payment from your cheque or savings account

You do not need to return this form if paying by BPAY

Apply by post

Complete this form and post it with your cheque, money order or bank draft in favour of TasFoods Limited to:

Advanced Share Registry Limited
PO Box 1156
Nedlands, Western Australia, 6909
Australia

Important certification

By completing and submitting the application form or paying for shares under the Offer by using the BPAY facility, you certify, represent and warrant as true and not misleading for the benefit of the Company that the total application price for:

- (a) the shares applied for under this application form;
- (b) any other ordinary shares in the Company you have applied for under the SPP or that have been issued to you under the SPP or a similar arrangement in the previous 12 months;
- (c) any other ordinary shares in the Company which you have instructed a custodian to acquire on your behalf under an offer made to the custodian under the SPP similar to the Offer; and
- (d) any other ordinary shares in the Company issued to a custodian under the SPP or an arrangement similar to the SPP in the previous 12 months as a result of an instruction given by you to the custodian or another custodian and which resulted in you holding beneficial interests in the shares;

does not exceed \$6,000, unless you are applying for shares for multiple persons as a custodian (as defined in ASIC class order [CO 09/425]) and provide a custodian certificate in the form required by the Company when making the application.

Please indicate the value of ordinary shares you want to apply for under the Offer by marking one box below only:

☐

\$3,000

☐

\$6,000

Contact details

Name

Daytime telephone number

Cheque/money order/bank draft details

Drawer

Instrument number

BSB number

Account number

\$

Amount

The Offer closes at **7:00 pm (Melbourne time) on Tuesday 8 December 2015**. If you wish to apply for shares under the Offer, you must do so before the Offer closes. Instructions about how to apply for shares under the Offer are set out on the back of this form.

TERMS OF OFFER

Eligibility and entitlement

1. You are eligible to participate in, and apply for shares under, the Offer if you were registered as a shareholder of the Company at 7:00 pm (Melbourne time) on 8 October 2015 (**Record Date**), and at that time your address in the Company's register of members was in Australia or New Zealand **provided that** you are not, and are not acting for the account or benefit of, a U.S. Person (as defined in Regulation S under the U.S. Securities Act).
2. If you are eligible to participate in the Offer, you are entitled to apply for ordinary shares in the Company with an aggregate issue price of \$3,000 or \$6,000 (with fractional entitlements to new shares being rounded up to the nearest whole number), subject to clause 3 below.
3. If you are a custodian (as defined in ASIC class order [CO 09/425]) you may apply for \$3,000 or \$6,000 worth of ordinary shares in the Company for each person (**beneficiary**):
 - (a) on whose behalf you are holding ordinary shares (provided the person is not also a custodian); or
 - (b) on whose behalf another custodian (**downstream custodian**) holds beneficial interests in ordinary shares and the custodian holds the ordinary shares to which those beneficial interests relate on behalf of the downstream custodian or another custodian;

at 7:00 pm (Melbourne time) on the Record Date, and otherwise on the same basis as though the beneficiary were an eligible shareholder applying for shares on his or her own behalf.

Issue price

4. The issue price for each share will be \$0.25. This was calculated having regard to the Company's net asset value and represents a discount of approximately 58.14% to the market price of the Company's fully paid ordinary shares on the financial market operated by ASX Limited (**ASX**) over the 5 trading days starting on 12 November 2015 and ending on 18 November 2015, being \$0.5972 a share (market price for this purpose is the volume weighted average price of trading in the shares on the financial market operated by ASX excluding certain trades - see the SPP for further details).
5. However, please note that the market price of the Company's shares may change between the date of the Offer and the date when the shares are issued to you under the Offer. This means that the issue price you pay for a share under the Offer may be either higher or lower than its market price when you receive the share.

How to apply for shares

Pay by cheque, money order or bank draft

6. If you wish to apply for shares under the Offer and pay for them by cheque, money order or bank draft, you should complete the application form overleaf as noted, and then send the completed form to the Company's share registrar, Advanced Share Registry Limited, together with your cheque, money order or bank draft for the value of shares you have applied for (i.e. \$3,000 or \$6,000), by:
 - (a) post to Advanced Share Registry Limited, PO Box 1156, Nedlands, Western Australia, 6909, Australia; or
 - (b) hand delivery to Advanced Share Registry Limited, 110 Stirling Highway, Nedlands, Western Australia, 6009, Australia;

so that it is received by no later than the close of the Offer at **7:00 pm (Melbourne time) on Tuesday 8 December 2015**.
7. Cheques, money orders and bank drafts must be for payment in Australian currency and drawn on an Australian financial institution or an Australian branch of a foreign financial institution. Cheques, money orders and bank drafts should be made payable to 'TasFoods Limited' and crossed 'Not Negotiable'. Do not send cash.
8. The Company is not required to issue any shares applied for in this way unless the completed application form and a cheque, money order or bank draft for the full value of the shares applied for is received by the close of the Offer, and there are sufficient funds in the account on which the instrument is drawn so that the instrument clears in favour of the Company when it is first presented for payment.

Pay by BPAY

9. Alternatively, you may wish to make payment through the BPAY facility. Payment by BPAY should be made in accordance with the instructions overleaf using the biller code and reference number shown on the form and must be made so that it is received by no later than the close of the Offer at **7:00 pm (Melbourne time) on Tuesday 8 December 2015**. **If you make your payment by BPAY you do not need to lodge the application form.** In that case, you will be taken to have applied for the value of shares under the Offer equal to the amount paid by BPAY.
10. The Company is not required to issue any shares applied for under the Offer in this way unless payment is received via the BPAY facility for the value of shares applied for by the close of the Offer.

Application by custodian for multiple beneficiaries

11. If you are a custodian (as defined in ASIC class order [CO 09/425]) and wish to apply for shares under the Offer for more than 1 person as a custodian, you will need to complete and submit a custodian certificate in the form required by the Company when making the application. Please contact the Company's share registrar to obtain the form of custodian certificate (see contact details overleaf).

Acceptance of terms

12. By completing and submitting the application form or paying for shares under the Offer by using the BPAY facility you accept and agree to the terms of the Offer and you represent and warrant as true and not misleading for the benefit of the Company that:
 - (a) if your address recorded in the Company's register of members at the Record Date was in New Zealand, you continued to hold ordinary shares in the Company as at the opening of the Offer i.e. when this offer and application form was dispatched to you on Tuesday 24 November 2015;
 - (b) you are not, and are not acting for the account or benefit of, a U.S. Person (as defined in Regulation S under the U.S. Securities Act); and
 - (c) you are able to participate in the Offer without breaching any applicable law or regulation (you should seek professional advice before doing so if there is any doubt about this).

Allow Offer to lapse

13. Your entitlement to apply for shares under the Offer may be valuable. If you decide not to apply for any shares under the Offer, you are not required to do anything. In that case, your entitlement will lapse without any benefit to you.

Privacy

14. The application form and BPAY facility requires you to provide information that may be personal information for the purposes of the *Privacy Act 1988* (Cth). The Company and its share registrar collect, hold and use personal information in order to assess applications for shares, service the needs of shareholders, provide facilities and services and to administer the Company generally.
15. By completing and submitting the application form or paying for shares under the Offer by using the BPAY facility, you agree that the information provided may be used for the purposes set out above and may be disclosed for those purposes to the Company, its share registrar and the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and other regulatory authorities.