

Form 604

Corporations Law

Section 671B

Notice of change of interests of substantial holderTo Company Name/Scheme STRATEGIC POOLED DEVELOPMENT LIMITEDACN/ARSN 062 187 893**1. Details of substantial holder (1)**Name LYNETTE JOY SEDGMAN, STEPHEN JOHN SEDGMAN, BEAUTESS INVESTMENTS PTY LTD (A.C.N. 009 558 687), HENCLO INVESTMENTS PTY LTD (A.C.N. 100 550 605), & FISHER GRAHAM GROUP PTY LTD (A.C.N. 100 550 650) = "THE BEAUTESS GROUP"

ACN (if applicable) _____

There was a change in the interests of the substantial holder on

20/06/2012

The previous notice was given to the company on

02/03/2011

The previous notice was dated

2/03/2011**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	1,380,000	19.99	1,580,000	22.89

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20/06/2012	FISHER GRAHAM GROUP PTY LTD	OFF-MARKET PURCHASE	25 CPS	ORD 200,000	200,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
"THE BEAUTESS GROUP"	FISHER GRAHAM GROUP PTY LTD	FISHER GRAHAM GROUP PTY LTD	POWER TO VOTE AND DISPOSE OF SHARES	ORD 1,580,000	1,580,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN (if applicable)	Nature of association
NO CHANGE	NO CHANGE

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
LYNETTE JOY SEDGMAN	ALL PERSONS AND COMPANY'S C/O AS FOLLOWS;
STEPHEN JOHN SEDGMAN	DRAFFIN WALKER & CO, LEVEL 2, 395 COLLINS STREET MELBOURNE VIC 3000
BEAUTESS INVESTMENTS PTY LTD	
HENCLO INVESTMENTS PTY LTD	
FISHER GRAHAM GROUP PTY LTD	

Signature

print name

JOHN LAWSON WALKER

capacity

DIRECTOR &
AUTHORISED
OFFICER

sign here

date

22 /06 /2012