

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To: Company Name/Scheme **Viento Group Limited**

ACN/ARSN **000 714 054**

1. Details of substantial holder(1)

Name **Australian Securities & Investments Commission
and each of the persons set out in paragraph 1 of Annexure A (together "ASIC")**

ACN/ARSN (if applicable) **N/A**

The holder ceased to be a substantial holder on **30 / 04 / 11**

The previous notice was given to the company on **19 / 01 / 11**

The previous notice was dated **19 / 01 / 11**

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
30 / 4 / 11	ASIC	See paragraph 2 of Annexure A	\$852,485	5,014,615 Ordinary Shares	5,014,615

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

4. Addresses

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

Name	Address
See paragraph 4 of Annexure A	See paragraph 4 of Annexure A

Signature

print name **Leonard David Bryant** Delegate of the Australian Securities & Investments Commission
capacity

sign here



date **02 / 05 / 11**

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

1. Details of substantial holder

Each of the following persons (together referred to as "ASIC" in this form) is a substantial holder for the purposes of paragraph 1 of this form:

Australian Securities & Investments Commission
Anthony Michael D'Aloisio, Chairman, ASIC
The Commonwealth of Australia

2. Changes in relevant interests

The nature of the change is as follows:

On-market sale of ordinary shares by appointed seller in accordance with the terms of the orders of the Takeovers Panel dated 19 January 2011 (attached at Annexure B).

4. Addresses

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

Name	Address
Australian Securities and Investments Commission	Level 5, 100 Market Street, Sydney, NSW 2000
Anthony Michael D'Aloisio	Level 5, 100 Market Street, Sydney, NSW 2000
The Commonwealth of Australia	Level 5, 100 Market Street, Sydney, NSW 2000



Australian Government

Takeovers Panel

**CORPORATIONS ACT
SECTION 657D
ORDERS**

VIENTO GROUP LIMITED

The Panel made a declaration of unacceptable circumstances on 13 January 2011.

THE PANEL ORDERS

Divestment order

1. The Sale Shares are vested in the Commonwealth on trust for Delta Ace, Gucce Holdings, Mammoth Nominees, IOCWA and Timebuild respectively.
2. ASIC must:
 - (a) sell the Sale Shares in accordance with these orders and
 - (b) account to Delta Ace, Gucce Holdings IOCWA, Mammoth Nominees and Timebuild respectively for the proceeds of sale, net of the costs, fees and expenses of the sale and any costs, fees and expenses incurred by ASIC and the Commonwealth (if any).
3. ASIC must:
 - (a) retain an Appointed Seller to conduct the sale and
 - (b) instruct the Appointed Seller -
 - (i) to use the most appropriate sale method to secure the best available sale price for the Sale Shares that is reasonably available at that time in the context of complying with these orders, including the stipulated timeframe for the sale
 - (ii) to provide to ASIC a statutory declaration that, having made proper inquiries, the Appointed Seller is not aware of any interest, past, present, or prospective which could conflict with the proper performance of the Appointed Seller's functions in relation to the disposal of the Sale Shares
 - (iii) unless the Appointed Seller sells Sale Shares on market, that it obtain from any prospective purchaser of Sale Shares a statutory declaration that the prospective purchaser is not associated with any of the Associated Parties
 - (iv) that none of the Associated Parties may directly or indirectly purchase any of the Sale Shares, except to the extent that they are allowed to acquire additional shares under item 9(b) of s611 and the Appointed Seller sells those shares on market and

- (v) to dispose all the Sale Shares within 3 months from the date of its engagement.
4. Viento and the Associated Parties must do all things necessary to give effect to these orders, including:
 - (a) doing whatever is necessary to ensure that the Commonwealth is registered with title to the Sale Shares in the form approved by ASIC and
 - (b) until the Commonwealth is registered, complying with any request by ASIC in relation to the Sale Shares.
 5. The Associated Parties must not otherwise dispose of, transfer, charge or vote any Sale Shares (except those acquired on market under paragraph 3(b)(iv)).
 6. Until completion of orders 1 – 5:
 - (a) IOCWA can only exercise voting rights over 74,624 Viento shares
 - (b) Timebuild can only exercise voting rights over 5,757,654 Viento shares and
 - (c) Delta Ace can only exercise voting rights over 3,632,636 Viento shares.
 7. None of the Associated Parties may take into account any relevant interest or voting power that any of them or their respective associates had, or have had, in the Sale Shares, when calculating the voting power referred to in Item 9(b) of s611 of the *Corporations Act 2001* (Cth), of a person six months before an acquisition exempted under Item 9 of s611. Any Sale Shares acquired on market under paragraph 3(b)(iv) must be taken into account in any subsequent calculation for item 9 purposes, taking the date of acquisition as the date they were acquired on market under paragraph 3(b)(iv).

Substantial holding disclosure order

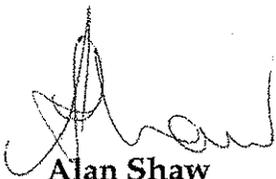
8. Each of the Associated Parties must as soon as practicable give notice of their combined substantial holding as required under Part 6C.1 in relation to their voting power in Viento and their association, including disclosing:
 - (a) the name of each associate who has a relevant interest in voting shares in Viento
 - (b) the nature of their association with each associate
 - (c) the relevant interest of each associate and
 - (d) details of any relevant agreement through which they have a relevant interest Viento shares.

Interpretation

9. In these orders:

Term	Meaning
Appointed Seller	An investment bank or stock broker
ASIC	Australian Securities and Investments Commission, as agent of the Commonwealth
Associated Parties	Ms Tina Bazzo, Mr Allen Caratti, Mr Michael Carter, Ms Samantha Ferguson-Smith, Timebuild, Delta Ace,

	Mammoth Nominees, Guce Holdings and IOCWA or any of their associates
Delta Ace	Delta Ace Pty Ltd
Guce Holdings	Guce Holdings Pty Ltd, itself and as trustee of the Guce Holdings Trust
IOCWA	Indian Ocean Capital (WA) Pty Ltd, itself and as trustee of the Indian Ocean Superannuation Fund
Mammoth Nominees	Mammoth Nominees Pty Ltd
On market:	in the ordinary course of trading on Australian Stock Exchange and not by crossing or special crossing
Sale Shares	The following shares in Viento: 568,484 shares held by Delta Ace 3,000 shares held by Guce Holdings 393,556 shares held IOCWA 3,148,349 shares held by Mammoth Nominees 901,226 shares held by Timebuild
Timebuild	Timebuild Pty Ltd
Viento	Viento Group Ltd



Alan Shaw

Counsel

with authority of Byron Koster

President of the sitting Panel

Dated 19 January 2011