



ASIC

Australian Securities & Investments Commission

5 December 2012

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

Level 24, 120 Collins Street
Melbourne VIC 3000
GPO Box 9827 Melbourne VIC 3001

Telephone: (03) 9280 3200
Facsimile: (03) 9280 3444
ASIC website: www.asic.gov.au

Dear Sir/Madam

Notice of initial substantial holder from ASIC

I attach a substantial holding notice in relation to securities in CMI Limited (**CMI**) on behalf of the Australian Securities and Investments Commission (**ASIC**) and the Commonwealth of Australia.

ASIC and the Commonwealth's substantial holding in CMI arises as a result of the expiry of orders made by the Takeovers Panel on 23 November 2012 (**Stay Orders**) staying earlier orders of the Takeovers Panel dated 25 February 2011 (**Sale Orders**). The Stay Orders expired as a consequence of Tinkerbelle Enterprises Pty Ltd, as trustee for the Leanne Catelan Trust (**Tinkerbelle**), informing the Takeovers Panel that it will not be appealing the recent decision in the judicial review proceedings brought by Tinkerbelle.

Under the Sale Orders, ASIC will organise the sale of the securities referred to in this substantial holding notice. The terms of the Sale Orders are set out at Annexure B to this substantial holding notice.

ASIC will make further information available in relation to the sale process when it is in a position to do so.

Yours sincerely

Kim Demarte
Australian Securities & Investments Commission

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme **CMI Limited**

ACN/ARSN **050 542 553**

1. Details of substantial holder (1) **Australian Securities and Investments Commission ('ASIC') and
Name The Commonwealth of Australia ('the Commonwealth')**

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

The holder became a substantial holder on **4 / 12 / 12**

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	3,112,422	3,112,422	9.22%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Refer to paragraph 3 of Annexure A	Refer to paragraph 3 of Annexure A	Refer to paragraph 3 of Annexure A

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
ASIC and the Commonwealth	Tinkerbell Enterprises Pty Ltd ACN 109 336 441 as trustee for the Leanne Catelan Trust	The Commonwealth	3,112,422 Ordinary Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
ASIC and the Commonwealth	4 / 12 / 12	Nil	Nil	3,112,422 Ordinary Shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

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

7. Addresses

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

Name	Address
Refer to paragraph 7 of Annexure A	Refer to paragraph 7 of Annexure A

Signature

print name

Kim Demarte

capacity

Delegate of the Australian Securities
and Investments Commission

sign here



date

5 / 12 / 12

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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) 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.

ANNEXURE A

3. Details of relevant interests

The nature of the relevant interest each substantial holder or their associates had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest	Class and number of Securities
Australian Securities and Investments Commission	<p>Power to dispose of, or control the exercise of a power to dispose of, the securities vested in the Commonwealth on trust for Tinkerbell Enterprises Pty Ltd as trustee for the Leanne Catelan Trust ('Tinkerbell') under the terms of orders of the Takeovers Panel ('Panel') dated 25 February 2011 (attached at Annexure B). Under the orders, ASIC is empowered to sell the securities and account for the proceeds net of costs.</p> <p>Certain of the orders dated 25 February 2011 were subsequently stayed under various orders of the Panel. The most recent stay order was granted on 23 November 2012 following judgement in the judicial review proceedings in <i>Tinkerbell Enterprises Pty Limited as trustee for The Leanne Catelan Trust v Takeovers Panel</i> [2012] FCA 1272. These stay orders are attached at Annexure C.</p> <p>The stay orders of 23 November 2012 expired at the commencement of 4 December 2012 as a consequence of Tinkerbell notifying the Panel that it would not appeal the decision in the judicial review proceedings on 29 November 2012.</p> <p>Consequently ASIC reacquired the power to dispose of, or control the exercise of a power to dispose of, the securities in accordance with the Panel orders of 25 February 2011. Further details of the circumstances giving rise to the Panel orders are available from the Panel's website at www.takeovers.gov.au.</p>	3,112,422 Ordinary Shares
The Commonwealth of Australia	<p>The securities were vested in the Commonwealth on trust for Tinkerbell on 25 February 2011 under orders of the Panel (attached at Annexure B).</p> <p>Certain of the orders dated 25 February 2011 were subsequently stayed under various orders of the Panel. The most recent stay order was granted on 23 November 2012 following judgement in the judicial review proceedings in <i>Tinkerbell Enterprises Pty Limited as trustee for The Leanne Catelan Trust v Takeovers Panel</i> [2012] FCA 1272. These stay orders are attached at Annexure C.</p> <p>The stay orders of 23 November 2012 expired at the commencement of 4 December 2012 as a consequence of Tinkerbell notifying the Panel that it would not appeal the decision in the judicial review proceedings on 29 November 2012.</p> <p>Consequently, the Commonwealth reacquired the power to dispose of, or control the exercise of a power to dispose of, the securities in accordance with the Panel orders of 25 February 2012.</p>	3,112,422 Ordinary Shares

7. Addresses

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

Name	Address
Australian Securities and Investments Commission	Level 20, 240 Queen Street, Brisbane, QLD 4000
The Commonwealth of Australia	Level 20, 240 Queen Street, Brisbane, QLD 4000
Tinkerbell Enterprises Pty Ltd ACN 109 336 441 as trustee for the Leanne Catelan Trust	25 Toorak Rd, Hamilton, QLD, 4007

ANNEXURE B



Australian Government

Takeovers Panel

CORPORATIONS ACT SECTION 657D ORDERS

CMI LIMITED

The Panel made a declaration of unacceptable circumstances on 22 February 2011.

THE PANEL ORDERS

Divestment order

1. The Sale Shares are vested in the Commonwealth on trust for Tinkerbell.
2. ASIC must:
 - (a) sell the Sale Shares in accordance with these orders and
 - (b) account to Tinkerbell 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 of the Sale Shares within 3 months from the date of its engagement.
4. CMI 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. 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

7. The Associated Parties must as soon as practicable give notice of their substantial holding in relation to their voting power in CMI and their association, including disclosing:
 - (a) the name of each associate who has a relevant interest in voting shares in CMI
 - (b) the nature of their association
 - (c) the relevant interest of each associate and
 - (d) details of any relevant agreement through which they have a relevant interest in CMI shares.

Interpretation

Term	Meaning
Appointed Seller	An investment bank or stock broker
ASIC	Australian Securities and Investments Commission, as agent of the Commonwealth
Associated Parties	Ms Leanne Catelan and Mr Raymond Catelan or any of their associates
CMI	CMI Limited
on market	in the ordinary course of trading on Australian Stock Exchange and not by crossing or special crossing
Sale Shares	3,112,422 shares held by Tinkerbell in CMI
Tinkerbell	Tinkerbell Enterprises Pty Ltd as trustee for the Leanne Catelan Trust



Alan Shaw
Counsel
 with authority of John Keeves
 President of the sitting Panel
 Dated 25 February 2011

ANNEXURE C



Australian Government

Takeovers Panel

Annexure A

CORPORATIONS ACT SECTION 657D FURTHER VARIATION OF ORDERS

CMI LIMITED

On 25 February 2011 the Takeovers Panel made orders in CMI Limited (the orders)

On 25 February 2011 the Panel stayed the orders pending Panel review. The stay was lifted following completion of the Panel review proceedings

On 21 March 2011 the Panel stayed orders 2, 3, 4 and 7 of the orders pending consideration of judicial review and on 7 April 2011 continued that stay until the conclusion of an application for judicial review filed in the Federal Court of Australia on 5 April 2011

On 16 November 2012 the stay was lifted following completion of the judicial review proceedings

Tinkerbelle Enterprises Pty Ltd as trustee for the Leanne Catelan Trust (Tinkerbelle) is considering whether it will appeal the judicial review proceedings and seeks a further stay of the orders

THE PANEL ORDERS

Pursuant to section 657D(3) of the *Corporations Act 2001* (Cth):

1. Orders 2, 3, 4 and 7 in CMI Limited dated 25 February 2011 are stayed until the earliest of:
 - a) if an appeal is filed on or before 7 December 2012, 2 business days following either the determination by the Full Court of the Federal Court of Australia or the appeal to the Full Court being otherwise resolved (whichever occurs first) or
 - b) if no appeal is filed, 2 business days following either Tinkerbelle informing the Panel that it will not appeal or the expiry of the appeal period (whichever occurs first) or
 - c) further order of the Panel.

2. Tinkerbelle must inform the Panel within 24 hours of deciding not to appeal or (if it appeals) the appeal to the Full Court being otherwise resolved.

Alan Shaw
Counsel
with authority of Kathleen Farrell
President of the review Panel
Dated 23 November 2012