



Notification of financial assistance details

Attach this form to the financial assistance documents required to be lodged.

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

MARISSA Bennett

ASIC registered agent number (if applicable)

698

Company/entity name

MSI MARSDENS

ACN/ABN/ARBN/ARSN

Telephone number

08 9382 3044

Postal address

PO Box 723

SUBIACO WA 6004

Email address (optional)

marissab@marsdenstantons.com.au

RECEIVED
15 AUG 2014
ASIC - Perth

Company details

Corporation name

Best Bar Pty Ltd

ACN

068 713 539

Documents lodged

Tick applicable box

- Subsection 260B(1) – Approval by company's own shareholders to give financial assistance
- Subsection 260B(2) – Approval by shareholders of listed holding company
- Subsection 260B(3) – Approval by shareholders in ultimate Australian holding company

Documents which must accompany this form:

- i. notice of the meeting; and
- ii. any documents relating to the financial assistance that will accompany the notice of the meeting sent to the members

Shareholders meeting

Section 260B(5) requires that the above information is lodged with the Commission before the notice of the meeting is sent to members.

Members of companies registered in Australia and listed on the Exchange must be given at least 28 days notice of the meeting (s.249HA)

Members must be given at least 21 days notice of the meeting [ss.249H(1)].

The 21 days notice may be shorter, if members with at least 95% of the votes that may be cast at the meeting agree beforehand [ss.249H(2)].

Date of proposed meeting

/ /
[D D] [M M] [Y Y]

Tick box if ss.249H(2) applies



Note: If a resolution is to be passed by way of a circular to all members which complies with S.249A, an estimated last date for signing the circular can be inserted

Signature

I certify that information in this form is true and correct and the attached documents marked () are true copies.

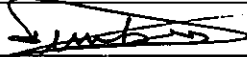
Name of person signing

TERRANCE JOHN PEMBER.

Capacity

DIRECTOR.

Signature



Date signed

/ /
[D D] [M M] [Y Y]

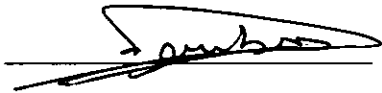
Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841.

For more information

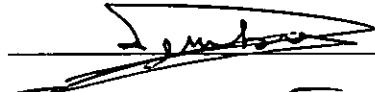
Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

This is annexure A of pages referred to in Form 2602, "Notification of financial assistance details", in relation to Best Bar Pty Ltd (ACN 068 713 539)

Signed: 
Name: TERRANCE JOHN PEMBER.
Dated: 13/08/14

This is annexure B of _____ pages referred to in Form 2602, "Notification of financial assistance details", in relation to Best Bar Pty Ltd (ACN 068 713 539)

Signed:



Name:

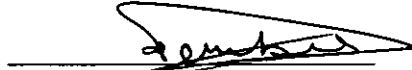
TERRANCE JUSTIN PEMBER

Dated:

13/08/14

This is annexure C of pages referred to in Form 2602, "Notification of financial assistance details", in relation to Best Bar Pty Ltd (ACN 068 713 539)

Signed:



Name:

TERRANCE JOHN PEMBER.

Dated:

13/02/14,

Extracts of minutes of a general meeting of members deemed to have been held pursuant to Section 249A of the *Corporations Act 2001* (Cth) (the Act)

The Members considered a Statement of Material Information pursuant to Section 260B(4) of the Act (*Statement of Material Information*) in relation to the Company.

The Members also considered a Statement of Material Information in relation to NatSteel Australia Pty Ltd (ACN 087 961 135) (*Subsidiary*) (*Subsidiary Statement of Material Information*).

Approval of Resolutions

Resolved:

That, in accordance with section 260B(1) of the Act, the Members approve by resolution:

- (a) the transactions described and contemplated in the Statement of Material Information required under section 260B(4) of the *Corporations Act 2001* and which accompanies the Resolution of the Members, and
- (b) all elements of those transactions which may constitute the giving of financial assistance by the Company,

for the purpose of, or in connection with, the acquisition by Rokeby Nominees Pty Ltd (ACN 008 886 986) certain company of issued shares in the Company

Resolved:

That, in accordance with section 260B(3) of the Act, the Members approve by resolution the transactions described and contemplated in the Subsidiary Statement of Material Information required under section 260B(4) of the Act and which accompanies the Subsidiary Resolution of Members, and all elements of those transactions which may constitute the giving of financial assistance by the Subsidiary for the purpose of, or in connection with, the acquisition by the Company of issued shares in the Subsidiary, whether before or after that acquisition.

Resolved:

That further documents in addition to those mentioned in the Statement of Material Information and the Subsidiary Statement of Material Information may be required or desirable for the purposes of the transactions contemplated in the Statement of Material Information and the Subsidiary Statement of Material Information and the Members approve such documents.

Resolved:

That the Members approve and ratify the proposed actions of the directors in doing all things necessary to give effect to the transactions contemplated in the Statement of Material Information which assists the acquisition by Rokeby Nominees Pty Ltd of certain of the issued shares in the Company and any other transaction contemplated therein.

Resolved

That the Members approve and ratify the proposed actions of the directors in doing all things necessary to give effect to the transactions contemplated in the Subsidiary Statement of Material Information which assists the acquisition by the Company of certain of the issued shares in the Subsidiary and any other transaction contemplated therein, whether before or after that acquisition.

Notification and Registers

Resolved that the Secretary be instructed to notify the relevant authorities and to note the Company's records accordingly.

Dated:

Signed:

Director/Secretary

Name:

Company: Eastern Wire Pte Limited

Signed by

Rokeby Nominees Pty Ltd

in accordance with section 127 of the
Corporations Act 2001 by a director and
secretary/director:

Signature of director

Signature of director/secretary

Name of director (please print)

Name of director/secretary (please print)

Best Bar Pty Ltd (ACN 068 713 539) (Company)

Statement of material information under section 260B(4) of the Corporations Act 2001 (Cth)

The following statement is made by the directors of the Company setting out all of the information known to the Company or the Directors that is material to the decision on how to vote on the resolution. The resolution is to be passed to comply with section 260B(1) and 260B(3) of the Corporations Act.

Unless indicated to the contrary, words and expressions defined in the Share Sale Agreement (defined below) and not otherwise defined in this statement shall be deemed to have the meaning given to them in the Share Sale Agreement on an inclusive basis in the context of this statement.

The Company is the non listed holding company of NatSteel Australia Pty Ltd (ACN 087 961 135) (*Subsidiary*).

1. Share Sale Agreement

Eastern Wire Pte Ltd (Company registration number 196500019R) (*Eastern Wire*), NatSteel Holdings Pte Ltd (Company registration number 200810196Z) (*NatSteel*) and Rokeby Nominees Pty Ltd (ACN 008 886 986) (*Rokeby*) has entered into a share sale agreement for the sale of shares owned by Eastern Wire in the Company, and the sale of the issued shares in the Subsidiary by NatSteel to the Company (*Share Sale Agreement*). The sale of the issued shares in the Subsidiary has occurred. After the sale of the Company's shares, Rokeby will be the sole shareholder of the Company. The Company is the sole shareholder of the Subsidiary.

Under the Share Sale Agreement, the Company is to enter into a General Security Agreement over all of its assets (*Company Security Document*) in favour of NatSteel to secure amounts owing to NatSteel by the Company and, under certain promissory notes described below, Rokeby.

As part of the financing arrangements in connection with the transactions contemplated by the Share Sale Agreement, the Subsidiary is to enter into a General Security Agreement over all of its assets (*Subsidiary Security Document*) in favour of NatSteel to secure amounts owing to NatSteel by the Subsidiary, among others. Each of the Company Security Document and the Subsidiary Security Document is a *NatSteel Security Document*.

Completion of the Share Sale Agreement is conditional upon Rokeby securing funding. Scottish Pacific Business Finance Pty Ltd (ABN 79 008 636 388) (*ScotPac*) has agreed to provide a receivables finance facility to the Company conditional upon the following documents being entered into by the parties described below (*the ScotPac Finance Documents*):

- (a) the Corporate Credit Line Finance Facility Deed to be entered into between ScotPac, the Company and others pursuant to which ScotPac will provide a debtor finance facility to the Company (*Company Facility Deed*);
- (b) the Corporate Credit Line Finance Facility Deed to be entered into between ScotPac, the Subsidiary and others pursuant to which ScotPac will provide a debtor finance facility to the Subsidiary (*Subsidiary Facility Deed*);
- (c) the General Security Deed to be entered into by the Company and the Subsidiary, among others, in favour of ScotPac to secure the obligations of the Company, among others, to ScotPac (*ScotPac Security Document*);

- (d) the Cross Guarantee and Indemnity to be given by the Company and the Subsidiary, among others, in favour of ScotPac in connection with each other's obligations and the obligations of certain other companies to ScotPac which are or will form part of the same group as the Company and the Subsidiary (*ScotPac Cross Guarantee*);
- (e) the Deed of Postponement of Debt to be entered into between the Company, the Subsidiary, Rokeby Nominees Pty Ltd in its own capacity and as trustee of the Steven Johnston Family Trust, ScotPac and NatSteel (*ScotPac Deed of Postponement*);
- (f) the Deed Collateralising Securities to be entered into between the Company and the Subsidiary, among others, and ScotPac to cross collateralise the securities given by the Company and the Subsidiary, among others, in favour of ScotPac (*ScotPac Collateralising Deed*);
- (g) the priority deed to be entered into between the Company, the Subsidiary, ScotPac and NatSteel to regulate the security interests granted by the Company, among others, in favour of NatSteel and ScotPac (*Priority Deed*).

2. Obligations under the NatSteel Security Documents

Under the NatSteel Security Documents the Company and the Subsidiary, respectively, grant a security interest in or any part of its assets to NatSteel as security for the payment of the Secured Money (as defined in each NatSteel Security Document) under the NatSteel Security Documents, including the payment by Rokeby to or for the account of NatSteel in relation to the Rokeby Promissory Notes (as defined in each NatSteel Security Document). The Company and the Subsidiary, respectively, make certain representations and gives certain warranties and undertakings under the NatSteel Security Documents. Rights on an event of default are set out in the NatSteel Security Documents.

The obligations of the Company and the Subsidiary under each NatSteel Security Document to which it is a party are significant. Those obligations include giving security interests over its assets to secure the obligations of the Subsidiary, Rokeby under the Rokeby Promissory Notes, among other Secured Moneys; and giving NatSteel the benefit of representations, warranties and undertakings that give NatSteel certain rights in relation to the ongoing operation of the Company and the Subsidiary, including to sell the assets of the Company and the Subsidiary if the NatSteel Security Document, to which it is a party, is enforced.

3. Obligations under the ScotPac Finance Documents

- (a) Under the Company Facility Deed, the Company sells and ScotPac purchases all of the receivables of the Company. The Company makes certain representations and gives certain warranties and undertakings under the Company Facility Deed. Rights on an event of default are set out in the Company Facility Deed.
- (b) Under the Subsidiary Facility Deed, the Subsidiary sells and ScotPac purchases all of the receivables of the Subsidiary. The Subsidiary makes certain representations and gives certain warranties and undertakings under the Subsidiary Facility Deed. Rights on an event of default are set out in the Subsidiary Facility Deed.
- (c) Under the ScotPac Security Document, the Company and the Subsidiary, among others, grant a security interest in all of their assets to ScotPac as security for the payment of the Secured Money (as defined in the ScotPac Security Document) and performance of the Secured Obligations (as defined in the ScotPac Security Document) under the ScotPac Security Document, including:
 - the recourse obligations of the Company under the Company Facility Deed and its guarantee obligations under the ScotPac Cross Guarantee.

- the recourse obligations of the Subsidiary under the Subsidiary Facility Deed and its guarantee obligations under the ScotPac Cross Guarantee.

The Company and the Subsidiary make certain representations and give certain warranties and undertakings under the ScotPac Security Document. Rights on an event of default are set out in the ScotPac Security Document.

- (d) Under the ScotPac Cross Guarantee, the Company and the Subsidiary guarantee payment of any monies owing from time to time by each other and certain other companies to ScotPac which are or will form part of the same group as the Company, namely, Bestbar (Vic) Pty Ltd (ABN 65 086 622 273) (*Bestbar (Vic)*) and Rokeby in its own capacity and as trustee of the Steven Johnston Family Trust and indemnifies ScotPac on the terms of the terms set out in the ScotPac Cross Guarantee. The Company, the Subsidiary, Bestbar (Vic) and Rokeby in its own capacity and as trustee of the Steven Johnston Family Trust have requested that ScotPac also provide receivables finance facilities to Bestbar (Vic). ScotPac has agreed to provide those facilities and the receivables finance facility to be provided to the Company and the Subsidiary pursuant to the Company Facility Deed and the Subsidiary Facility Deed respectively on the condition that the ScotPac Security Document (to which Bestbar (Vic) and Rokeby in its own capacity and as trustee of the Steven Johnston Family Trust are also a party), the ScotPac Cross Guarantee (to which Bestbar (Vic) and Rokeby in its own capacity and as trustee of the Steven Johnston Family Trust are also a party), the ScotPac Cross Collateralisation Deed (to which Bestbar (Vic) and Rokeby in its own capacity and as trustee of the Steven Johnston Family Trust are also a party), the ScotPac Deed of Postponement and the Priority Deed, be given or entered into as the case may be.
- (e) Under the ScotPac Deed of Postponement, the Company and the Subsidiary agree not to pay to NatSteel (whether as principal or surety) a promissory note issued by Rokeby to the Company or the Subsidiary and given by the Company or the Subsidiary to NatSteel pursuant to the Share Sale Agreement and described in the ScotPac Deed of Postponement, without the prior written consent of ScotPac.
- (f) Under the Priority Deed, each NatSteel Security Document and the ScotPac Security Document are ranked in order of priority as set out in the Priority Deed.

The obligations of the Company and the Subsidiary under the ScotPac Finance Documents to which they are a party (other than the Priority Deed) are significant. Those obligations include selling their receivables, giving security interests over their assets to secure its obligations to ScotPac as principal under the Company Facility Deed and Subsidiary Facility Deed and surety under the ScotPac Cross Guarantee, among other Secured Moneys; and giving ScotPac the benefit of representations, warranties and undertakings that give ScotPac certain rights in relation to the ongoing operation of the Company and the Subsidiary, including to sell the assets of the Company and the Subsidiary if the ScotPac Security Document is enforced.

4. Financial assistance

The NatSteel Security Documents and the ScotPac Finance Documents granted or entered into by the Company and the Subsidiary may directly or indirectly assist in the acquisition of shares in the Company and the acquisition of shares in the Subsidiary by the Company whether before or after the acquisition.

The provision of security and the assumption of other obligations of the kind set out in the NatSteel Security Documents and the ScotPac Finance Documents by a company in support of a funding used in an acquisition of its own shares, or the shares of its holding company, may be held to be financial assistance pursuant to s260B of the Corporations Act.

Accordingly, the consent of the members is sought to the execution by the Company and the Subsidiary of the NatSteel Security Documents and the ScotPac Finance Documents and to the transactions contemplated by the NatSteel Security Documents and the ScotPac Finance Documents, pursuant to section 260B of the Corporations Act.

5. Requirements for shareholder approval

Under section 260A of the Corporations Act, a company may financially assist a person to acquire shares in the company or a holding company of the company without shareholder approval only if giving the assistance does not materially prejudice:

- (a) the interests of the company or its shareholders; or
- (b) the company's ability to pay its creditors.

Even if there is such prejudice, the company can financially assist a person to acquire shares in the company or a holding company of the company with shareholder approval. The requirements for approval under section 260B of the Corporations Act are:

- (a) The financial assistance must be approved by shareholders by:
 - (i) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates; or
 - (ii) a resolution agreed to, at a general meeting, by all ordinary shareholders.
- (b) If immediately after the acquisition, the company has a holding company that is a domestic corporation but not listed and is not itself a subsidiary of a domestic corporation, the financial assistance must also be approved by a special resolution passed at a general meeting of the holding company.
- (c) A company calling a general meeting must issue a statement setting out all the information known to that company that is material to the decision on how to vote on the resolution, unless it would be unreasonable to require that company to do so because that company has previously disclosed the information to its members.
- (d) Before the notice of a meeting for the purpose of approving the giving of financial assistance is sent to members of a company, the company must lodge with the Australian Securities & Investments Commission (*ASIC*) the notice of the meeting of the members and any document relating to the financial assistance that will accompany that notice.
- (e) The company must lodge with ASIC notice that the assistance has been approved at least 14 days before giving the financial assistance.
- (f) A special resolution passed at a general meeting referred to above must be lodged with ASIC within 14 days after it is passed.

6. Reasons for the proposal to give financial assistance

It is a step to completion under the Share Sale Agreement that the Company enter into the NatSteel Security Documents to which it is named as a party and secures funding which the ScotPac Finance Documents provide.

As part of the financing arrangements in connection with the transactions contemplated by the Share Sale Agreement, it is contemplated that the Subsidiary enter into the NatSteel Security Documents to which it is a party.

The outcome of the transactions contemplated under the Share Sale Agreement are expected to provide profit and growth opportunities for the Subsidiary and the Company in light of the businesses to be conducted by it.

7. Effect of giving financial assistance on the financial position of the Company

The Directors believe that the ability of the Company and the Subsidiary to pay its creditors will not be prejudiced by the Company or the Subsidiary entering into the NatSteel Security Documents and the ScotPac Finance Documents.

If however the NatSteel Security Documents and/or the ScotPac Finance Documents are enforced at any stage this may have an impact on the solvency of the company and the interests of the creditors and/or members of the Company or the Subsidiary.

8. Disclosure

The Company considers this statement to contain all material information known to the Company that could reasonably be required by a member in deciding how to vote on the proposed resolution.

9. Conclusion

In the opinion of the directors of the Company, after taking into account the financial position of the Company and the Subsidiary (including future liabilities and contingent liabilities of the Company or the Subsidiary) the giving of any financial assistance by the Company or the Subsidiary pursuant to the Share Sale Agreement, the NatSteel Security Documents, the ScotPac Finance Documents or the transactions contemplated in them would not be likely to prejudice materially the interests of the creditors or members of the Company or of the Subsidiary or any class of those creditors or members.

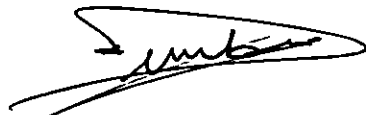
10. Accompanying documents

This explanatory statement is accompanied by (as appropriate):

- (a) a notice of a general meeting to members;
- (b) the resolution of members;
- (c) a notice of general meeting to members in respect of the Subsidiary; and
- (d) the resolution of members in respect of the Subsidiary.

Signed by the company secretary/director of the Company.

Signed:


TERRENCE JOHN PEMBER

Company secretary/director

Name: DIRECTOR

Best Bar Pty Ltd (ACN 068 713 539) (Company)

Notice to Members

The Members of the Company are asked to consider, and if thought fit, to pass the following resolution in respect of the following companies:

the Company

NatSteel Australia Pty Ltd (ACN 087 961 135) (*Subsidiary*)

That in accordance with section 260B(1) of the *Corporations Act 2001*(Cth) (*Act*), the Members approve by resolution:

- (a) the transactions described and contemplated in the Statement of Material Information required under section 260B(4) of the Act and which accompanies the Members' Resolution; and
- (b) all elements of those transactions which may constitute the giving of financial assistance by the Company,

for the purpose of, or in connection with, the acquisition by a certain company of issued shares in the Company or its holding company.

That, in accordance with section 260B(3) of the *Corporations Act 2001*, the Members approve by resolution the transactions described and contemplated in the Subsidiary Statement of Material Information required under section 260B(4) of the *Corporations Act 2001* and which accompanies the Subsidiary Resolution of Members, and all elements of those transactions which may constitute the giving of financial assistance by the Subsidiary for the purpose of, or in connection with, the acquisition by the Company of the issued shares in the Subsidiary, whether before or after that acquisition.

That further documents in addition to those mentioned in the Statement of Material Information and the Subsidiary Statement of Material Information may be required or desirable for the purposes of the transactions contemplated in the Statement of Material Information and Subsidiary Statement of Material Information and the Members approve such documents.

That the Members approve and ratify the proposed actions of the directors in doing all things necessary to give effect to the transactions contemplated in the Statement of Material Information and the Subsidiary Statement of Material Information which assists the acquisition by a certain company of issued shares in the Company and the acquisition of the Company of certain of the issued shares in the Subsidiary and any other transaction contemplated in them.

The background and reasons behind the resolution are more fully set out in the accompanying Statement of Material Information and the Subsidiary Statement of Material Information which are attached to this Notice. The Members should read the Statement of Material Information and the Subsidiary Statement of Material Information in full and carefully consider their contents.

The resolution will be passed by way of written recording of the decision in accordance with section 249A of the Act.

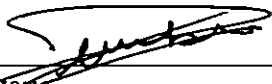
Accompanying documents

The following documents accompany this notice:

- (a) Statement of Material Information in relation to the resolution;
- (b) Members Resolution;

- (c) Subsidiary Statement of Material Information in relation to the resolution; and
- (d) Subsidiary Members Resolution.

By order of the Board

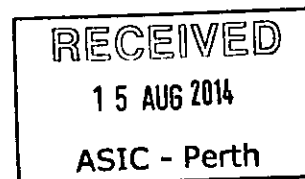


Director/Secretary

Dated: 13/08/14

2602 7 4

Australian Investments & Securities Commission
PO Box 4000
GIPPSLAND VIC



RE: ROKEBY NOMINEES PTY LTD A.C.N – 008 886 986
BEST BAR PTY LTD A.C.N. – 068 713 539 ✓
BEST BAR (VIC) PTY LTD A.C.N. – 086 622 273
NATSTEEL AUSTRALIA PTY LTD A.C.N. – 087 961 135

LODGEMENT OF FORM 2602


Please note that on the 8th of August 2014 we lodged Form 2602 for each of the above companies at the Perth ASIC Office.

On the 14 August 2014 we made a call to ASIC requesting that these forms not be processed.

The attached forms are the replacement documents for those Form 2602's that were stopped.

Please be aware of this so as there is no confusion when these forms are received by ASIC

Regards
MSI MARSDENS


MARISSA BENNETT
DIRECTOR