



# CHINA YUNNAN COPPER AUSTRALIA LIMITED

## ASX Announcement

11 November 2010

### CHINA YUNNAN COPPER AUSTRALIA LIMITED SHARE PURCHASE PLAN

China Yunnan Copper Australia Limited (**CYU**) advises that it is undertaking a share purchase plan (**Plan**) to holders of fully paid ordinary shares in CYU in Australia listed on the register of members on the record date, being 10 November 2010 (**Eligible Shareholders**). The Plan is underwritten by Patersons Securities Limited to the extent of \$1.5 million.

Below is a list of key dates in respect of the Plan.

#### Plan Key Dates\*

Date	Event	
7:00pm on 10 November 2010	Record Date	The date on which CYU determines Eligible Shareholders.
15 November 2010	Opening Date	Plan opens.
7:00pm on 6 December 2010	Closing Date	Plan closes. Applications must be received by 5.00pm.
20 December 2010	Allotment Date	Shares issued under the Plan are allotted.
21 December 2010	Trading Date	Shares issued under the Plan are expected to trade on the ASX

*\* Indicative only - CYU has the discretion to alter Key Dates. All times are to Australian Eastern Daylight Time.*

#### Offer details

Under the Plan, Eligible Shareholders are invited to subscribe for up to \$15,000 worth of fully paid ordinary shares in CYU at a price of \$0.15 per fully paid ordinary share (**Share**). Eligible Shareholders may apply for different parcels of ordinary shares to meet their own requirements up to a maximum of 100,000 Shares (as set out in the table below). CYU is making the Plan offer in reliance upon ASIC Class Order 09/425 (**Class Order**), which allows a company to offer a share purchase plan for up to \$15,000 to each Shareholder in a 12 month period (subject to complying with the conditions of that Class Order).

<b>Subscription price</b>	\$0.15 per share
<b>Minimum application amount</b>	\$2,000
<b>Maximum application amount</b>	\$15,000
<b>Permitted application amounts</b>	\$2,000, \$5,000, \$10,000 or \$15,000

## Use of funds

CYU believes that during the year solid progress has been achieved on CYU's portfolio of exploration projects. The proceeds from the Plan will be used to fund ongoing project appraisal and evaluation work on CYU's portfolio of projects including:

- Mt Isa Area:
  - the Mount Dorothy Copper / Cobalt Project; and
  - the Elaine Dorothy Uranium / REE / Copper Project
- Pentland Area:
  - Stanley's Hope Gold Project;
- Chile:
  - Initial drilling program on the Humito Copper / Porphyry Project;
- China and Laos:
  - Review of projects under a memorandum of understanding with CYU's cornerstone investor Yunnan Copper Industry Group to undertake regional exploration and project generation work in Yunnan Province, China and Laos.
- Working Capital:
  - To provide general working capital.

## Details of the Plan

Full details of the offer under the Plan are set out in the Terms and Conditions attached with this announcement.

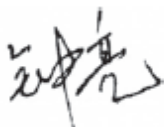
Unless the Directors determine otherwise in accordance with the Terms and Conditions, the Plan will close at 5.00pm Australian Eastern Daylight Time on Monday 6 December 2010.

If shareholders have any concerns about what to do, they should consult their legal, financial or other professional adviser.

CYU's Annual Report to 30 June 2010, as well as recent announcements and presentations continue to be available on our website [www.cycal.com.au](http://www.cycal.com.au) and we refer shareholders to this for information and details on our main projects. The Board hopes shareholders take this opportunity to acquire additional shares in CYU and share in our growth story.



Norm Zillman  
Co-Chairmen



Liang Zhong

## Important notice

This document does not constitute an offer of securities in any place outside Australia and this Offer is only made to Eligible Shareholders. Directors of CYU who are Eligible Shareholders, may participate in the Plan. The Plan may be varied, suspended or terminated by the Board at any time at the Board's absolute discretion without notice. Neither CYU nor the Board accepts or assumes any liability to shareholders by reason of variation, suspension or termination of the Plan.

# Share Purchase Plan

China Yunnan Copper Australia Limited ACN 070 859 522

Date 11 November 2010

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**This is an important document and should be read in its entirety**

## Highlights

- Offer to existing CYU shareholders to participate in a Share Purchase Plan (**Plan**)
- Shareholders can, at their election, take up at 15 cents per share:
  - 13,334 ordinary new shares for \$2,000 or
  - 33,334 ordinary new shares for \$5,000 or
  - 66,667 ordinary new shares for \$10,000 or
  - 100,000 ordinary new shares for \$15,000.
- The Plan is underwritten to the extent of \$1.5 million

Dear Shareholder

On behalf of the Board of Directors of China Yunnan Copper Australia Limited (**CYU or the Company**), I would like to invite you to participate in CYU's Share Purchase Plan (**Plan**).

## Summary of the Plan

The Plan provides Shareholders on the Company's register at the Record Date with an opportunity to subscribe for either \$2,000, \$5,000, \$10,000 or \$15,000 in new Shares at 15 cents per Share in CYU at an attractive discount to the market price in the period prior to the date of this Plan. The Board has structured the Plan to encourage our loyal, smaller Shareholders to apply and increase their participation in CYU.

It is only Shareholders of CYU registered in Australia (as set out in the Company's register on the Record Date) who are afforded the opportunity to participate in the Plan. Shareholders not registered as at this date will not receive an offer under the Plan. The rights of Shareholders eligible to participate under this plan are not transferable.

The Plan is underwritten to the extent of \$1,500,000, comprising the issue of 10,000,000 new Shares.

If the underwritten amount under the Plan is raised (\$1,500,000), the proposed use of the funds will be to contribute to the Company's exploration activities and meeting the costs of the plan. The Company intends to utilise some or all of these funds on the Company's major projects, including:

1. Mt Isa Area:
  - a. the Mount Dorothy Copper / Cobalt Project; and
  - b. the Elaine Dorothy Uranium / REE / Copper Project
2. Pentland Area:
  - a. Stanley's Hope Gold Project;

## Share Purchase Plan

3. Chile:
  - a. Initial drilling program on the Humito Copper / Porphyry Project;
4. China and Laos:
  - a. Review of projects under a memorandum of understanding with CYU's cornerstone investor Yunnan Copper Industry Group to undertake regional exploration and project generation work in Yunnan Province, China and Laos.

An investment in shares in CYU is subject to certain risks. You should consult your investment advisor or lawyer prior to accepting an offer of shares.

### Terms of the plan

The Terms and Conditions of the Plan are outlined in the enclosed document. By making an application to purchase Shares under the Plan, you will have agreed to be bound by those Terms and Conditions.

The right to participate in this offer under the Plan is available exclusively to persons who are registered as holders of fully paid ordinary shares in CYU at 7pm (Sydney time) on the Record Date and whose registered address was in Australia or in any other jurisdiction in which it is lawful for CYU to offer shares under the Plan.

Eligible Shareholders are entitled to apply for a **maximum** of \$15,000 of new shares, at 15 cents per new Share, under the Plan.

You may apply only for ordinary shares in one of the following amounts:

- 13,334 ordinary shares for \$2,000 or
- 33,334 ordinary shares for \$5,000 or
- 66,667 ordinary shares for \$10,000 or
- 100,000 ordinary shares for \$15,000.

The Subscription Price will be Fifteen Cents (\$0.15) per Share which represents a discount of 20.79% to the volume weighted average Market Price during the 30 trading days before the date of the Offer.

The Market Price of CYU shares over the five days of trading prior to the trading halt before the announcement of the Plan was as follows:

Date	Closing Market Price
Tuesday 02 November 2010	\$0.17
Wednesday 03 November 2010	\$0.17
Thursday 04 November 2010	\$0.17
Friday 05 November 2010	\$0.17
Monday 08 November 2010	\$0.20

To enable you to consider the Offer, set out below is a brief price history of the trading price of CYU's shares on the ASX over the period commencing 2 November 2010 and ending 8 November 2010:

Period	High	Low	Weighted Average
2 November 2010 to 8 November 2010	\$0.20	\$0.17	\$0.185

## Share Purchase Plan

The raising under the Plan is underwritten to the extent of \$1,500,000. The maximum number of Shares that may be issued under the Plan is equal to 30% of fully paid ordinary shares in CYU on issue (**Maximum Subscription Level**). In the unlikely event that all Shareholders apply for their maximum \$15,000 entitlement, this would have the effect that more than the Maximum Subscription Level would be received under the Plan. In this event, the Company reserves the right to reject applications in whole or in part, and/or accept any applications received in full or for a lesser number of Shares determined by the directors' in their absolute discretion, so that the Maximum Subscription Level is not breached.

Participation in the Plan is entirely at your discretion but the Plan is non-renounceable which means you cannot transfer your right to purchase Shares under the Plan to anyone else.

On the basis of the issue price of Shares under the Plan, the Directors highly recommend the Plan to Shareholders.

The application period will close at 5.00pm (Sydney time) on the Closing Date. Therefore, if you wish to apply for any Shares under the Plan, you should follow the instructions outlined in the Application Form (which has been separately dispatched to you) so payment is received at our Share Registry by that date.

It is proposed that the following timetable apply in respect of the Plan:

<b>Record Date</b> of the Plan	Wednesday 10 November 2010
<b>Opening Date</b> of the Plan	Monday 15 November 2010
<b>Closing Date</b> of the Plan	Monday 6 December 2010
<b>Issue and Allotment</b> of new Shares under the Plan	Monday 20 December 2010

The above timetable is indicative only. CYU reserves the right to vary any of the key dates above, including the Closing Date of the Plan and the Issue Date, without further notice.

If you are a "Custodian" you may be required to submit a Custodian Certificate in order to participate on behalf of any beneficiaries. Further details in this regard are set out in the Plan's Terms and Conditions.

The Plan will be underwritten by Patersons Securities Limited to the extent of \$1,500,000. CYU has reserved the right to place any shortfall under the Plan, subject to the *Corporation Act 2001* (Cth) and the Listing Rules.

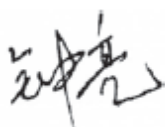
I look forward to you participating in CYU's Share Purchase Plan. On behalf of the Board of Directors of CYU, I commend this investment to you.

For further information, contact Mr Paul Marshall, Company Secretary, on +61 7 3212 9212 or the China Yunnan Copper Australia Limited Plan Offer Information Line on 1300 665 385 if calling within Australia or +61 2 8280 7607 if calling from outside of Australia.

Yours sincerely



Norm Zillman  
Co-Chairmen



Liang Zhong

# Share Purchase Plan

China Yunnan Copper Australia Limited ACN 070 859 522 CYU

## Terms and conditions of share purchase plan

### 1. Definitions

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1.1 In this Plan, unless the context otherwise indicates:

**Application Form** means the application form separately distributed in relation to these Terms and Conditions;

**Application Amount** means the total amount payable by an Eligible Shareholder who applies for Shares under the Plan based on the Subscription Price for the total number of Shares applied for by that Eligible Shareholder;

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means the ASX Limited;

**Board** means the board of directors of CYU;

**Class Order** means ASIC Class Order 09/425 dated 15 June 2009 as amended or supplemented from time to time;

**Closing Date** means the date the Offer closes, being 5 pm (Sydney time) on Monday 6 December 2010;

**Corporations Act** means the Corporations Act 2001 (Cth) as amended from time to time;

**Custodian** means a person:

(a) that holds an Australian financial services licence that:

- (i) covers the provision of a custodial or depository service (as defined in Section 766E of the Corporations Act); or
- (ii) includes a condition requiring the holder to comply with the requirements of ASIC Class Order 02/294; or

(b) that is exempt under:

- (i) paragraph 7.6.01(1)(k) or 7.6.01(1)(l)(na) of the *Corporations Regulations 2001*; or
- (ii) ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184, or
- (iii) ASIC Class Orders 03/1099, 03/1100, 03/1101, 03/1102, 04/829 or 04/1313; or an individual instrument of relief granted by ASIC to the person in terms similar to the class orders referred to in this clause (b)(iii); or
- (iv) Paragraph 911A(2)(H) of the Corporations Act;

## Share Purchase Plan

from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service; or

- (c) that is a trustee of a:
  - (i) self-managed superannuation fund; or
  - (ii) superannuation master trust; or
- (d) that is the responsible entity of an IDPS-like scheme; or
- (e) that is the registered holder of ordinary shares and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

**Custodian Certificate** means the certification required to be given by a Custodian to CYU pursuant to the Terms and Conditions;

**CYU** means China Yunnan Copper Australia Limited ACN 070 859 522;

**Eligible Shareholders** means those Shareholders who satisfy the conditions set out in clause 2.1;

**Issue Date** means the date that the Shares are issued and allotted being 20 December 2010;

**Listing Rules** means the official listing rules of the ASX (as amended from time to time);

**Market Price** has the meaning ascribed to it in the Listing Rules;

**Maximum Subscription Level** means the maximum number of Shares that may be issued under this Plan, being no more than 30% of fully paid ordinary shares in CYU on issue;

**Offer** means a non-renounceable offer of 13,334 or 33,334 or 66,667 or 100,000 Shares in CYU (at the Subscription Price) to Eligible Shareholders under the Plan to a maximum of the Maximum Subscription Level;

**Plan** means the China Yunnan Copper Australia Limited Share Purchase Plan approved by the Board;

**Record Date** means 7.00pm (Sydney time) on Wednesday, 10 November 2010

**Shareholders** means those persons or entities that hold ordinary shares in the issued capital of CYU;

**Share Registry** means Link Market Services Limited;

**Shares** means the issue of new ordinary shares in CYU to be issued pursuant to the Plan;

**Shortfall** means any Shares not taken up by Eligible Shareholders under the Plan;

**Subscription Price** means the subscription price of the Shares being Fifteen Cents (\$0.15) per Share; and

**Terms and Conditions** means the terms and conditions set out herein.

# Share Purchase Plan

## 2. Eligibility to participate

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- 2.1 Those Shareholders of CYU that will be eligible to apply for Shares under the Plan must:
- (a) be recorded in CYU's register of Shareholders at 7.00pm (Sydney time) on the Record Date; and
  - (b) have an address in a jurisdiction in which it is lawful and practical for CYU to issue the Shares (in the reasonable opinion of the Board).
- 2.2 The Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer.
- 2.3 If you are the only registered holder of a holding of CYU shares, but you receive more than one offer under the Plan (for example, due to multiple registered holdings), you may only apply in aggregate for a maximum of \$15,000 worth of Shares.
- 2.4 If you are registered with one or more persons as the joint Shareholders of a holding of CYU shares, that joint holding is considered to be a single registered holding for the purpose of this Plan and the joint holders are entitled to participate in the Plan in respect of that single holding only. If the same joint holders receive more than one Offer under the Plan due to multiple identical holdings, the joint holders may only apply in aggregate for a maximum of \$15,000 worth of Shares.
- 2.5 Custodians should refer to section 6 of the Terms and Conditions regarding Custodian participation. If you do not hold ordinary shares in CYU as a Custodian, these provisions do not apply.
- 2.6 If you hold CYU shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described in section 6 of the Terms and Conditions. In this case, the rules for multiple single holdings (above) apply.

## 3. Terms of the offer

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- 3.1 The Board makes the Offer under the Terms and Conditions in accordance with the Class Order.
- 3.2 The Offer will be open on and from Monday 15 November 2010 (**Opening Date**) until, subject to the discretion of the Board, 5 pm (Sydney time) on Monday 6 December 2010 (**Closing Date**).
- 3.3 The Board reserves the right to close the Offer at any time prior to the Closing Date and/or extend the Closing Date without further notification.
- 3.4 In response to the Offer, Eligible Shareholders wishing to apply for Shares under the Plan, may either:
- (a) apply for 13,334 ordinary shares for \$2,000; or
  - (b) apply for 33,334 ordinary shares for \$5,000; or
  - (c) apply for 66,667 ordinary shares for \$10,000; or
  - (d) apply for 100,000 ordinary shares for \$15,000 subject to clause 7.6.

## Share Purchase Plan

- 3.5 The Offer is non-renounceable and therefore the right to participate in the Plan cannot be transferred.
- 3.6 Participation in the Plan by Eligible Shareholders is entirely optional and subject to these Terms and Conditions.
- 3.7 Despite anything else in these Terms and Conditions, the maximum number of Shares that may be issued under the Plan is the Maximum Subscription Level.

### 4. Applications for shares

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- 4.1 Eligible Shareholders wishing to apply for Shares under the Plan must:
- (a) If paying by cheque or bank draft:
- (1) complete the Application Form;
  - (2) pay for the Shares in the manner specified on the Application Form; and
  - (3) forward the completed Application Form and payment for the Application Amount to CYU's Share Registry at the addresses specified on the Application Form, to reach such addresses by no later than 5 pm (Sydney time) on the Closing Date.
- (b) If you elect to use the BPAY® option (subject to clause 4.2):
- (1) pay the Application Amount electronically using BPAY® with payment to reach CYU's Share Registry by no later than 5.00pm (Brisbane time) on the Closing Date; and
  - (2) do not return the Application Form if you elect the BPAY® option.
- 4.2 Please note that only Eligible Shareholders having an account with an Australian financial institution who participates in the BPAY® scheme have the ability to elect to use the BPAY® option.
- 4.3 All application monies will be deposited into an account and any application monies received in respect any applications rejected by the Board under clauses 4.4 or 4.5 shall be refunded by CYU without interest.
- 4.4 The Board reserves the right to reject any application for Shares (in whole or in part) including (without limitation) if:
- (a) an Application Form is not correctly completed; or
  - (b) the applicant is not an Eligible Shareholder; or
  - (c) the issue of those Shares would contravene any law or the Listing Rules; or
  - (d) the exact payment for the Shares applied for is not received; or

## Share Purchase Plan

- (e) to accept the application in full would have the effect of exceeding the maximum offer of Shares under the Plan, being the Maximum Subscription Level; or
- (f) it is not reasonably satisfied that the issue of those Shares will not result in any person receiving ordinary shares in CYU with an Application Amount totalling more than \$15,000.00 as a result of:
  - (1) Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian to apply for Shares on their behalf) under the Plan; and
  - (2) any other ordinary shares in CYU issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian or another Custodian to apply for ordinary shares in CYU on their behalf) under an arrangement similar to the Plan operated by CYU in the 12 months prior to the Issue Date,  
  
except to the extent that the person is issued with shares or interests as a Custodian under a Custodian offer; or
- (g) the applicant is a Custodian and has failed to provide CYU with a Custodian Certificate; or
- (h) if the applicant has not otherwise complied with the Terms and Conditions of the Plan.

4.5 The Board reserves the right to allocate fewer, or no Shares than an Eligible Shareholder applies for under the Plan, including without limitation in the event that the Plan is oversubscribed at its sole discretion.

4.6 If there is a consolidation or re-organisation of the issued share capital of CYU prior to the Closing Date, the maximum number of Shares to be issued pursuant to and in accordance with the Plan shall be consolidated in the same ratio as the issued capital of CYU.

### 5. **Certification by Eligible Shareholder**

5.1 By submitting an Application Form, together with the appropriate payment of the Application Amount in the manner specified in clause 4.1(a), or by making a BPAY® payment of the Application Amount in the manner specified in section 4.1(b), you certify, acknowledge, warrant and represent as true, correct and not misleading to the Company that if you are not a Custodian, the aggregate of the Application Amount paid by you for:

- (a) the Shares the subject of the Application Form or the BPAY® payment;
- (b) any other ordinary shares in CYU issued to you, or a Custodian (as a result of an instruction given by you to the Custodian to apply for ordinary shares in CYU on your behalf) under the Plan or under any similar arrangement operated by CYU in the 12 months prior to the date of submission of the Application Form or making the BPAY® payment; and
- (c) any other Shares which you have instructed a Custodian to acquire on your behalf under the Plan;,

does not exceed \$15,000.

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### 6. Custodian

- 6.1 Eligible Shareholders who are Custodians may participate in the Plan on behalf of each beneficiary (**Participating Beneficiary**) on whose behalf the Custodian is holding ordinary shares.
- 6.2 If you are a Custodian holding ordinary shares in CYU on behalf of 2 or more persons jointly, the joint beneficiaries will be taken to be a single Participating Beneficiary for the purposes of these Terms and Conditions.
- 6.3 If you are a Custodian and hold ordinary shares in CYU on behalf of one (1) or more Participating Beneficiaries, you may apply for up to a maximum of \$15,000 worth of Shares for each Participating Beneficiary subject to providing CYU with a Custodian Certificate, in addition to the Application Form, certifying the following:
- (a) that, as at the Record Date, you hold ordinary shares on behalf of one or more Participating Beneficiaries and the Participating Beneficiaries have instructed you to apply for Shares on their behalf under the Plan;
  - (b) the number of Participating Beneficiaries;
  - (c) the name and address of each Participating Beneficiary for whom the Custodian applies for Shares;
  - (d) in respect of each Participating Beneficiary, the number of ordinary shares that the Custodian holds on their behalf;
  - (e) in respect of each Participating Beneficiary, the number or the dollar amount of Shares the Participating Beneficiary has instructed the Custodian to accept on their behalf; and
  - (f) that there are no Participating Beneficiaries in respect of which the total of the Application Amount for the following exceeds \$15,000:
    - (i) the Shares applied for by you as Custodian on their behalf under the Plan; and
    - (ii) any other ordinary shares in CYU issued to you as Custodian in the 12 months prior to the date of submission of the Application Form as a result of an instruction given by them to you as Custodian to apply for ordinary shares in CYU under an arrangement similar to the Plan operated by CYU;
  - (g) that a copy of the written offer document was given to each Participating Beneficiary.
- 6.4 If you are however a Custodian that holds a beneficial interest in ordinary shares in CYU on behalf of another Custodian, you may also be entitled to participate in the Plan on behalf of each beneficiary providing you provide a Custodian Certificate that complies with condition 9 of the Class Order. If you think that this applies to you, please contact the China Yunnan Copper Australia Limited Plan Offer Information Line on 1300 665 385 if calling within Australia or +61 2 8280 7607 if calling from outside of Australia.
- 6.5 Custodians on behalf of a Participating Beneficiary and Custodians on behalf of another Custodian should request a Custodian Certificate from the China Yunnan Copper Australia Limited Plan Offer Information Line. You can contact the China Yunnan Copper Australia Limited Plan Offer Information Line on 1300 665 385 if calling within Australia or +61 2 8280 7607 if calling from outside of Australia.

# Share Purchase Plan

## 7. Issue of shares

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- 7.1 CYU is prohibited from issuing any Shares to any Eligible Shareholder unless the Eligible Shareholder has provided the certification set out in section 5, and if a Custodian, has provided a Custodian Certificate, at the time of applying for the Shares.
- 7.2 The Directors of CYU reserve the right to issue to Eligible Shareholders such number of Shares under the Plan as is permitted under Listing Rule 7.2, Exception 15 without Shareholder approval. In such circumstances, CYU intends to accept subscriptions for Shares on a 'first come first served' basis.
- 7.3 CYU intends to issue the Shares under the Plan on or about Monday 20 December 2010 (**Issue Date**). CYU reserves the right to vary the Issue Date without further notice in the event that the Closing Date is varied pursuant to clauses 3.3 and 10.1.
- 7.4 In respect of application monies received from an Eligible Shareholder, CYU will, prior to the Issue Date, determine the maximum number of Shares rounded up to the nearest whole number which may be acquired by any Eligible Shareholder.
- 7.5 The allocation of Shares will be determined by the Board at its sole discretion.
- 7.6 In the event that the Offer under the Plan is not fully subscribed, the Board of CYU reserves its right to issue Shares in excess of the maximum \$15,000 worth of Shares specified in clause 3.4(d)(**Additional Issue**), to any person (whether or not such person is an Eligible Shareholder) so long as:
- (a) the Additional Issue satisfies section 708 of the *Corporations Act* 2001 (Cth); and
  - (b) any approval of Shareholders to the Additional Issue which is required under the Listing Rules or the *Corporations Act* is obtained.
- 7.7 CYU will apply to ASX for quotation of the Shares issued under the Plan and the Additional Issue (if any) within the period prescribed the Listing Rules.

## 8. Subscription price

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- 8.1 The Subscription Price will be \$0.15 per Share.
- 8.2 The Subscription Price represents a discount of 20.79% to the average Market Price during the 30 trading days before the date of the Offer.
- 8.3 CYU will round up the number of Shares issued to the Shareholder so that each Shareholder will pay no more than the Subscription Price for the Shares under the Plan.
- 8.4 The Shares are a speculative investment and the Market Price of the Shares may change between the Opening Date and the Issue Date. This means that the Subscription Price you pay for the Shares may exceed the Market Price of the Shares at the Issue Date. The Company does not make any assurance as to the Market Price of Shares and there can be no certainty that Shares in the Company will trade at or above the Subscription Price following the Issue Date. Shareholders should seek their own financial advice in relation to this Offer and participation in the Plan.

## Share Purchase Plan

- 8.5 No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders in respect of an application for, and an issue of, Shares under the Plan.
- 8.6 The Company may pay brokerage and other commissions in respect of any subscriptions procured in respect of the Shortfall, as determined by the Board in its discretion.

### 9. Non-residents

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- 9.1 The right to participate in this offer under the SPP is available exclusively to persons who were registered as holders of fully paid ordinary shares in CYU at 7.00pm (Sydney time) on the Record Date and whose registered address was in Australia or in another jurisdiction where, in the opinion of the Board, it is lawful and reasonably practical to extend the Offer according to the laws of that jurisdiction.
- 9.2 Eligible Shareholders who are not residents of Australia should consult their professional advisers as to whether any formalities need to be observed (either by them or the Company) to enable them to apply for Shares. It is the responsibility of such Eligible Shareholders to obtain all necessary approvals so they may legally apply for Shares. The return of a completed application form and cheque or bank draft, or the forwarding of payment of the Application Amount using BPAY® from a non-resident Eligible Shareholder will be taken by the Company to constitute a representation and warranty by that Eligible Shareholder that all relevant approvals have been obtained and that the Company may legally offer the Shares to that Eligible Shareholder.

### 10. General

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- 10.1 The Board may change or terminate the Plan at any time prior to the Issue Date. In the event that the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the Plan, or the non-receipt of any such notice, will not invalidate the change or termination.
- 10.2 If the Plan is withdrawn, all application money will be refunded. No interest will be paid on any refunded application money.
- 10.3 In addition to any rights of the Board to reject applications as set out in these Terms and Conditions, the Board also reserves the right to allocate fewer, or no, Shares than an Eligible Shareholder applies for under the Plan if the Board believes that the allotment of those Shares would contravene any of the Listing Rules or the requirements of the Class Order. In any such case, excess application monies will be returned to the relevant applicant(s). No interest will be paid on application monies so returned.
- 10.4 CYU may settle in any manner it deems appropriate, any disputes or anomalies which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any applicant or application of shares. The decision of CYU will be conclusive and binding on all persons to whom the determination relates.
- 10.5 CYU reserves the right to waive compliance with any provision Terms and Conditions.
- 10.6 The contents of this document have not been reviewed by any regulatory authority in any jurisdiction.