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**MARKET RELEASE**

**22 December 2015**

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## **Amended Substantial Shareholder Notices**

CuDeco Limited (ACN 000 317 251) (**Company**) has received amended ASIC Form 604's (Notice of change of interests of substantial holder) from New Apex Asia Investment Limited (**New Apex**) for lodgment. The Company has been advised by New Apex that these forms amend the original forms lodged on:

- 23 July 2015; and
- 8 December 2015,

as the original forms lodged on those dates inadvertently showed an incorrect number of shares that were held by New Apex at the relevant time.

-ends

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme CUDECO LIMITED

ACN/ARSN 000 317 251

### 1. Details of substantial holder(1)

Name New Apex Asia Investment Limited ("New Apex")

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 03/08/2015

The previous notice was given to the company on 23/07/15

The previous notice was dated 23/07/15

### 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	23,087,206	8.31%	23,087,206	7.32%

### 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 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
17/11/15	New Apex	Reduction in voting power as a result of share placement by CuDeco Limited	N/A	23,087,206 ordinary shares	23,087,206

### 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
New Apex	New Apex	New Apex	Beneficial Owner	23,087,206 ordinary shares	23,087,206

**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/ARSN (if applicable)	Nature of association
China Oceanwide International Investment Co., Limited ("Oceanwide")	In July 2015 New Apex acted in concert with Oceanwide in relation to providing funding to CuDeco. Short term loan agreements were signed on 3 August 2015 and since that time New Apex has no longer acted in concert with Oceanwide in relation to providing funding or for any other matter.
Sinosteel Equipment and Engineering Co Limited ("Sinosteel")	In July 2015 New Apex acted in concert with Sinosteel in relation to providing funding to CuDeco. Short term loan agreements were signed on 3 August 2015 and since that time New Apex has no longer acted in concert with Sinosteel in relation to providing funding or for any other matter

**6. Addresses**

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

Name	Address
New Apex Asia Limited	Level 11, 99 York Street, Sydney Australia
Sinosteel Equipment and Engineering Co Limited	8 Haidan Street, Beijing, People's Republic of China
China Oceanwide International Investment Co., Limited	66 <sup>th</sup> Floor, Bank of China Tower, 1 Garden Road Hong Kong

**Signature**

print name **Tony Wu** capacity **Authorised Representative**

sign here

date

20<sup>1</sup> 12<sup>1</sup> 2015

**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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
  - (6) 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.
- (7) 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.
  - (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme CUDECO LIMITED

ACN/ARSN 000 317 251

### 1. Details of substantial holder(1)

Name New Apex Asia Investment Limited ("New Apex")

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 21/07/2015

The previous notice was given to the company on 21/06/2013

The previous notice was dated 21/06/2013

### 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	24,620,528	8.86%	23,087,206	8.31%

### 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 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
See Appendix					

### 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
New Apex	New Apex	New Apex	Beneficial Owner	23,087,206 ordinary shares	23,087,206



### 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/ARSN (if applicable)	Nature of association
China Oceanwide International Investment Co., Limited ("Oceanwide")	Discussions have been held in relation to mutual concerns about the financial performance of CuDeco Limited, with the view to the relevant parties proposing to act in concert in relation to CuDeco Limited's affairs (namely the provision of funding to CuDeco Limited). Oceanwide, Sinosteel, and New Apex Asia are currently in discussion with CuDeco Limited relating to the potential terms of such funding.
Sinosteel Equipment and Engineering Co Limited ("Sinosteel")	Discussions have been held in relation to mutual concerns about the financial performance of CuDeco Limited, with the view to the relevant parties proposing to act in concert in relation to CuDeco Limited's affairs (namely the provision of funding to CuDeco Limited). Oceanwide, Sinosteel, and New Apex Asia are currently in discussion with CuDeco Limited relating to the potential terms of such funding.

### 6. Addresses

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

Name	Address
New Apex Asia Limited	Level 11, 99 York Street, Sydney Australia
Sinosteel Equipment and Engineering Co Limited	8 Haidan Street, Beijing, People's Republic of China
China Oceanwide International Investment Co., Limited	66 <sup>th</sup> Floor, Bank of China Tower, 1 Garden Road Hong Kong

### Signature

print name **Tony Wu**

capacity **Authorised Representative**

sign here

date **22<sup>nd</sup> 12<sup>th</sup> 2015**

### 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.

- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## APPENDIX

### 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 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
5/07/2013	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 8 July 2013	n/a	24,620,528	24,620,528
19/12/2013	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 19 December 2013	n/a	24,620,528	24,620,528
24/12/2013	New Apex Asia Investment Limited	Sale	367,105	-200,000	-200,000
24/12/2013	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 24 December 2013	n/a		
27/12/2013	New Apex Asia Investment Limited	Sale	55,393	-30,000	-30,000
30/12/2013	New Apex Asia Investment Limited	Sale	314,158	-170,000	-170,000
31/12/2013	New Apex Asia Investment Limited	Sale	69,803	-38,448	-38,448
2/01/2014	New Apex Asia Investment Limited	Sale	182,684	-100,000	-100,000
6/01/2014	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 6 January 2014	n/a	24,082,080	24,082,080
11/02/2014	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 11 February 2014	n/a	24,082,080	24,082,080
19/02/2014	New Apex Asia Investment Limited	Sale	123,064	-70,000	-70,000
20/02/2014	New Apex Asia Investment Limited	Sale	52,143	-30,000	-30,000
27/02/2014	New Apex Asia Investment Limited	Sale	236,556	-130,000	-130,000
28/02/2014	New Apex Asia Investment Limited	Sale	54,486	-30,000	-30,000
3/03/2014	New Apex Asia Investment Limited	Sale	53,120	-30,000	-30,000
4/03/2014	New Apex Asia Investment Limited	Sale	51,419	-28,337	-28,337
7/04/2014	New Apex Asia Investment Limited	Sale	151,634	-80,000	-80,000
9/04/2014	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 9 April 2014	n/a	23,683,743	23,683,743
11/04/2014	New Apex Asia Investment Limited	Sale	72,675	-40,000	-40,000
14/04/2014	New Apex Asia Investment Limited	Sale	36,130	-20,000	-20,000
15/04/2014	New Apex Asia Investment Limited	Sale	36,090	-20,000	-20,000
1/05/2014	New Apex Asia Investment Limited	Sale	94,328	-50,000	-50,000
2/05/2014	New Apex Asia Investment Limited	Sale	57,743	-30,000	-30,000

## APPENDIX (Continued)

### 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 are as follows:

5/05/2014	New Apex Asia Investment Limited	Sale	7,624	-4,179	-4,179
6/05/2014	New Apex Asia Investment Limited	Sale	54,436	-30,000	-30,000
8/05/2014	New Apex Asia Investment Limited	Sale	54,770	-30,000	-30,000
9/05/2014	New Apex Asia Investment Limited	Sale	55,342	-30,000	-30,000
12/05/2014	New Apex Asia Investment Limited	Sale	16,726	-9,175	-9,175
13/05/2014	New Apex Asia Investment Limited	Sale	54,491	-30,000	-30,000
15/05/2014	New Apex Asia Investment Limited	Sale	53,317	-30,000	-30,000
16/05/2014	New Apex Asia Investment Limited	Sale	53,315	-30,000	-30,000
19/05/2014	New Apex Asia Investment Limited	Sale	52,940	-30,000	-30,000
20/05/2014	New Apex Asia Investment Limited	Sale	35,196	-20,000	-20,000
21/05/2014	New Apex Asia Investment Limited	Sale	35,290	-20,000	-20,000
22/05/2014	New Apex Asia Investment Limited	Sale	35,490	-20,000	-20,000
26/05/2014	New Apex Asia Investment Limited	Sale	53,838	-30,000	-30,000
27/05/2014	New Apex Asia Investment Limited	Sale	72	-40	-40
28/05/2014	New Apex Asia Investment Limited	Sale	40,779	-23,143	-23,143
29/05/2014	New Apex Asia Investment Limited	Sale	35,090	-20,000	-20,000
30/05/2014	New Apex Asia Investment Limited	Sale	53,838	-30,000	-30,000
4/06/2014	New Apex Asia Investment Limited	Sale	89,778	-50,000	-50,000
24/06/2014	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 24 June 2014	n/a	23,087,206	23,087,206
8/08/2014	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 8 August 2014	n/a	23,087,206	23,087,206
16/12/2014	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 16 December 2014	n/a	23,087,206	23,087,206
14/01/2015	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 14 January 2015	n/a	23,087,206	23,087,206
2/04/2015	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 7 April 2015	n/a	23,087,206	23,087,206
7/05/2015	New Apex Asia Investment Limited	Reduction in voting power as a result of share placement by CuDeco Limited as described in CuDeco Limited's Appendix 3B issued on 8 May 2015	n/a	23,087,206	23,087,206