

# HAMILTON JAMES & BRUCE GROUP LIMITED

ABN 90 091 302 975

## OFFER DOCUMENT

for a non-renounceable pro rata entitlements issue to Eligible Shareholders of approximately 67,141,685 Offer Shares at an issue price of \$0.03 per Offer Share on the basis of 1 Offer Share for every 1 Existing Share held to raise up to approximately \$2,014,250 before costs of the Rights Issue.

Dated: 20 November 2008

This Offer Document is important and requires your immediate attention. This Offer Document is not a prospectus.

Applicants should read this Offer Document in its entirety and should obtain professional investment advice before deciding whether to apply for Offer Shares.

## HAMILTON JAMES & BRUCE LIMITED

### CORPORATE DIRECTORY

<b>Directors</b>	Timothy Burton-Taylor (Chairman) Deborah Wilson (Chief Executive Officer) Mohit Prasad
<b>Company Secretary</b>	Mohit Prasad
<b>Group Leadership Team</b>	Robert Esposito Dean Unkles Sandy Tuckwell Larry Kleist Michael Horne Patrick Bruneau Kirsty Janney Belinda Green
<b>Principal registered office</b>	Exchange Centre Level 12, 20 Bridge Street Sydney, NSW 2000  Phone: (02) 8248 7000 Fax: (02) 8242 7200 Internet: <a href="http://www.hjb.com.au">www.hjb.com.au</a>
<b>Share registry</b>	Link Market Services Limited Level 12, 680 George Street Sydney, NSW 2000  Phone: (02) 8280 7111
<b>Auditor</b>	PricewaterhouseCoopers Darling Park Tower Two 201 Sussex Street Sydney, NSW 1171
<b>Solicitors</b>	Holding Redlich Level 65, MLC Centre 19 Martin Place Sydney, NSW 2000  Phone: (02) 8083 0388

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## **IMPORTANT NOTICE**

This Offer Document is dated 20 November 2008.

Neither ASIC nor ASX take any responsibility for the content of this Offer Document.

The Rights Issue does not constitute a public offer in any jurisdiction other than Australia and New Zealand. The Company has not made investigations as to the regulatory requirements in the countries outside of Australia and New Zealand in which the Company's Shareholders may reside. Any person who resides outside Australia or New Zealand who receives this Offer Document should seek advice and observe any such restrictions. Any failure to comply with restrictions might constitute a violation of applicable laws.

The Closing Date for acceptances of Offer Shares by Eligible Shareholders is 5pm, on 22 December 2008.

Certain capitalised terms used in this Offer Document have defined meanings. Please refer to Section 7 of this Offer Document for the meaning of these terms.

## SECTION 1 LETTER FROM CHAIRMAN

Dear Fellow Shareholder

Your Directors have pleasure in providing you with the opportunity to participate in a non-re-nounceable pro rata rights issue of approximately 67,141,685 offer shares at an issue price of \$0.03 per offer share on the basis of 1 offer share for every 1 existing share held to raise \$2,014,250 before costs of the Rights Issue.

The purpose of the Rights Issue is to raise up to \$2 million in working capital to strengthen and re-gear the balance sheet and pay expenses associated with this Rights Issue. This will support the company moving in to 2009.

The Issue entitles Australian and New Zealand Shareholders to acquire one (1) New Share for every one (1) Share held at 5pm on 1<sup>st</sup> December, 2008 (Record Date) at a price of \$0.3 for each New Share. The Issue is fully underwritten by Mr. Victor John Plummer.

The Board of Directors would also like to reiterate the factors surrounding the current trading environment.

### The Industry and challenges

The recruitment industry is currently experiencing a challenging environment due to the downturn in the economic environment. The placement of permanent recruits is increasingly closely managed by our clients, and this is particularly the case in the Banking and Finance sector. The temporary and contract business is currently also experiencing a small contraction but the Company believes that this section of our business will show significant growth in the current economic climate.

### Our Response to industry issues

#### Cost Management

To align HJB with the current market conditions we have stringently reviewed all costs within the business. It is the company's intention to clearly live within our means. All opportunities to reduce non-essential costs are being investigated or have been actioned.

#### The Team

Over the past two years, the Executive team has been re-structured into a powerful and effective team which is focused on addressing the challenges faced by HJB.

#### Banking

HJB has banked with the ANZ Bank since 1991 and they continue to support us, however they have requested that the company strengthen its Capital Base. A strengthened capital base will aid in funding HJB's operations in these difficult market conditions.

#### Funding/Cash Flow

The working capital requirements of the company remain supported and are fully funded via an Invoice Finance facility with the ANZ Bank allowing HJB to pass the normal solvency tests.

We appreciate and thank you for your continued support.



Timothy Burton-Taylor  
Non-Executive Chairman

## **SECTION 2 KEY POINTS OF THE RIGHTS ISSUE**

### **2.1 Important Notice**

This section is not intended to provide full information for investors intending to apply for Offer Shares offered under this Offer Document. This Offer Document should be read and considered in its entirety.

### **2.2 Summary of the Offer**

By this Offer Document, the Company invites Existing Shareholders to apply for up to approximately 67,141,685 Offer Shares at an issue price of \$0.03 to raise approximately \$2,014,250, before expenses of the Rights Issue.

Existing Shareholders will be entitled to apply for 1 Offer Share for every 1 Existing Share held by them.

The Rights Issue is non-renounceable, which means that if you do not wish to take up some or all of your Entitlement, you cannot nominate another person to take up your Entitlement or trade your rights.

The issue price of \$0.03 for each Offer Share represents a discount of 19% to the closing price of \$0.039 on 19 November 2008, the last day of trading of the Shares on ASX prior to the date of this Offer Document.

Mr Victor John Plummer has agreed to fully underwrite the Rights Issue.

### **2.3 Indicative Timetable**

<b>Lodgement of Appendix 3B with ASX</b>	<b>20 November 2008</b>
<b>Record Date (5:00pm EST)</b>	<b>1 December 2008</b>
<b>Opening Date</b>	<b>8 December 2008</b>
<b>Closing Date (5:00pm EST)</b>	<b>22 December 2008</b>
<b>Expected date for despatch of Offer Shares</b>	<b>2 January 2009</b>

The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without notice.

### **2.4 Objectives**

The Company's key objective is to strengthen its Balance Sheet and position the company to meet the current economic challenges faced due to the global economic downturn.

## 2.5 Use of Proceeds

The funds raised will be used to strengthen the Balance Sheet and position the company to meet the current economic challenges faced due to the broad economic downturn. This will improve the strength of the balance sheet and in particular the debt to equity ratio.

## 2.6 Capital Structure

On the basis that all Offer Shares offered under this Offer Document are allotted, the capital structure of the Company following completion of the Offer will be as summarised below:

<b>Shares</b>	<b>Number</b>
Current Shares	67,141,685
Rights Issue	67,141,685
<b>TOTAL SHARES</b>	<b>134,283,370</b>

## 2.7 Risks

A Rights Issue of this kind involves a number of risks, many of which are specific to the Company and the industry it operates in. Eligible Shareholders must carefully read the section on Risk Factors outlined in Section 5 and obtain professional investment advice before accepting the Offer.

## SECTION 3      DETAILS OF THE RIGHTS ISSUE

### 3.1      Details of the Rights Issue

#### (a)      Offer to Eligible Shareholders

The Directors have approved a non-renounceable Rights Issue of up to approximately 67,141,685 Offer Shares at an issue price of \$0.03 to raise approximately \$2,014,250 (before expenses associated with the Rights Issue being paid).

Each Eligible Shareholder is entitled to subscribe for 1 Offer Share for every 1 Existing Share held on the Record Date.

The number of Offer Shares to which you are Entitled is calculated as at the Record Date and is shown on the Entitlement and Acceptance Form which accompanies this Offer Document.

The Directors may at any time decide to withdraw this Offer Document and the Offer of Offer Shares made under this Offer Document, in which case the Company will return all application monies (without interest) as soon as practicable.

#### (b)      Important dates

	Date
Announcement of the Rights Issue	20 November 2008
Lodgement of Appendix 3B at ASX	20 November 2008
Application to ASX for quotation of Offer Shares	20 November 2008
Record Date for determining Entitlements under the Offer	1 December 2008
Opening Date for the Offer	8 December 2008
Closing Date for the Offer	22 December 2008
Expected date for despatch of Offer Shares	2 January 2009

The dates set out in the table above are indicative only and may change. The Company reserves the right to alter this timetable at any time.

(c) **Rights Issue amount**

The total number of Offer Shares is 67,141,685.

Assuming that all the Offer Shares under this Offer Document are allotted, the total amount that will be raised under this Offer Document will be approximately \$2,014,250 before costs of the Rights Issue.

(d) **Rights Issue price and discount**

The issue price for each Offer Share under the Rights Issue is \$0.03.

The issue price represents a discount of 19% to the closing price on 19 November 2008, the last day of trading of the Shares on ASX prior to the date of this Offer Document.

The latest available market price for the Shares immediately before the date of this Offer Document, the volume weighted average price of the Shares over the 20 Business Days preceding the date of this Offer Document and the highest and lowest recorded sales prices of the Shares on the ASX during the 3 months preceding the date of this Offer Document was:

	<b>Price</b>	<b>Date</b>
Last Sale Price	\$0.039	20 November 2008
Highest Sale Price	\$0.060	22 October 2008
Lowest Sale Price	\$0.039	20 November 2008
Volume Weighted Average Price	\$0.0478	

(e) **Rights attaching to Offer Shares**

Each Offer Share will rank equally with all Existing Shares.

(f) **No rights trading**

The rights of Eligible Shareholders to the Offer Shares under the Rights Issue are non-renounceable. Accordingly, there will be no trading of these rights.

If you do not take up your Entitlement, the Offer will lapse and any Shortfall will be dealt with in accordance with Sections 3.1(i) and (j) below.

(g) **Acceptances and entitlements**

This Offer may be accepted in whole or in part prior to the Closing Date, subject to the right of the Company to extend the Offer period.

Acceptances for Offer Shares must be accompanied by payment in full of \$0.03 per Offer Share.

Instructions for completion of the acceptance of your Entitlement are set out in the Entitlement and Acceptance Form which accompanies this Offer Document.

(h) **Additional Offer Shares**

Shareholders will not be eligible to subscribe for additional shares.

(i) **Placement of Shortfall**

Any Shortfall in subscriptions will be allocated to the Underwriter for settlement once the Offer period closes

(j) **Underwriting**

The Rights Issue is fully underwritten by the Underwriter.

Under the Underwriting Agreement, the Company will pay the Underwriter a fee of 2% of the Underwritten Amount, which is equal to approximately \$40,285 based on the Underwritten Amount being \$2,014,250.

(k) **Minimum amount**

There is no minimum subscription for the Rights Issue.

### **3.2 Action required by Eligible Shareholders**

(a) **Acceptance in full**

If you wish to take up **all of your Entitlement**:

- (i) please complete section A of the Entitlement and Acceptance Form, which accompanies this Offer Document, in accordance with the instructions set out in that form; and then
- (ii) send to the Share Registry your completed Entitlement and Acceptance Form, together with your cheque for the full amount shown on your Entitlement and Acceptance Form so that it is received by the Share Registry by the Closing Date (5.00 pm (EST) on 22 December 2008), or such later date as the Directors advise. A reply paid envelope for this purpose is enclosed.

Cheques should be crossed "Not Negotiable" and made payable to "*HJB – Application Moneys*".

Cheques and completed Entitlement and Acceptance Forms should be sent to Link Market Services Limited as follows:

<b>By hand:</b>	<b>By post:</b>
Hamilton James & Bruce Group Limited C/- Link Market Services Limited Level 12, 680 George Street SYDNEY NSW	Hamilton James & Bruce Group Limited C/- Link Market Services Limited GPO BOX 3560 SYDNEY NSW 2001

(b) **Partial Acceptance**

If you wish to take up **part of your Entitlement**:

- (i) please complete section A of the Entitlement and Acceptance Form, which accompanies this Offer Document, by inserting in the space provided the number of Offer Shares you wish to take up under the Offer (being a number less than the number set out on the form); and then
- (ii) send to the Share Registry the completed Entitlement and Acceptance Form, together with your cheque for the total amount payable (being the number of Offer Shares applied for multiplied by \$0.03 per share) so that it is received by the Share Registry by the Closing Date (5.00 pm (EST) on 22 December 2008), or such later date as the Directors advise. A reply paid envelope for this purpose is enclosed.

Cheques should be crossed "Not Negotiable" and made payable to "*HJB – Application Moneys*".

Cheques and completed Entitlement and Acceptance Forms should be sent to Link Market Services Limited as follows:

<b>By hand:</b>	<b>By post:</b>
Hamilton James & Bruce Group Limited C/- Link Market Services Limited Level 12, 680 George Street SYDNEY NSW	Hamilton James & Bruce Group Limited C/- Link Market Services Limited GPO BOX 3560 SYDNEY NSW 2001

(c) **Non Acceptance**

If you **do not wish to take up any part of your Entitlement**, you are not required to take any action.

### 3.3 Opening and Closing Dates

The Rights Issue will open for receipt of acceptances on 8th December 2008 and will close at 5.00pm (EST) on 22nd December 2008, although the Company may vary these dates.

### **3.4 Allocation and Allotment**

Application monies will be held in trust for applicants until allotment of the Offer Shares. The Company will be entitled to all interest paid or accrued on application monies.

The Company will allocate Offer Shares as soon as possible after the Closing Date, but no allotment of Offer Shares will occur until ASX grants permission to quote the Offer Shares.

The Offer Shares are expected to be allotted on or around 2 January 2009. Statements of holding of securities will be mailed after allotment occurs.

### **3.5 ASX Quotation**

Application for admission of the Offer Shares to official quotation on the ASX was made on the date of this Offer Document. If granted, quotation of the Offer Shares will commence as soon as practicable after allotment of the Offer Shares. It is the responsibility of Eligible Shareholders to determine their allocation of Offer Shares prior to trading.

If the Offer Shares are not admitted to official quotation within 3 months after the date of this Offer Document, the Company will not allot or issue any Offer Shares and all application monies received under this Offer Document will be repaid as soon as practicable, without interest.

The fact that ASX may agree to grant official quotation of the Offer Shares is not to be taken in any way as an indication of the merits of the Company or the Offer Shares.

### **3.6 CHESS**

The Company will apply to the ASX for the Offer Shares to participate in the Securities Clearing House Electronic Subregister System known as CHESS. CHESS is operated by ASTC in accordance with the ASX Listing Rules and the ATSC Settlement Rules. After allotment of the Offer Shares, those who are issuer sponsored holders will receive an issuer sponsored statement, and those who are CHESS holders will receive an allotment advice.

### **3.7 Non-Qualifying Foreign Shareholders**

This document does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

The Offer is not being extended and no Offer Shares will be issued to Shareholders with a registered address which is outside of Australia or New Zealand (**Non-Qualifying Foreign Shareholders**).

This Offer Document will be sent to each Non-Qualifying Foreign Shareholder for information purposes only.

### **3.8 Taxation implications**

The Directors do not consider that it is appropriate to give potential applicants advice regarding the taxation consequences of applying for Offer Shares under this Offer Document, as it is not possible to provide a comprehensive summary of the possible taxation positions of potential applications.

The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to potential applicants in the Rights Issue.

Potential applicants should, therefore, consult their own tax adviser in connection with the taxation implications of the Rights Issue.

### **3.9 Risk factors**

Eligible Shareholders should be aware that subscribing for Offer Shares, the subject of this Offer Document involves a number of risks. These risks are set out in section 5 of this Offer Document and Eligible Shareholders are urged to consider those risks carefully (and if necessary, consult their professional adviser) before deciding whether to take up their Entitlement in the Offer.

The risk factors set out in Section 5, and other general risks applicable to all investments in listed securities that are not specifically referred to, may in the future affect the value of the Offer Shares. Accordingly, an investment in the Company should be considered speculative.

### **3.10 Privacy**

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate corporate communications to you and carry out administration.

The information may also be used from time to time and disclosed to persons, inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

You can access, correct and update the personal information we hold about you. Please contact the Share Registry to do so at the contact addresses set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988 (Cth)* (as amended), the Corporations Act and certain rules of ASX. You should note that if you do not provide the

information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

### **3.11 Financial Forecasts**

The Directors have considered the matters set out in ASIC Policy Statement 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

## SECTION 4 PURPOSE AND EFFECT OF THE RIGHTS ISSUE

### 4.1 Purpose of the Rights Issue

The purpose of the Rights Issue is to allow all of the Shareholders of HJB to support their investment through what will be a challenging period. The cash raised will be used to strengthen the Balance Sheet and position the company to meet the current economic challenges faced due to the broad economic downturn.

### 4.2 Effect of the Rights Issue

The principal effects of the Rights Issue will be:

- (a) to increase the number of Shares from 67,141,685 to approximately 134,283,370 (assuming all Offer Shares offered under this Offer Document are allotted); and
- (b) to have an effect on the Company's consolidated statement of financial position by increasing shareholder's funds and net assets by approximately \$2,014,250 (assuming all Offer Shares offered under this Offer Document are allotted), before deducting expenses of the Rights Issue.

### 4.3 Capital structure

The existing and proposed capital structure following completion of the Rights Issue, assuming the issue of all Offer Shares offered under this Offer Document is summarised in the table below:

Shares	Number	%
Fully paid Shares on issue at the date of this Offer Document	67,141,685	50
Offer Shares to be issued under this Offer Document	67,141,685	50
<b>Total Shares on issue after Rights Issue</b>	<b>134,283,370</b>	<b>100</b>

### 4.4 Pro-forma Balance Sheet

The pro-forma balance sheet appearing below has been prepared based on the Company's consolidated unaudited 31 October 2008 balance sheet adjusted to reflect the cash inflow from the subscription monies from the Rights Issue, net of expenses associated with the rights issue.

## Consolidated balance sheet

As at 31 October 2008

	Unaudited 31-Oct-08 \$000	Pro-forma Adjustments Rights Issue \$000	Pro-forma Unaudited 31-Oct-08 \$000
<b>Current assets</b>			
Cash and cash equivalents	533	1,942	2,475
Trade and other receivables	6,768		6,768
<b>Total current assets</b>	<b>7,301</b>	<b>1,942</b>	<b>9,243</b>
<b>Non-current assets</b>			
Available-for-sale financial assets	1		1
Property, plant and equipment	3,017		3,017
Deferred tax assets	-		-
Intangible assets	7,692		7,692
<b>Total non-current assets</b>	<b>10,710</b>	<b>-</b>	<b>10,710</b>
<b>Total assets</b>	<b>18,011</b>	<b>1,942</b>	<b>19,953</b>
<b>Current liabilities</b>			
Trade and other payables	2,058		2,058
Borrowings	3,682		3,682
Lease incentives	350		350
Current tax liabilities	-		-
Provisions	402		402
Deferred settlement	-		-
<b>Total current liabilities</b>	<b>6,492</b>	<b>-</b>	<b>6,492</b>
<b>Non-current liabilities</b>			
Lease incentives	1,338		1,338
Deferred tax liabilities	-		-
Provisions	709		709
Deferred settlement	-		-
<b>Total non-current liabilities</b>	<b>2,047</b>	<b>-</b>	<b>2,047</b>
<b>Total liabilities</b>	<b>8,539</b>	<b>-</b>	<b>8,539</b>
<b>Net assets</b>	<b>9,472</b>	<b>1,942</b>	<b>11,414</b>
<b>Equity</b>			
Contributed equity	19,665	1,942	21,607
Reserves	97		97
Retained profits	(10,290)		(10,290)
<b>Total equity</b>	<b>9,472</b>	<b>1,942</b>	<b>11,414</b>

## **SECTION 5      RISK FACTORS**

### **5.1      Overview**

An investment in the Company involves many risks, some of which may be higher than the risks associated with an investment in other companies. Risks may be either general risks, which are matters which relate to business in general, or specific risks, which are matters which relate directly to the Company's business.

None of the Company, its Directors nor any of its professional advisers give any form of assurance or guarantee as to the future performance of the Company, future dividends, return on capital, the price at which the Offer Shares might trade or any investment made under this Offer Document.

The Directors consider that the following summary represents some of the major risk factors which Eligible Shareholders need to be aware of. This is not intended to be an exhaustive list of the risks associated with an investment in the Company.

### **5.2      General risks**

Share market conditions may affect any listed securities regardless of operating performance. Share market conditions are affected by many factors such as:

- (a)      general economic outlook;
- (b)      movements in or outlook on interest rates and inflation rates;
- (c)      currency fluctuations;
- (d)      commodity prices;
- (e)      changes in investor sentiment towards particular market sectors;
- (f)      the demand and supply for capital; and
- (g)      a wide range of macro and political factors beyond the control of the Company, including the consequences of terrorism, war and other events which themselves adversely affect the global economy, demand and supply of commodities and share market conditions and share prices generally.

### **5.3      Specific risks**

#### **Reliance on Clients**

HJB has a diverse client base and as such does not have any undue reliance on any one client. The top twenty clients in terms of Net Sales accounts for less than twenty five percent of the total company's Net Sales.

## Reliance on Industry Sector

HJB focuses its service delivery through the following ten specialisation areas:

- Accounting
- Banking, Finance & Insurance
- Business Services
- Government
- Hospitality
- Human Resources
- Legal
- Operations & Engineering
- Sales, Marketing & Communications
- Technology

HJB's business is structured in line with these ten specialisation areas – equipping staff with the knowledge & focus to advise their clients regarding industry trends, their competition, and the movements of the best people. The largest specialisation in terms of Net Sales accounts for less than twenty five percent of the total company's Net Sales.

## Reliance on Financier

HJB's financier is the ANZ bank, and as is common with these types of debt financing arrangements, HJB is subject to various debt covenants. Given the inherent uncertainty of future results there is a risk that these covenants may not be met by HJB and ANZ may require repayment or renegotiation of the finance arrangements.

## SECTION 6      ADDITIONAL INFORMATION

### 6.1      Expenses of the Rights Issue

The approximate aggregate expense of the Rights Issue is approximately \$72K.

The breakdown of these expenses is set out below:

<b>Item of Expenditure</b>	<b>Amount (\$)</b>
Auditors' Fees	5,000
Legal Fees	17,000
Underwriting Fees	40,285
Miscellaneous Expenses	10,000
<b>TOTAL</b>	<b>Approx \$72K</b>

The Underwriting fees referred to above will vary depending on the total proceeds raised under the Rights Issue.

## SECTION 7 DEFINITIONS

In this Offer Document, unless the context indicates otherwise:

**Additional Offer Shares** means those Offer Shares which Eligible Shareholders may apply for under this Offer Document in excess of their Entitlement, if there is a Shortfall;

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

**ASTC** means ASX Settlement and Transfer Corporation Pty Limited (ACN 008 504 532);

**ASTC Settlement Rules** means the settlement rules of ATSC;

**ASX** means Australian Stock Exchange Limited (ACN 008 624 691);

**ASX Listing Rules** means the official Listing Rules of ASX;

**Closing Date** means the date by which valid acceptances of the Offer must be received by the Share Registry, being 5.00pm (EST) on 22 December 2008;

**Company** or **HJB** means Hamilton James & Bruce Group Limited (ABN 90 091 302 975).

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001 (Cth)*;

**Director** means a director of the Company as at the date of this Offer Document;

**Eligible Shareholder** means a person that holds Shares on the Record Date with a registered address in Australia or New Zealand;

**Entitlement** means the entitlement of an Eligible Shareholder to accept Offer Shares under this Offer Document;

**Entitlement and Acceptance Form** means the entitlement and acceptance form accompanying this Offer Document;

**EST** means Australian Eastern Standard Time;

**Existing Share** means a Share issued before the Record Date;

**Listing Rules** means the official Listing Rules of the ASX;

**Offer Shares** means new Shares offered to an Eligible Shareholder under this Offer Document;

**Opening Date** means the date of commencement of the Offer being 8 December 2008;

**Record Date** means 5.00pm (EST) on 1 December 2008;

**Rights Issue or Offer** means the non-renounceable pro-rata entitlements offer of Offer Shares under this Offer Document;

**Share** means a fully paid ordinary share in the capital of the Company;

**Shareholder** means the holder of a Share;

**Share Registry** means Link Market Services Limited (ACN 083 214 537);

**Shortfall** means those Offer Shares for which the Entitlement lapses at the Closing Date;

**Underwriter** means Mr Victor John Plummer;

**Underwriting Agreement** means the underwriting agreement between the Company and the Underwriter; and

**Underwritten Amount** means the amount underwritten by the Underwriter under the Underwriting Agreement.