

# **NON-RENOUNCEABLE RIGHTS ISSUE**

## **OFFER DOCUMENT**

### **FACILITATE DIGITAL HOLDINGS LIMITED**

For a fully underwritten non-renounceable offer of New Shares at an Issue Price of \$0.08 per share to raise approximately \$700,000

**THIS IS AN IMPORTANT DOCUMENT. IF YOU DO NOT UNDERSTAND IT, OR  
ARE IN DOUBT AS TO HOW TO ACT, YOU SHOULD CONSULT YOUR  
FINANCIAL OR OTHER PROFESSIONAL ADVISER**

For personal use only

## 1. IMPORTANT NOTICES

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### 1.1 Date

This Offer Document is dated 26 May 2011.

### 1.2 No disclosure

This Offer is being made without a prospectus in accordance with section 708AA of the Corporations Act.

This Offer Document is not a prospectus or any other form of disclosure document regulated by the Corporations Act and has not been lodged with ASIC.

Accordingly, this Offer Document does not contain all of the information which a prospective investor may require to make a decision as to whether to subscribe for New Shares.

Further, this Offer Document does not contain all of the information which would otherwise be required to be disclosed in a prospectus.

### 1.3 Jurisdiction

This Offer does not constitute an offer or invitation to subscribe for New Shares in any jurisdiction in which, or to any person whom, it would not be lawful to make such an offer or invitation or issue this Offer Document. The Offer is only open to Shareholders resident in Australia or New Zealand.

### 1.4 Underwriters

The Underwriters:

- have not authorised, permitted, or caused the issue, lodgement, submission, despatch or provision of this Offer Document;
- do not make, or purport to make, any statement in this Offer Document, and there is no statement in this Offer Document which is based on any statement by the Underwriters; and
- to the maximum extent permitted by law, disclaim all liability in respect of and otherwise take no responsibility for any of the information contained in this Offer Document.

### 1.5 Financial amounts

Money as expressed in this Offer Document is in Australian dollars unless otherwise indicated.

### 1.6 Publicly available information

Information about the Company is publicly available and can be obtained from ASIC, ASX and other sources. Any such publicly available information is not incorporated into this Offer Document and does not form part of the Offer.

This Offer Document is intended to be read in conjunction with publicly available information in relation to the Company which has been notified to ASIC and ASX. Investors should have regard to that information prior to making a decision to subscribe for New Shares pursuant to the Offer.

### 1.7 Definitions

Certain terms used in this Offer Document are defined in the Glossary of this Offer Document.

### **1.8 Not financial product advice**

The information contained in this Offer Document is not and should not be considered to be financial product advice. The information is general only and has been prepared without any actual or implied knowledge or consideration of the investment objectives, financial situation, taxation position or other particular needs or requirements of you or any other person.

You should read this Offer Document in its entirety and seek independent professional advice prior to participating in the Offer.

### **1.9 No recommendation**

The information contained in this Offer Document is not a recommendation by the Company (or its officers, employees, agents or advisers) to any person that they should subscribe for New Shares pursuant to the Offer.

### **1.10 Governing Law**

This Offer Document, the Offer and the contracts formed on acceptance of Applications are governed by the laws applicable in New South Wales, Australia. Each Applicant submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

### **1.11 Disclaimer**

To the maximum extent permitted by law, no representation, warranty or undertaking, express or implied, is made, and to the maximum extent permitted by law, no responsibility or liability is assumed by the Company or its related entities or by any of its officers, employees, agents or consultants or any other person as to the adequacy, accuracy, completeness or reasonableness of this Offer Document. To the maximum extent permitted by law, no responsibility is accepted for errors or omissions from this Offer Document, whether arising out of negligence or otherwise.

### **1.12 Future performance and forward looking statements**

Neither the Company nor its Directors or any other person warrants or guarantees the future performance of the New Shares.

Forward looking statements, opinions and estimates provided in the Offer Document are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied on as an indication or guarantee of future performance. They are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this Offer Document.

### **1.13 Risks**

Please refer to the non-exhaustive summary of risks relating to the Offer contained in section 6 of this Offer Document.

### **1.14 Enquiries**

If you have any questions in relation to the Offer, please contact your stockbroker, solicitor, accountant or other professional adviser.

If you have any questions with respect to completing the Entitlement and Acceptance Form, please contact our company secretary, Jim Story on 0404 090 935.

### **1.15 Taxation consequences**

You should be aware that there may be taxation implications associated with subscribing for New Shares pursuant to the Offer. The Company does not consider it appropriate to give advice regarding the taxation consequences of subscribing for New Shares under this Offer Document or the subsequent disposal of any New Shares allotted and issued under this Offer Document.

No responsibility or liability whatsoever is accepted by the Company, its officers or advisers in relation to the taxation consequences of the Offer. The Company recommends that all Eligible Shareholders consult their own professional tax advisers in connection with the Offer.

### **1.16 Privacy**

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly, or to the Share Registry).

The Company collects, holds and uses that information to assess your Application, service your needs as a Shareholder, and facilitate distribution payments and corporate communications to you as a Shareholder.

Company and tax law requires some of this information to be collected. If you do not provide the requested information, the Company may be unable to process your Application.

You can access, correct and update the personal information we hold about you by contacting the Share Registry.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act, the Corporations Act and rules such as the ASTC Settlement Rules.

## 2. LETTER FROM CHAIRMAN

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26 May 2011

Dear Investor

On behalf of the Directors of Facilitate Digital Holdings Limited ("FAC"), I invite you to consider the offer of Shares as set out in this rights issue.

The offer is one new share for every 14 shares that you presently have, at a price of \$0.08 for each new share that you subscribe for. This rights issue is being fully underwritten by certain parties, including one of the directors, and their associated entities. Key dates for receipt of subscriptions and completion of the offer are set out in the offer document.

It is proposed to raise approximately \$700,000, less offer expenses, by this rights issue. The funds raised will assist the Company to offset pressures arising from currency movements, and assist with cashflow requirements for ongoing operations including supporting the Company's significant growth potential in key global markets.

The Company has made considerable progress in recent months with both the large international agency groups and tier two prospects in markets such as North America and Europe. We believe the global agency community is on the cusp of a rapid uplift in the adoption of process, trading and workflow automation technology, of which Facilitate Digital's Symphony platform is an undisputed market leader.

This increasing urgency from industry for trading and workflow automation, combined with the Company's best-in-market technology and global footprint, and a significantly developed sales pipeline, means the Company is well positioned for FY12 and beyond.

The Australian Dollar strengthening to record levels has impacted the Company, in combination with the timing of revenue commencing from major contracts. In light of this the Company anticipates the following:

- FY11 revenues of \$7.5m (previous guidance being 'circa \$8.0m'). This would represent a small increase over the prior year and a 12 per cent increase after adjustment for the currency impact.
- FY11 Net Loss Before Tax of approximately \$0.25m (previous guidance being 'circa break even'). This would represent a Net Profit Before Tax of \$0.35m after adjustment for the currency impact, versus a Net Profit Before Tax of \$0.04m in FY10.

Pleasingly strong progress has been made in recent weeks on major deployment projects for international contracts including GroupM and Mediabrands. Revenue from these contracts will be substantially realised in the FY12 year and beyond. Significant progress in the April/May period has also been made with major sales opportunities in North America, Europe, North Asia and APAC.

The Company has continued to invest in product development, which has resulted in a number of major enhancements to the Symphony platform in recent months. These enhancements are in combination significant, and will ensure Symphony remains a global industry leader, including:

- Translating the entire platform into Chinese (in time for May 2011 China rollout to all four GroupM agencies);
- Management of complex taxation and multiple discount levels;
- Campaign performance forecasting;
- Electronic trading - purchase (insertion) order generation and sign-off;
- Integration of campaign audit data and performance reporting for all major international adservers.

The company also expects in the near future to execute a renewed agreement with EyeWonder LLC (a US based global rich media ad serving vendor). The new agreement will incorporate a payment schedule for remittance of previously accrued funds collected by Facilitate on behalf of EyeWonder. Payments will be timed so as to not to put undue pressure on the company's cash position.

I also note that the Company has previously stated that interest has been growing in its technologies and products from a number of global groups. The Company can now advise that, in recent months, it has received informal and incomplete approaches from a number of parties regarding the company's interest in being acquired or being party to a merger. Discussions are ongoing and no formal offer has been made.

The Company has decided to seek advice as to how best to progress these discussions, and to consider all available scenarios. To this end the Company has appointed M H Carnegie & Co as Advisor.

The information in this Rights Issue is very important and should be read in detail. We believe that the prospects for the Company are encouraging, but any investment of this nature should be considered as speculative. Shareholders should seek their own independent investment advice on this Rights Offer.

On behalf of the Directors, I look forward to welcoming your subscriptions under the terms of this Rights Issue.

Sincerely



Stuart Simson  
Chairman

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### 3. SUMMARY OF OFFER

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Offer Period	8 June 2011 to 5.00pm on 27 June 2011
Number of shares on offer	Maximum of 9,323,399 fully paid ordinary shares
Shares on issue*	130,527,591 fully paid ordinary shares
Capital to be raised	\$700,000 approximately less Offer costs

\*Overseas Shareholders excluding NZ are ineligible to participate in this Offer. These holders currently have 6,971,567 shares.

### 4. OFFER HIGHLIGHTS

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#### 4.1 The Offer

The Company is offering Eligible Shareholders the opportunity to subscribe for additional fully paid ordinary shares in the Company (**New Shares**).

To be eligible to participate in the Offer, you must:

- be registered as a Shareholder at 5.00pm (Sydney time) on 7 June 2011 (**Record Date**); and
- have an address in Australia or New Zealand as recorded at the Share Registry as at the Record Date.

Eligible Shareholders will be entitled to apply for 1 New Share for every 14 Shares held at an issue price of \$.08 each per New Share.

#### 4.2 New Shares

New Shares issued pursuant to this Offer will be fully paid and rank equally with existing Shares.

The rights and liabilities attaching to the New Shares are set out in the Constitution of the Company and in the Corporations Act.

#### 4.3 Offer only open to Australian and New Zealand Shareholders

In accordance with Listing Rule 7.7, and sections 9A and 615 of the Corporations Act, the Offer is only being made to Shareholders resident in Australia and New Zealand.

The Company has determined that it would be unreasonable to open the Offer to Shareholders resident outside Australia or New Zealand, having regard to:

- the number of Shareholders outside Australia and New Zealand;
- the number and value of New Shares offered; and
- the legal and regulatory requirements and costs associated with opening the Offer to those Shareholders.

No action has been taken to comply with legal and regulatory requirements of jurisdictions outside Australia and New Zealand. The Company will send a letter to each ineligible Shareholder to inform them that the Offer is not being made to them.

#### 4.4 Key dates

##### KEY DATES OF THE OFFER ARE AS FOLLOWS:

Event	Timeline
Offer Document and Appendix 3B lodged with ASX (prior to 10am)	26 May 2011
Notice sent to security holders containing the information required by Appendix 3B	27 May 2011
Shares quoted on an "ex" entitlement basis	1 June 2011
Record Date	7 June 2011
Offer Document sent to Eligible Shareholders	8 June 2011
Opening Date	8 June 2011
Closing Date – 5pm.	27 June 2011
Shortfall Notification Date	28 June 2011
Trading on ASX of New Shares on a deferred settlement basis	29 June 2011
Despatch date. Deferred settlement trading ends.	1 July 2011
Trading on ASX of New Shares on a normal settlement basis	2 July 2011

The timetable outlined above is indicative only and is subject to change. The Company reserves the right to vary these dates, subject to compliance with the Corporations Act and the Listing Rules. The Company reserves the right to withdraw the Offer at any time before the allotment and issue of the New Shares in its absolute discretion.

#### 4.5 Use of Proceeds

The funds raised will assist the Company to offset pressures arising from currency movements, and assist with cashflow requirements for ongoing operations including supporting the Company's significant growth potential in key global markets.

#### 4.6 Share structure following Rights Issue

Event	Number
Issued Shares at the date of this Offer Document	130,527,591
New Shares which will be issued as part of the Offer	9,323,399*
Issued Shares following completion of the Offer	139,850,990

\* This is the maximum number of new shares which may be issued. It assumes that all shareholders who do not presently have an address in Australia or New Zealand change their address to an address in Australia or New Zealand prior to the Record Date, and so become eligible to participate in this offer. These holders currently have 6,971,567 shares.

#### 4.7 Underwriting

The Offer is fully underwritten by the Underwriters.

The Underwriters have entered into an Underwriting Agreement with the Company pursuant to which they have agreed to subscribe for any New Shares under the Offer for which no applications have been received and which have not been placed to third party investors by the Shortfall Date (**Shortfall Shares**).

In accordance with Exception 2 in Listing Rule 10.12, the terms of the Underwriting Agreement are as follows.

The Underwriters have agreed to underwrite the Offer in the following proportions:

Underwriter	Proportion of Underwritten Shares
G & D Dixon Investments Pty Ltd (associated with Geoff Dixon)	maximum 7,742,711 shares
Private Portfolio Partners Pty Ltd	maximum 830,688 shares
Mark Southwell-Keely	maximum 125,000 shares
Patrick Teodorowski	Maximum 625,000 shares

In the event of a Shortfall, the Company will give the Underwriters a notice (**Shortfall Notice**) by not later than 10.00am (Sydney time) on 28 June 2011 (**Shortfall Notification Date**).

Upon receiving a Shortfall Notice, the Underwriters must lodge applications for the Shortfall Shares such that applications are received by the Company for all of the New Shares offered pursuant to this Offer Document by 2.00pm on 1 July 2011, but it is proposed for all funds to be received by 29 June 2011 (**Subscription Date**).

The Underwriting Agreement may be terminated by the Underwriters if:

- the Company withdraws this Offer Document or otherwise withdraws or terminates the Offer;
- a new circumstance occurs or arises after this Offer Document is issued that, in the reasonable opinion of the Underwriters, has a material adverse effect on the Offer;
- the Company breaches any of its obligations under the Underwriting Agreement; or

- any representation or warranty on the part of the Company contained in the Underwriting Agreement is not true or correct.

No underwriting commission or management fee will be payable by the Company in connection with the Underwriting Agreement, although the Underwriters will be entitled to reimbursement in respect of their reasonable costs.

#### 4.8 Rights Issue Notice

The Company has lodged with ASX a notice in accordance with section 708AA of the Corporations Act which sets out, amongst other information, the effect of the Offer on the control of the Company, taking into account the identity and current shareholdings of the Underwriters. This notice may be reviewed on the Company's website and in the Company's releases on ASX.

#### 4.9 Effect on Control

The Offer will not have any material effect on the control of the Company.

As the Offer is fully underwritten, the only persons capable of increasing their proportionate shareholding interests in the Company are the Underwriters.

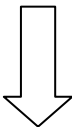
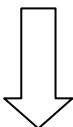
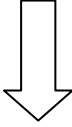
### 5. REQUIRED ACTIONS

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#### 5.1 Options available to Eligible Shareholders

If you are an Australian or New Zealand Eligible Shareholder, you may either:

- take up all your Entitlement in accordance with this Offer Document;
- take up part of your Entitlement in accordance with this Offer Document; or
- decline to exercise any or all of your Entitlement.

<p><b>Take up all your Entitlement</b></p> <p>Complete and return the Entitlement and Acceptance Form</p>  <p>Increased dollar investment in the Company - your proportionate shareholding will remain the same</p>	<p><b>Take up part of your Entitlement</b></p> <p>Complete and return the Entitlement and Acceptance Form</p>  <p>Increased dollar investment in the Company but your proportionate shareholding will be diluted</p>	<p><b>Do Nothing</b></p> <p>You will not be allocated any New Shares</p>  <p>Your proportional shareholding in the Company will be diluted</p>
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#### 5.2 Taking up your Entitlement

If you are an Eligible Shareholder and wish to take up all or part of your Entitlement:

- read this Offer Document in full;
- consider the risks associated with the Offer, as summarised in section 6, in light of your personal circumstances;

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- For personal use only
- decide whether to participate in the Offer;
  - complete the personalised Entitlement and Acceptance Form accompanying this Offer Document in accordance with the instructions set out on the form; and
  - return the completed Entitlement and Acceptance Form together with your Application Monies so that they are received by no later than 5.00pm (Sydney time) on 28 June 2011 (or such other date as may be determined by the Company).

By mail:

Facilitate Digital Holdings Limited  
c/-Link Market Services Limited  
GPO Box 3560  
Sydney South NSW 2001

Hand delivery:

Facilitate Digital Holdings Limited  
c/-Link Market Services Limited  
Level 12 680 George Street  
Sydney NSW 2000

Completed Entitlement and Acceptance Forms and Application Monies will not be accepted at the Company's registered office.

Eligible Shareholders in New Zealand should mail their Entitlement and Acceptance Form and Application Monies early to ensure they arrive at the postal address specified above by 5.00pm (Sydney time) on 27 June 2011 (or such other date as may be determined by the Company).

If you do not subscribe for your Entitlement by the Closing Date, your Entitlement will lapse.

### 5.3 Payment

The Issue Price of \$0.08 per New Share is payable in full on exercise of your Entitlement.

For all Australian and New Zealand Eligible Shareholders payments must be received by 5.00pm (Sydney time) on 27 June 2011 (or such other date as may be determined by the Company).

Shareholders should be aware of the time required to process payments by cheque, electronic funds transfer and BPAY® in choosing the appropriate application and payment method.

Payment will only be accepted in Australian currency and must be:

- by cheque, money order or bank draft drawn on an Australian financial institution, made payable to "Facilitate Rights Issue" and crossed "Not Negotiable", or
- through the BPAY® facility according to the instructions set out on the Entitlement and Acceptance Form.

Cash will not be accepted. Receipts for payment will not be issued. If you provide insufficient funds to meet the Application Monies due to take up all or part of your Entitlement, you may be taken by the Company to have applied for such lower number of New Shares as your cleared Application Monies will pay for, or your Application may be rejected.

Any Application Monies received from Eligible Shareholders for more than their Entitlement of New Shares or from Ineligible Shareholders will be refunded as soon as practicable after the Closing Date.

No interest will be paid to applicants on any Application Monies received or refunded.

#### **5.4 Declining to take up your Entitlement**

If you decide not to participate in the Offer, you do not need to fill out or return the accompanying Entitlement and Acceptance Form.

You will receive no payment for any Entitlement not taken up.

#### **5.5 No rights trading**

As the Rights are non-renounceable, you cannot trade your rights on ASX or otherwise dispose of your Rights to any other party.

#### **5.6 No brokerage**

Shareholders who participate in the Offer will not be charged brokerage or commissions in relation to their acceptance of their Entitlement.

#### **5.7 Application is unconditional**

You cannot withdraw your application once it has been accepted.

#### **5.8 Investment decision**

The Offer is being made under provisions of the Corporations Act which allow rights issues to be made without a disclosure document.

This Offer Document does not purport to contain all the information that you may require to evaluate a possible application for New Shares.

#### **5.9 Optionholders**

Existing Optionholders will not be entitled to participate in the Offer unless they:

- have become entitled to exercise their existing options under the terms of their issue and have been issued Shares prior to the Record Date; and
- are eligible to participate in the Offer as a result of being a holder of Shares on the Record Date and otherwise satisfying the eligibility requirements, and then only may participate to the extent of their shareholding, not their option-holding.

#### **5.10 CHESS**

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement and Transfer Corporation Pty Ltd ACN 008 504 532 (**ASTC**), a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and ASTC Settlement Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are registered in the Issuer Sponsored Subregister, your statement will be despatched by Link Market Services Pty Ltd and will contain the number of New Shares issued to you under this Offer Document and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes.

## 6. RISK FACTORS

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An investment in New Shares should be regarded as speculative and is a decision which is subject to the same type of risks which are ordinarily associated with purchasing company shares in ASX listed companies.

The brief summary of risk factors set out below is not exhaustive.

Eligible Shareholders should consider these risks carefully and, if they are in any doubt, should consult their financial, legal or other professional adviser.

### 6.1 General risk factors

As is the case with any investment listed on ASX, the value of New Shares may rise above or fall below the Issue Price. Movement in the Company's share price may be attributable to any number of factors associated with financial and operating conditions. Similarly, external factors may have a bearing on the value of New Shares, over which the Company has no control.

These external factors include (but are not limited to):

- economic conditions in Australia and overseas;
- share market fluctuations;
- interest and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital;
- liquidity of Shares and the lack of an active market for Shares;
- changes in fiscal, monetary, regulatory and other government policies;
- geo-political conditions such as acts or threats of terrorism or military conflicts; and
- any future changes to tax laws or accounting standards.

### 6.2 Key personnel

The Company's success depends to a significant extent upon its key management personnel as well as other management and technical personnel. The loss of services of any such personnel could have a material adverse effect on the Company and its share price.

### 6.3 Liquidity risk

There can be no guarantee that there will continue to be an active market for Shares. There may be relatively few buyers or sellers of Shares on ASX at any given time, particularly as some of the Directors hold substantial shareholdings in the Company. This may affect the volatility of the market price of Shares and the prevailing price at which Shareholders will be able to sell their Shares. This may result in Shareholders receiving a market price for their Shares which is less or more than the price paid for the New Shares.

### 6.4 Capital funding risk

In order to achieve growth and invest in further technology, the Company may need additional equity or debt in the future. There is no assurance that the Company will be able to raise such funding when it is required or that the terms associated with the provision of such capital will be satisfactory to the Company.

## **6.5 Intellectual property risk**

The Company relies heavily on its intellectual property (**IP**). Successful exploitation of its research and development program depends upon the Company being able to secure its IP and/or defend challenges to its IP from third parties.

## **6.6 Investment risk**

An investment in New Shares is a speculative investment. New Shares carry no guarantee in relation to the payment of dividends, returns of capital or market value on those New Shares.

## **6.7 Technology risk**

The Company operates in an industry that relies on accurate and innovative products. Technology changes occur rapidly. There is a risk that the products offered by the Company may become technically inferior to other products in the market. The Company must continually update its products to remain competitive. Failure to do so will have a material adverse impact on the Company.

## **6.8 Law, regulatory and policy risk**

Changes in government legislation, regulation and policy in jurisdictions in which the Company operates may adversely affect the operations of the Company, future earnings of the Company, the timing of revenues and the market value of Shares quoted on the ASX.

## **6.9 International business**

The Company operates in several countries around the world. The Company's reporting currency is Australian dollars. The Company's global operations give rise to an exposure to changes in foreign exchange rates as revenue from countries other than Australia are denominated in currencies other than Australian dollars. As such, changes in exchange rates, restrictions on repatriation of earnings and changes in a specific country or region's political or economic conditions could adversely affect the Company's profitability and financial position.

## 7. GLOSSARY

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In this Offer Document, the following words have the following meanings unless the context requires otherwise:

<b>Application</b>	An application for New Shares pursuant to the Offer.
<b>Allotment Date</b>	The date on which the New Shares are allotted pursuant to the terms of this Offer Document.
<b>Application Monies</b>	Funds accompanied by an Entitlement and Acceptance Form.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASTC Settlement Rules</b>	The operating rules of the settlement facility operated by the Australian Settlement and Transfer Corporation Pty Ltd ABN 49 008 504 532.
<b>ASX</b>	ASX Limited ABN 98 008 624 691 or the financial market operated by it, as the context requires.
<b>Company</b>	Facilitate Digital Holdings Limited ACN 093 823 253.
<b>Closing Date</b>	27 June 2011.
<b>Corporations Act</b>	<i>Corporations Act 2001 (Cth)</i> .
<b>Directors</b>	The directors of the Company.
<b>Eligible Shareholder</b>	A Shareholder who is eligible to participate in the Offer in accordance with the terms of this Offer Document.
<b>Entitlement</b>	The number of New Shares each Eligible Shareholder is offered under the Offer as designated on their personalised Entitlement and Acceptance Form.
<b>Entitlement and Acceptance Form</b>	The application form which is included in or accompanies this Offer Document.
<b>Ineligible Shareholder</b>	A Shareholder who is unable to participate in the Offer because they do not meet the eligibility criteria contained in this Offer Document.
<b>Issue Price</b>	The price payable in respect of each New Share.
<b>Issuer Sponsored Subregister</b>	The Company's issuer sponsored sub register administered by the Share Registry.
<b>New Share</b>	As defined in this Offer Document.
<b>Offer</b>	The offer of New Shares under this Offer Document.
<b>Optionholder</b>	A holder of options in the Company.
<b>Listing Rules</b>	ASX Listing Rules.
<b>Placement</b>	As defined in this Offer Document.
<b>Privacy Act</b>	<i>Privacy Act 1988 (Cth)</i> .
<b>Record Date</b>	7 June 2011.

<b>Share</b>	A fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	A holder of Shares in the Company as recorded on the Share Registry.
<b>Share Registry</b>	Link Market Services Limited ABN 54 083 214 537.
<b>Shortfall</b>	The difference between the number of New Shares offered pursuant to this Offer Document and the number of New Shares for which no Applications have been received.
<b>Shortfall Date</b>	The day on which a Shortfall will be taken to occur.
<b>Shortfall Notice</b>	As defined in this Offer Document.
<b>Shortfall Notification Date</b>	As defined in this Offer Document.
<b>Shortfall Shares</b>	As defined in this Offer Document.
<b>Subscription Date</b>	As defined in this Offer Document.
<b>Underwriters</b>	G & D Dixon Investments Pty Ltd, Private Portfolio Managers Pty Ltd, Mark Southwell-Keely and Patrick Teodorowski
<b>Underwriting Agreement</b>	The Underwriting Agreement pursuant to which the Underwriters have agreed to underwrite the Offer.

## 8. CORPORATE DIRECTORY

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### Directors

Mr Stuart Simson (Chairman)  
Mr Ian Lowe (CEO)  
Mr Geoff Dixon (Non Executive Director)  
Mr Charles Sweeney (Non Executive Director)  
Mr Ben Dixon (Chief Operating Officer)

### Company Secretary

Mr Jim Story

### Underwriters

G & D Investments Pty Ltd  
Gemline Pty Ltd  
Ian Lowe ATF Big Green Truck Trust

### Share Registry

Link Market Services Limited  
Level 12, 680 George St,  
SYDNEY NSW 2000  
AUSTRALIA

**Telephone:** 1300 554 474  
**Website:** [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

### Registered Office

Level 6, 241 Commonwealth St  
SURRY HILLS NSW 2010  
AUSTRALIA

### Lawyers

Cooper Grace Ward Lawyers  
Level 21, 400 George St  
BRISBANE QLD 4001  
AUSTRALIA

### Auditors

Ernst & Young  
8 Exhibition Street  
MELBOURNE VIC 3000  
AUSTRALIA

### ASX Code

FAC