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21 November 2006

**The Manager  
Australian Stock Exchange  
Company Announcements Office  
Exchange Centre  
Level 4 20 Bridge Street  
Sydney NSW 2000**

No. of Pages: 36

Dear Sir

**PROSPECTUS**

Attached herewith is a copy of the prospectus lodged today with the Australian Securities and Investments Commission.

The Company's shareholders in General Meeting on 17 November 2006 resolved to make an issue of options as per the terms set out in the prospectus.

In addition, the Board advises that Norman Grafton will be resigning his position as Director and Company Secretary in the near future. The date of Mr Grafton's resignation will be announced in due course. Richard Lambe will be appointed to fill these positions.

Yours faithfully,  
Clive McKee  
Chairman

**ORCHID CAPITAL LIMITED**  
**ABN 30 073 099 171**

**ENTITLEMENT ISSUE PROSPECTUS**

For a pro rata non-renounceable entitlement issue of one (1) new Option for every one (1) Option held by Option Holders registered at 5.00pm (WST) on 30 November 2006 at an issue price of 0.1 cents per Option (**Entitlement Issue**)

The Issue is not underwritten.  
The Directors reserve the right to issue any shortfall at their discretion.

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**IMPORTANT NOTICE**

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This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The securities offered by this Prospectus should be considered as speculative.

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## 1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

### TIMETABLE AND IMPORTANT DATES

Lodgement of Prospectus with ASIC	21 November 2006
Ex Date	24 November 2006
Record Date for determining Shareholder entitlements	30 November 2006
Prospectus despatched to Shareholders	4 December 2006
Closing Date of Offer	18 December 2006
Despatch date/Options entered into security holdings	28 December 2006

\* These dates are determined based upon the current expectations of the Directors and may be changed without notice.

### IMPORTANT NOTES

Option Holders should read this document in its entirety and, if in doubt, should consult their professional advisors.

This Prospectus is dated 21 November 2006 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 20 December 2007 (**Expiry Date**). No securities will be allotted or issued on the basis of this Prospectus after the Expiry Date.

Applications for Options offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form which accompanies this Prospectus.

This Prospectus 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 distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

No person is authorised to give information or to make any representation in connection with this Prospectus which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

## **ELECTRONIC PROSPECTUS**

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

## 2. CORPORATE DIRECTORY

### Directors

Clive McKee  
Julian Sandt  
Alvin Tan  
Norman Grafton

### Auditor

Stanton International  
Level 1, 1 Havelock Street  
West Perth WA 6005

### Proposed Director

Richard Lambe

### Share Registry\*

Advanced Share Registry Services  
PO Box 1156  
Nedlands WA 6909

### Company Secretary

Norman Grafton

Telephone (08) 9389 8033  
Facsimile (08) 9389 7871

### Proposed Company Secretary

Richard Lambe

### Solicitors

Steinepreis Paganin  
Lawyers and Consultants  
Level 4  
16 Milligan Street  
PERTH WA 6000

### Registered Office

Level 1, 1 Havelock Street  
West Perth WA 6005

Telephone (08) 92092902  
Facsimile (08) 9209 3973

\* This party is included for information purposes only. It has not been involved in the preparation of this Prospectus.

### **3. DETAILS OF THE OFFER**

#### **3.1 Offer of Options**

The Offer is being made as a non-renounceable entitlement issue of one (1) new Option for every one (1) Option held by Option Holders registered at 5.00pm (WST) on 30 November 2006 at an issue price of 0.1 cents per Option.

Based on the capital structure of the Company (and assuming no existing Options are exercised prior to the Record Date), the maximum number of Options to be issued pursuant to this Offer is approximately 99,255,521. The Offer will raise up to approximately \$99,256. The purpose of the Offer and the use of funds raised are set out in Section 5 of this Prospectus.

#### **3.2 How to Accept the Offer**

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in full:
  - (i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and
  - (ii) attach your cheque for the amount indicated on the Entitlement and Acceptance Form; or
- (b) if you only wish to accept part of your Entitlement:
  - (i) fill in the number of Options you wish to accept in the space provided on the Entitlement and Acceptance Form; and
  - (ii) attach your cheque for the appropriate application monies (at \$0.001 per Option); or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Orchid Capital Limited – Entitlement Offer Account" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5pm WST on the Closing Date.

The Offer is non-renounceable. Accordingly, a holder of Shares may not sell or transfer all or part of their Entitlement.

#### **3.3 Shortfall**

If you do not wish to take up any part of your Entitlement, you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall and will be placed in the Director's discretion.

The offer of the Shortfall is a separate offer pursuant to this Prospectus and will remain open for up to 3 months following the Closing Date. The issue price of any Options offered pursuant to the Shortfall Offer shall be 0.1 cents being the price at which the Entitlement has been offered to Option Holders pursuant to this Prospectus.

If you wish to apply for Options in excess of your Entitlement, you should complete the Shortfall Application Form attached to this Prospectus and return it to the Company together with a cheque made payable in Australian currency to "Orchid Capital Limited – Entitlement Offer Account" and crossed "Not Negotiable".

The Directors reserve the right to allot to an Applicant a lesser number of Options than the number for which the Applicant applies or to reject an application under the Shortfall Offer.

Where the number of Options is less than the number applied for under the Shortfall Offer, or where no allotment is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable.

### **3.4 Australian Stock Exchange Listing**

Application for official quotation by ASX of the Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Options and will repay all application monies for the Options within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant official quotation to the Options is not to be taken in any way as an indication of the merits of the Company or the Options now offered for subscription.

### **3.5 Allotment of Options**

Options issued pursuant to the Offer will be allotted as soon as practicable after the Closing Date. Where the number of Options issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

Pending the allotment and issue of the Options or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

### **3.6 Overseas Option holders**

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify these Options the subject of this Prospectus or otherwise permit a public offering of the Options the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of applicants outside Australia to obtain all necessary approvals for the allotment and issue of the Options pursuant to this Prospectus. The return of a completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

### **3.7 Taxation Implications**

The Directors do not consider that it is appropriate to give Applicants advice regarding the taxation consequences of applying for Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Applicants. Potential Applicants should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Options offered pursuant to this Prospectus.

### **3.8 Minimum Subscription**

The minimum subscription in respect of this Offer is \$15,010. This amount is sufficient to cover the costs of the Offer.

No Options will be allotted or issued until the minimum subscription has been received. If the minimum subscription is not achieved within 4 months after the date of the issue of this Prospectus, the Company will either repay the application monies to the Applicants or issue a supplementary prospectus or a replacement prospectus and allow Applicants 1 month to withdraw their Application and be repaid their application monies.

### **3.9 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will not be issuing option certificates. The Company will apply to ASX to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Options allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number (**HIN**) and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

### **3.10 Privacy Act**

If you complete an application for Options, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as an Option holder, facilitate distribution payments and corporate communications to you as an Option holder 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 Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

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 such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Options, the Company may not be able to accept or process your application.

### **3.11 Enquiries**

Any questions concerning the Offer should be directed to the Company Secretary, Norman Grafton, on (08) 9209 2902.

#### **4. PURPOSE AND EFFECT OF THE OFFER**

##### **4.1 Purpose of the Offer**

The purpose of the Offer is to raise approximately \$99,255. The proceeds of the Offer are intended to be applied to the expenses of the Offer (\$15,010) and then to augment the current working capital of the Company. Refer to Section 8.6 of this Prospectus for further details relating to the expenses of the Offer.

##### **4.2 Effect of the Offer and Pro Forma Statement of Financial Position**

The principal effect of the Issue will be to:

- (a) increase the cash reserves by approximately \$84,246 immediately after completion of the Issue after deducting the estimated expenses of the Issue; and
- (b) maintain the number of Options on issue at 99,255,521 assuming that the Offer is fully subscribed and no current options are exercised prior to the expiration date (30 November 2006).

##### **4.3 Statement of Financial Position**

The audited Balance Sheet as at 30 June 2006 and the unaudited Pro Forma Balance Sheet as at 30 June 2006 shown on the following page have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. They have been prepared on the assumption that all Options pursuant to this Prospectus are issued.

## Pro Forma Statement of Financial Position

	Audited	Proforma Unaudited
	30 June 2006	30 June 2006
<b>CURRENT ASSETS</b>		
Cash	607,760	692,003
Receivables	114,949	114,949
Other	3,959,394	3,959,394
<b>Total Current Assets</b>	<b>4,682,103</b>	<b>4,766,346</b>
<b>NON-CURRENT ASSETS</b>		
Property, plant & equipment	34,347	34,347
Other financial assets	810,040	810,040
<b>Total Non-current Assets</b>	<b>844,387</b>	<b>844,387</b>
<b>TOTAL ASSETS</b>	<b>5,526,490</b>	<b>5,610,733</b>
<b>CURRENT LIABILITIES</b>		
Trade, other payables, short term provisions	226,968	226,968
<b>Total Current Liabilities</b>	<b>226,968</b>	<b>226,968</b>
NON CURRENT LIABILITIES	<b>41,509</b>	41,509
<b>TOTAL LIABILITIES</b>	<b>268,477</b>	<b>268,477</b>
<b>NET ASSETS</b>	<b>5,258,013</b>	<b>5,342,256</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share Capital	31,612,407	31,612,407
Reserves	614,252	698,495
Retained Loss	(27,011,934)	(27,011,934)
	<b>5,214,725</b>	<b>5,298,968</b>
<b>Minority Interests</b>	<b>43,288</b>	<b>43,288</b>
<b>TOTAL SHAREHOLDERS' EQUITY</b>	<b>5,258,013</b>	<b>5,342,256</b>

#### 4.4 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Offer is set out below, assuming that the Offer is fully subscribed.

##### Shares

The Company currently has 174,560,713 Shares on issue. No Shares will be issued under the Offer.

##### Options

99,255,521 <sup>1</sup>	Exercisable at \$0.05 on or before 30/11/2006
99,255,521 <sup>2</sup>	Options issued pursuant to the Offer
<b>99,255,521<sup>3</sup></b>	<b>Total options on issue following close of Offer</b>

Notes:

- (1) These Options are due to expire on 30 November 2006.
- (2) The Company intends to apply to ASX for the Options issued under this Prospectus to be listed as a separate class of securities on ASX.
- (3) Assumes all Options are issued and none of the current options are exercised prior to the expiry date of 30 November 2006.

## 5. RIGHTS AND LIABILITIES ATTACHING TO THE SECURITIES

### 5.1 Terms and Conditions of Options

The material terms and conditions of the Options are as follows:

- (a) the Options will be exercisable at any time prior to 5.00pm WST on 28 February 2012 (**Option Expiry Date**). Options not exercised on or before the Option Expiry Date will automatically lapse;
- (b) the Options may be exercised wholly or in part by completing an application form for Shares (**Notice of Exercise**) delivered to the Company's share registry and received by it any time prior to the Expiry Date;
- (c) each Option will entitle the holder to subscribe (in respect of each Option held) for a Share with an exercise price of 5 cents per Share;
- (d) upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be allotted and issued a Share ranking pari passu with the then issued Shares. The Company will apply to ASX to have the Shares granted Official Quotation;
- (e) a summary of the terms and conditions of the Options, including the Notice of Exercise, will be sent to all holders of Options when the initial holding statement is sent;
- (f) any Notice of Exercise received by the Company's share registry on or prior to the Expiry Date will be deemed to be a Notice of Exercise as at the last Business Day of the month in which such notice is received;
- (g) there will be no participating entitlements inherent in the Options to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Prior to any new pro rata issue of securities to Shareholders, holders of Options will be notified by the Company and will be afforded 7 Business Days before the record date (to determine entitlements to the issue), to exercise Options;
- (h) in the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Option Holder are to be changed in a manner consistent with the ASX Listing Rules. Subject to the Corporations Act, the ASX Listing Rules and the Constitution, the Options may be transferred at any time prior to the Expiry Date; and
- (i) Shares issued pursuant to the exercise of an Option will be issued not more than 14 days after the date of the Notice of Exercise.

### 5.2 Rights Attaching to Shares upon Conversion of Options

The rights attaching to Shares in the Company are set out in the Constitution of the Company, a copy of which is available for inspection during normal business hours at the registered business office of the Company.

The following is a summary of the more significant rights and liabilities attaching to Shares upon conversion of Options to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of

the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

### **General Meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.

### **Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

### **Dividend Rights**

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to any special right as to dividends attaching to a share, all dividends will be declared and paid according to the proportion which the amount paid on the share is to the total amount payable in respect of the Shares (but any amount paid during the period in respect of which a dividend is declared only entitles the Shareholder to an apportioned amount of that dividend as from the date of payment). The Directors may from time to time pay or credit to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

The Directors may from time to time grant to Shareholders or any class of shareholders the right to elect to reinvest cash dividends paid by the Company by subscribing for Shares in the Company on such terms and conditions as the Directors think fit. The Directors may, at their discretion, resolve in respect of any dividend which it is proposed to pay or to declare on any Shares of the Company, that holders of such Shares may elect to forgo their right to the whole or part of the proposed dividend and to receive instead an issue of Shares credited as fully paid to the extent and on the terms and conditions of the Constitution. The Directors may set aside out of the profits of the Company such amounts as they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

## **Winding-Up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

## **Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the Listing Rules.

## **Future Increase In Capital**

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

## **Variation of Rights**

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

## **6. RISK FACTORS**

Set out below is a list of some of the risk factors which should be considered before subscribing for Options under this Prospectus. Some of these risk factors can be mitigated by the use of safeguards and appropriate systems and actions, but many are outside the control of the Company and cannot be mitigated. The Directors are of the view that the Options offered under this Prospectus should be considered speculative because of the nature of the Company's business and the Company's history. The list is not exhaustive and potential Applicants should examine the contents of this Prospectus and consult their professional advisors before deciding whether to apply for Options.

### **6.1 Operational Risk**

By its nature, the business of investment which the Company undertakes, contains risks. Prosperity depends on the successful identification and subsequent disposal of investments.

### **6.2 Overseas Investment**

The Company's stated investment strategy is to invest in Asian companies and projects to benefit from the current economic conditions in the Asian market. The Company's ability to invest in these markets may be constrained by regulatory approvals, financial incentives, foreign currency rates and other factors beyond the control of the Company.

### **6.3 No Profit to Date and Uncertainty of Future Profitability**

The Company has incurred losses and it is therefore not possible to evaluate the future prospects based on past performance. The Directors anticipate making further losses in the foreseeable future.

Factors that will determine the Company's profitability are its ability to manage its costs, to execute its development and growth strategies, economic conditions in the markets the Company operates, competitive factors and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve a sustained profitability is uncertain. Moreover, the level of such profitability cannot be predicted and may vary significantly from quarter to quarter.

### **6.4 Securities Investment**

Securities listed on the stock market, have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the Options and Shares regardless of the Company's performance.

The Options allotted under this Prospectus carry no guarantee whatsoever in respect of profitability, dividends, return of capital, or the price at which the securities may trade on the ASX.

### **6.5 Economic Conditions**

Economic conditions, both domestic and global, may affect the performance of the Company. Factors such as currency fluctuation, inflation, interest rates, supply and demand and industrial disruption have an impact on operating

costs, and share market prices. The Company's future possible revenue and share price can be affected by these factors all of which are beyond the control of the Company and the Directors. In addition, the Company's ability to raise additional capital, should it be required, may be affected.

## **6.6 Investment Speculative**

The list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The risk factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Prospectus.

Therefore, the securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities.

## **7. ADDITIONAL INFORMATION**

### **7.1 Continuous Disclosure Obligations**

The Company is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities. The Options which will be issued pursuant to this Prospectus are in the same class of Options that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a “transaction specific prospectus”. In general terms “transaction specific prospectuses” are only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

- (i) the financial statements of the Company for the financial year ended 30 June 2006 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus; and
- (ii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in Section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgement of the 2006 audited financial statements:

<b>Date</b>	<b>Description of Announcement</b>
20 November 2006	Results of 2006 AGM
13 November 2006	Monthly Net Tangible Asset Banking as at 31/10/06
6 November 2006	Update on Xing Ling
2 November 2006	Replacement Announcement re Option Expiry
31 October 2006	Expiry of Listed Options
18 October 2006	Notice of Annual General Meeting
9 October 2006	Monthly Net Tangible Asset Backing as at 30/09/06
5 October 2006	Change of Director's Interest Notice
27 September 2006	2006 Annual Report and Financial Statements

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

## **7.2 Material Contracts**

There are no significant material agreements which relate to the business of the Company.

## **7.3 Directors' Interests**

Other than as set out below or elsewhere in this Prospectus, no Director or Proposed Director nor any firm in which such a Director or Proposed Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of securities pursuant to this Prospectus; or

(c) the Offer of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director, Proposed Director or to any firm in which any such Director or Proposed Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or Offer of securities pursuant to this Prospectus.

Directors' and Proposed Directors' interests in securities of the Company at the date of this Prospectus are:

<b>Name</b>	<b>Shares</b>	<b>Existing options</b>	<b>Entitlement to Options under Offer</b>
Clive McKee	3,081,510	1,250,000	1,250,000
Julian Sandt	6,491,556	1,000,000	1,000,000
Alvin Tan	460,000	1,750,000	1,750,000
Richard Lambe	Nil	Nil	Nil

Note:

Each of the Directors has indicated that it is their present intention to take up their full Entitlement under the Offer.

In the last two years, \$63,063 for the year ended 30 June 2005 and \$58,172 for the year ended 30 June 2006 has been paid to the Directors by way of remuneration for services provided by all directors (executive, non-executive and alternate), companies associated with those directors or their associates in their capacity as directors, employees, consultants or advisers (and including superannuation payments). For the period from 1 July 2006 to the date of this Prospectus, \$157,071 has been paid or is payable by the Company to the Directors. Directors, companies associated with the directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

It is intended that Richard Lambe will be appointed as a Director of the Company following the date of this Prospectus. As a term of the appointment of Richard Lambe, it is intended that the Company will enter into an executive services agreement with Richard Lambe. As at the date of this Prospectus, the terms of the proposed executive services agreement have not been determined.

The Constitution of the Company provides that the non-executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Directors and in default of agreement then in equal shares.

Directors, companies associated with the directors or their associates are remunerated for their services and are also reimbursed for all reasonable

expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

#### **7.4 Interests and Consents of Experts and Advisers**

Other than as set out below or elsewhere in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of securities pursuant to this Prospectus; or
- (c) the Offer of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer of securities pursuant to this Prospectus.

Pursuant to Section 716 of the Corporations Act, Steinepreis Paganin has given, and has not withdrawn its consent to being named as Solicitors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named. Steinepreis Paganin has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Steinepreis Paganin act as solicitors to the Company. Steinepreis Paganin will be paid approximately \$10,000 for services in relation to this Prospectus.

Pursuant to Section 716 of the Corporations Act, Stantons International has given, and has not withdrawn its consent to being named as Auditors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named and to the use of the audited Statement of Financial Position as at 30 June 2006 in Section 5.3. Stantons International has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Over the past two years, Stantons International has been paid \$73,006 for audit and other services provided to the Company.

## 7.5 Legal Proceedings

There is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

## 7.6 Estimated Expenses of Offer

In the event that the Offer is fully subscribed, the estimated expenses of the Offer are as follows:

	\$
ASIC fees	2,010
Listing fees	2,000
Legal expenses	10,000
Printing and other expenses	1,000
<b>Total</b>	<u>15,010</u>

## 7.7 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market sale prices of the Company's Shares and Options on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	Shares	Options
Highest:	4 cents on 15-17 November 2006.	0.7 cents on 8 and 15 November 2006.
Lowest:	2.9 cents on 21 November 2006.	0.1 cents on 21 August 2006 to 13 September 2006 and 29 September 2006 to 17 October 2006.

The latest available closing sale price of the Company's Shares and Options on ASX prior to the lodgement of this Prospectus with the ASIC was:

Shares: 2.9 cents on 21 November 2006

Options: 0.5 cents on 20 November 2006

## 7.8 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act 2001 to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Entitlement and Acceptance Form. If you have not, please phone the Company on

(08) 9209 2902 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic Entitlement and Acceptance Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

**8. AUTHORITY OF DIRECTORS**

**8.1 Directors' Consent**

Each of the Directors and the Proposed Director of Orchid Capital Limited has consented to the lodgement of this Prospectus with the ASIC in accordance with Section 720 of the Corporations Act.

Dated the 21st day of November 2006

A handwritten signature in black ink, appearing to read 'Alvin Tan', is written over a horizontal line. The signature is stylized and somewhat abstract.

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Signed for and on behalf of  
**ORCHID CAPITAL LIMITED**  
by Alvin Tan

## 9. DEFINITIONS

**Applicant** means a Shareholder or Applicant who applies for Options pursuant to the Offer or Shortfall Offer.

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

**ASTC Settlement Rules** means the settlement rules of the securities clearing house which operates CHESS.

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

**Board** means the board of Directors unless the context indicates otherwise.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Closing Date** means the closing date of the Offer, being 5pm (WST) on 6 March 2006 (unless extended).

**Company** or **Orchid** means Orchid Limited (ABN 30 073 099 171).

**Constitution** means the Company's Constitution as at the date of this Prospectus.

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

**Directors** means the directors of the Company at the date of this Prospectus.

**Dollar** or "\$" means Australian dollars.

**Entitlement** means the entitlement of a Shareholder who is eligible to participate in the Offer.

**Entitlement and Acceptance Form** means the application form either attached to or accompanying this Prospectus.

**Issue** means the issue of Options offered by this Prospectus.

**Listing Rules** or **ASX Listing Rules** means the Listing Rules of the ASX.

**Offer** means the non-renounceable entitlement offer of one (1) new Option for every one (1) existing Options to Option Holders on the Record Date, further details of which are included in the "Details of the Offer" section of this Prospectus.

**Offer Period** means the period commencing on the Opening Date and ending on the Closing Date.

**Official List** means the official list of ASX.

**Option** means an option to acquire a Share on the terms outlined in Section 6.1.

**Option Holders** means those parties holding Options in the Company and entitled to participate in the Offer.

**Prospectus** means this prospectus.

**Quotation** and **Official Quotation** means official quotation on ASX.

**Record Date** means 5pm (WST) on 30 November 2006.

**Related Corporation** has the meaning given to that term in the Corporations Act.

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

**Shareholder** means a shareholder of the Company.

**Shortfall** means those Options under the Offer not applied for by Option Holders under their respective Entitlement.

**Shortfall Application Form** means the Shortfall Application Form attached to or accompanying this Prospectus.

**WST** means Western Standard Time.



## INSTRUCTIONS TO APPLICANTS

Please post or deliver the completed Shortfall Application Form together with a cheque to the share registry of the Company. If an Applicant has any questions on how to complete this Shortfall Application Form, please telephone the Share Registry on **(08) 9389 8033**. The Form must be received by the Registry no later than **5.00 pm on the date which is 3 months after the Closing Date (or such earlier date as directed by the Company)**.

### A. Application for Options

The Shortfall Application Form must only be completed in accordance with instructions included in the Prospectus.

### B. Name of Applicant

Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.

### C. Name of Joint Applicants or Account Designation

If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.

### D. Address

Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

### E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Shortfall Application Form.

### F. CHES HIN or existing SRN Details

The Company participates in CHES. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHES HIN. If the applicant is an existing shareholder with an Issuer Sponsored account, the SRN for this existing account may be used. Otherwise leave the section blank and the Applicant will receive a new Issuer Sponsored account and statement.

### G. Cheque Details

Make cheques payable to "Orchid Capital Limited – Entitlement Offer Account" in Australian currency and cross them "**Not Negotiable**". Cheques must be drawn on an Australian Bank. The amount of the cheque should agree with the amount shown on the Shortfall Application Form.

### H. Declaration

By completing the Shortfall Application Form, the Applicant will be taken to have made to the Company the declarations and statements therein. The Shortfall Application Form does not need to be signed.

If a Shortfall Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept a Shortfall Application Form, and how to construe, amend or complete it, shall be final.

A Shortfall Application Form will not however, be treated as having offered to subscribe for more Options than is indicated by the amount of the accompanying cheque.

## CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Shortfall Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Shortfall Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation.	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners personal names.	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names.	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

**ORCHID CAPITAL LIMITED**

ABN

**30 073 099 171**

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |  |  |
|---|--|--|
| 1 | +Class of +securities issued or to be issued   | Options  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | Maximum 99,255,521   |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Options being issued at 0.1 cents per option to optionholders registered at 30 November 2006.<br><br>Exercise price of 5 cents each, with an expiry date of 28 February 2012 |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>N/A</p>								
<p>5 Issue price or consideration</p>	<p>0.1 cents per option</p>								
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Additional working capital</p>								
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>28 December 2006</p>								
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">174,560,713</td> <td style="text-align: center;">Fully paid</td> </tr> <tr> <td style="text-align: center;">99,255,521</td> <td style="text-align: center;">Options expiring on 30-11-06</td> </tr> <tr> <td style="text-align: center;">99,255,521</td> <td style="text-align: center;">Options expiring on 28-02-12</td> </tr> </tbody> </table>	Number	+Class	174,560,713	Fully paid	99,255,521	Options expiring on 30-11-06	99,255,521	Options expiring on 28-02-12
Number	+Class								
174,560,713	Fully paid								
99,255,521	Options expiring on 30-11-06								
99,255,521	Options expiring on 28-02-12								
<p>9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">Nil</td> <td></td> </tr> </tbody> </table>	Number	+Class	Nil					
Number	+Class								
Nil									
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>No dividends yet paid</p>								

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+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Yes – approval granted 20 November 2006
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1: 1
14	+Class of +securities to which the offer relates	Options
15	+Record date to determine entitlements	30 November 2006
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Round Up
18	Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	20 November 2006

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	4 December 2006
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	28 December 2006

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+ See chapter 19 for defined terms.

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### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

##### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

#### Entities that have ticked box 34(b)

38 Number of securities for which quotation is sought

39 Class of +securities for which quotation is sought

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period  
 on conversion of another security, clearly identify that other security)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

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+ See chapter 19 for defined terms.

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

**Norman Grafton**  
**<Lodged Electronically>**  
(Director/Company secretary)

Date: 21 November 2006

Print name:

NORMAN GRAFTON

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+ See chapter 19 for defined terms.