

Hamilton Securities Limited
ACN 138 270 201

10 Murray Street
Hamilton NSW 2303
PO Box 413
Hamilton NSW 2303

Telephone +61 2 4920 2877
Facsimile +61 2 4920 2877

4 May 2010

The Manager
Company Announcements Office
NSX
Level 2, 117 Scott Street
Newcastle NSW 2300

Dear Sir/Madam,

**Hamilton Securities Limited (NSX: HSE)
Number of A Class Shares and B Class Options to be issued following close of Bid
Period**

Hamilton Securities announces that, following the close of its takeover bid for all the debentures in the Timbercorp Orchard Trust (*Bid*) on 30 April 2010, it will issue:

- an additional 161,340 A Class Shares under its Bid to accepting debenture holders on the basis of the Bid consideration of 30 A Class Shares for each debenture acquired; and
- a total of 203,873 bonus options to acquire B Class Shares exercisable at \$1.00 with an expiry date of 30 November 2019 (*B Class Options*).

As at the close of the Bid, Hamilton Securities has an interest in 11.06% of the debentures.

The bonus issue of B Class Options is in accordance with the intention stated in the Bidder's Statement issued on 7 January 2010 for the Bid. As previously announced, all A Class and B Class shareholders (*Eligible Shareholders*) on the record date of 16 April 2010 (*Record Date*) will receive bonus B Class Options.

In total, one bonus B Class Option will be issued for every 10 A Class Shares issued to accepting debenture holders under the Bid. This total number of B Class Options will be issued amongst Eligible Shareholders in proportion to the number of A Class Shares and B Class Shares they hold as at the Record Date (subject to rounding).

A prospectus will be lodged with ASIC shortly for compliance purposes, so as to enable Hamilton Securities to issue bonus B Class Options and to facilitate secondary trading on NSX in the B Class Options and the B Class Shares issued by Hamilton Securities on exercise of the B Class Options. The prospectus does not constitute an offer of B Class Options in Australia or elsewhere, and no applications for B Class Options will be accepted under the prospectus.

Eligible Shareholders do not have to do anything to receive bonus B Class Options.

A revised indicative timetable in relation to the issue of A Class Shares and the bonus issue of B Class Options is provided below.

Dispatch prospectus for bonus issue of B Class Options to Eligible Shareholders and issue B Class Options	17 May 2010
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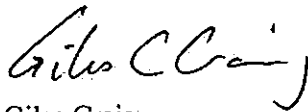
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Dispatch holding statements for new A Class Shares and B Class Options	17 May 2010
Quotation of new A Class Shares and B Class Options on NSX	18 May 2010

These dates are indicative only. The company may vary the dates and times without notice.

Yours faithfully



Giles Craig
Director



National Stock Exchange of Australia

NSX Newcastle
Ground Floor, 384 Hunter Street,
Newcastle NSW, 2300
PO BOX 283, Newcastle, NSW, 2300
P: +61 2 4929 6377
F: +61 2 4929 1556

NSX Melbourne
Ground floor, 410 Collins Street,
Melbourne, VIC, 3000
P: +61 3 9664 0000
F: +61 3 9664 0011

www.nsx.com.au

National Stock Exchange of Australia Limited
ABN 44 000 000 000

Application for Quotation of Additional Securities

File Reference:
::ODMA\PCDOCS\SYDDMS\1124773\1



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Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

General Manager
National Stock Exchange of Australia Limited
PO BOX 283
Newcastle NSW 2300

Phone: 61 2 4929 6377
Fax: 61 2 4929 1556
<http://www.nsga.com.au>



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

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

Introduced 11 March 2004.

Name of entity

Hamilton Securities Limited

ABN/ACN

138 270 201

We (the entity) give NSX 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 | Fully paid A Class non-voting ordinary shares
(A Class Shares) |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 161,340 A Class Shares |
| 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) | The A Class Shares the subject of this application will have the same principal terms as all existing A Class Shares on issue. |
| 4 | 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:
<ul style="list-style-type: none"> • 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 | Yes |

- 5 Issue price or consideration
- Scrip bid: the consideration offered is 30 A Class Shares for each debenture in the Timbercorp Orchard Trust
- 6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)
- Issued as consideration in an off-market takeover by Hamilton Securities for the debentures in the Timbercorp Orchard Trust
- 7 Dates of entering securities into uncertificated holdings or despatch of certificates
- To be issued when the takeover consideration is issued under the Corporations Act
- 8 Number and class of all securities quoted on NSX
(including the securities in clause 2 if applicable)
- | Number | Class |
|-----------|-----------------|
| 2,158,200 | A Class Shares |
| 520,000 | B Class Shares |
| 800,000 | B Class Options |
- 9 Number and class of all securities not quoted on NSX
(including the securities in clause 2 if applicable)
- | Number | Class |
|--------|-------|
| N/A | |
- 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)
- Identical to current policy

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the securities will be offered	N/A
14	Class of securities to which the offer relates	N/A
15	Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
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.</small>	N/A
19	Closing date for receipt of acceptances or renunciations.	N/A
20	Names of any underwriters	N/A
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	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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)	NA
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	N/A



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





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

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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

Number	Class





Quotation agreement

1 Quotation of our additional securities is in NSX's absolute discretion. NSX may quote the securities on any conditions it decides.

2 We warrant the following to NSX.

- 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 NSX 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 NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Giles Craig Date: 4 May 2010
(Director/Company secretary)

Print name: Giles Craig

