

# *Australia & International Holdings Limited*

ACN 009 706 414

GPO Box 1398  
BRISBANE QLD 4001

Level 4, Burrell House , 24 Little Edward Street  
Spring Hill Queensland 4000

phone : (07) 3006 7200  
fax : (07) 3839 6964

28 March 2011

The Manager  
Company Announcements  
National Stock Exchange

Dear Sirs,

## **Notice of an Offer under Section 708AA of the Corporations Act 2001**

Australia & International Holdings Limited ("Company") NSX Code: AID, is proposing to dispatch to eligible shareholders the offer document in respect of the non-renounceable rights offer of up to 59,654 fully paid ordinary shares each at an issue price of \$2.70 to raise \$161,066 on the basis of 1 share for every 20 shares held on the record date of 6 April 2011 ("Offer"). The Offer will result in a maximum dilution of approximately 5% on completion of the offer if no rights are accepted.

The Offer is underwritten by Burrell Stockbroking Pty Ltd ("Burrells"). Burrells have agreed to underwrite the offer in full so long as the Australian share market as measured by the S&P/ASX 200 Index (XJO) is not below 4,000 points as at the Closing Date. If none of the shareholders in the Company accept their entitlements under the Offer, then Burrell Stockbroking Pty Ltd will hold 5.0% of the shares on issue in the capital of the Company after meeting its underwriting obligations. Given that the Offer is being made at a price per share of \$2.70, which is a discount to the current net tangible asset backing of the Company, it is regarded as unlikely that there will be a significant shortfall to the Offer meaning that the maximum changes in control indicated above are unlikely to occur.

The Company hereby gives notice under section 708AA (2) (f) of the Corporations Act 2001 (Cth) ("Act") that:

1. The Company will offer the shares under the Offer without disclosure under Part 6D.2 of the Act;
2. At the date of this notice, the Company has complied with:
  - (a) provisions of Chapter 2M of the Act as they apply to the Company; and
  - (b) section 674 of the Act;
3. As at the date of this notice, there is no information:
  - (a) that has been excluded from a continuous disclosure notice in accordance with the NSX Listing Rules; and
  - (b) that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
    - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
    - (ii) the rights and liabilities attaching to the new Shares
4. The potential effect the issue of the shares under the Offer will have on the control of the Company is as follows:
  - (a) If all members take up their entitlement under the Offer, then the Offer will have not effect on the control of the Company;

- (b) If all or some members do not take up their entitlements under the offer:
- (i) Burrell Stockbroking Pty Ltd as underwriter may take an interest in the Company of up to 5.0%; and
  - (ii) Christopher Thomas Burrell and his associates, as a director and shareholder holding greater than 20% of the voting rights in Burrell Stockbroking Pty Ltd may have an increased relevant interest in the Company. Christopher Thomas Burrell and his associates current interest in the Company of 32.56% may increase to up to 47.56%.

5 There are no material consequences of the effect in item 4 above.

### Timetable

Announcement setting out details referred to in section 708AA Corporations Act	28 March 2011
Existing Shares quoted on ex-entitlement basis	31 March 2011
Record Date for determining entitlements (5.00pm AEST)	6 April 2011
Rights Issue Offer Document and Entitlement and Acceptance Form dispatched to Eligible Shareholders	7 April 2011
Closing Date*(5.00 pm AEST)	21 April 2011
Notify NSX of shortfall	27 April 2011
Anticipated date for the issue of the New Shares and dispatch of holding statements**	28 April 2011
Commencement of trading of the New Shares**	29 April 2011

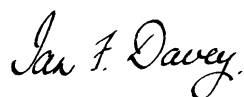
There will be no deferred trading of the New Shares following the Closing Date.

\* Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the New Shares.

\*\* Indicative date only.

Enquiries concerning the Offer can be made by contacting Saskia Jo at Australia & International Holdings Limited on 07 3006 7200.

Yours faithfully,  
**Australia & International Holdings Limited**



**Ian Davey**  
**Company Secretary**