



13 January 2012

National Stock Exchange of Australia  
Level 2, 117 Scott Street  
Newcastle NSW 2300

By E-Lodgement

**Company Announcement**

Please find attached copy of Supplementary Prospectus lodged with ASIC today.

For further information please contact Andrew Whitten on +61 2 8072 1400.

A handwritten signature in black ink, appearing to read "Andrew Whitten", with a stylized, flowing script.

Andrew Whitten  
Company Secretary



**VERTUA LIMITED**  
**ACN 108 076 295**

**SUPPLEMENTARY PROSPECTUS**

**1 IMPORTANT NOTICE**

- 1.1 This Supplementary Prospectus is dated Friday 13 January 2012 (**Supplementary Prospectus**) and contains particulars of changes to and supplements the Prospectus dated 2 December 2011 issued by Vertua Limited (**the Company**) in respect of the offer of 12,000,000 Shares at 25 cents each to raise up to \$3,000,000 (**the Prospectus**).
- 1.2 This Supplementary Prospectus is dated 13 January 2012 and was lodged with ASIC on that date. Neither ASIC nor NSX take any responsibility as to the contents of this Supplementary Prospectus.
- 1.3 This Supplementary Prospectus must be read together with the Prospectus. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.
- 1.4 This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you have any questions about the Shares being offered under this Supplementary Prospectus or any other matter, you should consult your professional advisers.

**2 REASONS FOR SUPPLEMENTARY PROSPECTUS**

This Supplementary Prospectus has been prepared to advise prospective investors of the Development Application Approval received by the company on or about 22 December 2011.

**3 DEVELOPMENT APPLICATION APPROVAL**

- 3.1 Vertua Limited is pleased to advise that on 22 December 2011 it received formal notification from Toowoomba Regional Council that the Development Application the company lodged in May 2011, has been approved.

This approval represents a landmark milestone for the company and is the culmination of many months of work. The Development Approval provides for a material change of use of the current premises owned by the company from 9 residential housing lots to 86 apartments and over 1100m<sup>2</sup> of commercial premises.

The approved development, **THE EPICUREAN** has been designed to create a destination for residents and non-residents alike by combining a dining, shopping and living environment.



There are extensive landscaped garden areas, 7 retail or dining tenancy's, one of which encompasses a large open courtyard, a reflection pond and one commercial office tenancy.

Residents will enjoy a large landscaped pool and sun deck area with ground floor apartments having private courtyards. The residential apartments span over two buildings of 6 and 7 stories both of which hold some exclusive penthouse apartments, along with 1, 2, 3 & 4 bed apartments and 2 levels of basement parking.

- 3.2 The conditions of Approval are standard for a development of this size and scale.

#### **4. STATUS OF OFFER AND APPLICATIONS**

- 4.1 As at the date of this Supplementary Prospectus the Company has received Applications for a total of \$25,000 or 100,000 Shares.
- 4.2 In accordance with section 724 of the Corporations Act, the Company will allow Applicants who have lodged Applications under the Prospectus one month to obtain a refund of their Application Monies if they do not wish to proceed with their Applications.

#### **5 ACTION REQUIRED BY EXISTING INVESTORS**

- 5.1 ***The following applies to investors who HAVE previously submitted an Application Form under the Offer.***

A copy of this Supplementary Prospectus will be sent to all Applicants who have subscribed for Shares under the Prospectus prior to the date of this Supplementary Prospectus. In accordance with section 724 of the Corporations Act, the Company will allow investors who have lodged Applications under the Prospectus prior to the date of this Supplementary Prospectus one (1) month from the date of this Supplementary Prospectus to obtain a refund of their Application Monies if they do not wish to proceed with their Application.

- 5.2 Any investor who wishes to obtain a refund should write to the Company's Share Registry at the following address:

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

- 5.3 The details of the refund cheque (including the address to which it should be sent) must correspond to the details contained in the Application Form previously lodged by the investor. Refunds will be paid as soon as practicable upon receipt of the request for a refund.

- 5.4 ***The following applies to Investors who have NOT previously submitted an Application Form.***

All new applications for Shares must be made on the Application Form attached to or accompanying this Supplementary Prospectus. The Application Form contains details

instructions on how it is to be completed. Applications must **NOT** be made on an Application Form attached to or accompanying the original Prospectus.

## **6 CONSENTS**

- 6.1 Link Market Services Limited has given, and not withdrawn prior to the lodgement of this Supplementary Prospectus with ASIC, its consent to be named in this Supplementary Prospectus as the Company's Share Registrar in the form and context in which it is so named. Link Market Services Limited has had no involvement in the preparation of any part of this Supplementary Prospectus other than being named as Share Registrar to the Company. Link Market Services Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Supplementary Prospectus.
- 6.2 Whittens Lawyers and Consultants has given, and not withdrawn prior to the lodgement of this Supplementary Prospectus with ASIC, its consent to be named in this Supplementary Prospectus as the Solicitors to the Company in the form and context in which it is so named. Whittens Lawyers and Consultants has not authorised or caused the issue of the Supplementary Prospectus and takes no responsibility for any part of this Supplementary Prospectus other than any references to it.
- 6.3 Grant Thornton Audit Pty Ltd has given, and not withdrawn prior to the lodgement of this Supplementary Prospectus with ASIC, its consent to be named in this Supplementary Prospectus as the Company's auditor in the form and context in which it is so named. Grant Thornton Audit Pty Ltd has had no involvement in the preparation of any part of this Supplementary Prospectus other than being named as auditor to the Company. Grant Thornton Audit Pty Ltd has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Supplementary Prospectus

## **7 COSTS OF THE OFFER**

- 7.1 In addition to the Cash Costs of the Issue outlined at page 40 of the Prospectus, there are expenses associated with the preparation of this Supplementary Prospectus. These expenses are payable by the Company to Whittens Lawyers and Consultants and are estimated to be approximately \$2000 for legal fees.

## **8 DIRECTORS' AUTHORISATION**

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors. The Directors believe that the Prospectus when read together with the Supplementary Prospectus and this Supplementary Prospectus contains all the information that would be required by sections 710 and 711 of the Corporations Act and does not contain any material statement that is misleading or deceptive.



In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent prior to lodgement.

Signed for and on behalf of

**VERTUA LIMITED**

Peter Spann  
Chairman  
13 January 2012



This is an Application Form for Shares in Vertua Limited under the Public Offer on the terms set out in the Prospectus dated 2 December 2011 and Supplementary Prospectus dated 13 January 2012. You may apply for a minimum of 10,000 Shares and multiples of 1,000 thereafter. This Application Form and your cheque or bank draft must be received by **5:00pm (AEDT) on 20 February 2012**.

**If you are in doubt as to how to deal with this Application Form, please contact your accountant, lawyer, stockbroker or other professional adviser. The Prospectus and Supplementary Prospectus contain information relevant to a decision to invest in Shares and you should read the entire Prospectus and Supplementary Prospectus carefully before applying for Shares.**

## Application Monies

**PLEASE COMPLETE YOUR DETAILS BELOW** (refer overleaf for correct forms of registrable names)

Surname/Company Name

Middle Name

Surname

Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

First Applicant

Joint Applicant #2

Joint Applicant #3

TFN/ABN type – if NOT an individual, please mark the appropriate box

Company

## Partnership

Trust

## Super Fund

**PLEASE COMPLETE ADDRESS DETAILS**

PO Box/RMB/Locked Bag/Care of (c/-)/Property name/Building name (if applicable)

Street Name

Suburb/City or Town

State

Postcode

Email address (only for purpose of electronic communication of shareholder information)

CHES HIN (if you want to add this holding to a specific CHES holder, write the number here)

*Please note: that if you supply a CHES HIN but the name and address details on your Application Form do not correspond exactly with the registration details held at CHES, your Application will be deemed to be made without the CHES HIN and any Shares issued as a result of the Offer will be held on the issuer sponsored sub-register.*

Telephone Number where you can be contacted during Business Hours

Contact Name (PRINT)

Cheques or bank drafts should be made payable to “**Vertua Limited**” in Australian currency and crossed “Not Negotiable”.

Cheque or Bank Draft Number

BSB

Account Number

**Total Amount**

A\$

## LODGEMENT INSTRUCTIONS

You must return your application so it is received before 5:00pm (AEDT) on 20 February 2012 to: Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.

**VER IPO001**

# Your Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced to each section of the form.

The shares to which this Application Form relates are Vertua Limited Shares. Further details about the shares are contained in the Prospectus dated 2 December 2011 and Supplementary Prospectus dated 13 January 2012 issued by Vertua Limited. The Prospectus and Supplementary Prospectus will expire 13 months after the date of this Prospectus and Supplementary Prospectus. While the Prospectus is current, Vertua Limited will send paper copies of the Prospectus, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant Prospectus and Supplementary Prospectus. This Application Form is included in the Prospectus.

The Prospectus and Supplementary Prospectus contain important information about investing in the Shares. You should read the Prospectus and Supplementary Prospectus before applying for Shares.

- A** Insert the number of Shares you wish to apply for. The Application must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000. You may be issued all of the Shares applied for or a lesser number.
- B** Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Shares applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.
- C** Write the full name you wish to appear on the register of Shares. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.
- D** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, Vertua Limited will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- E** Please enter your postal address for all correspondence. All communications to you from Vertua Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- F** If you are already a CHES participant or sponsored by a CHES participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHES for this HIN is different to the details given on this form, your Shares will be issued to Vertua Limited's issuer sponsored subregister.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.
- H** Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B.  
Make your cheque or bank draft payable to **"Vertua Limited"** in Australian currency and cross it "Not Negotiable". Your cheque or bank draft must be drawn on an Australian bank. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.  
If you receive a firm allocation of Shares from your Broker make your cheque payable to your Broker in accordance with their instructions.

## LODGEMENT INSTRUCTIONS

This Application Form and your cheque or bank draft must be mailed or delivered so that it is received before 5:00pm (AEDT) on 20 February 2012 at:

### Mailing Address

Vertua Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

### Hand Delivery

Vertua Limited  
C/- Link Market Services Limited  
Level 12, 680 George Street  
Sydney New South Wales  
**(do not use this address for mailing purposes)**

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)).

## CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
<b>Individual</b> Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
<b>Company</b> Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
<b>Joint Holdings</b> Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
<b>Trusts</b> Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
<b>Deceased Estates</b> Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
<b>Minor (a person under the age of 18 years)</b> Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
<b>Partnerships</b> Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
<b>Long Names</b>	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
<b>Clubs/Unincorporated Bodies/Business Names</b> Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
<b>Superannuation Funds</b> Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.