



**NEW MILLENNIUM PUBLICATIONS LIMITED**  
**ACN 007 016 202**

# PROSPECTUS

**Issue of 1,500,000 fully paid ordinary shares at 0.20¢ each with one free option for one fully paid ordinary share exercisable at 0.25¢ each attaching to each fully paid ordinary share.**

**18 May 2005**

**This is an important document and requires your immediate attention. It should be read in its entirety. If you are in doubt about what to do, you should consult your professional advisor without delay.**

## **IMPORTANT NOTICES**

This Prospectus is dated 18 May 2005 and was lodged with ASIC on 18 May 2005. Neither ASIC nor NSX takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates and make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from a reliance upon any part of the contents of this Prospectus. No securities will be sold or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Application will be made for listing of the New Shares offered by this Prospectus by the NSX. The fact that the NSX may list the New Shares is not to be taken in any way as an indication of the merits of NMP or its listed securities.

### **Note to applicants**

You should read this Prospectus in its entirety before deciding to complete and lodge an application form. If you have any questions you should seek professional advice from your stockbroker, lawyer, accountant or financial adviser. No person is authorised to give any information or make any representation in connection with any Offer under this Prospectus which are not contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by NMP or its directors. Neither NMP nor any other person warrants the future performance of NMP or any return on any investment made under this Prospectus, except as required by law and then, only to the extent so required.

### **Exposure period**

The Corporations Act prohibits NMP from processing applications received until expiry of an exposure period, which is 7 days from the date of lodging this Prospectus with ASIC. ASIC may extend this period by up to a further 7 days. The purpose of this exposure period is to enable the Prospectus to be examined by market participants prior to the raising of funds. If that examination results in the identification of deficiencies in this Prospectus, any application received may need to be dealt with in accordance with section 724 of the Corporations Act.

Applications under this Prospectus or received during the exposure period will not be processed until after the expiry of the exposure period. No preference will be conferred on applications received during the exposure period.

### **Australian offering only**

The offer under this Prospectus does not constitute a public offer in any jurisdiction other than Australia. This Prospectus does not constitute an offer to any person to whom, or an offer in any place in which, it would be unlawful to make such an offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. 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.

### **Currency of information**

The information contained in this Prospectus may be out of date by the time optionholders seek to exercise their Bonus Options. Accordingly, the directors stress that optionholders should, before exercising their Bonus Options, obtain independent professional advice from a qualified person.

### **Privacy**

NMP collects information about each applicant provided on the application form for the purpose of processing the application form. By submitting an application form, an applicant agrees that NMP may use the information provided on the application form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to its share registry, related bodies

corporate, agents, contractors and third party service providers, including mailing houses and professional advisers and to the NSX and other regulatory authorities.

The Corporations Act requires NMP to include information about each security holder (including name, address and details of security held) in its public register. The information contained in NMP's public register must remain there even if that person ceases to be a security holder of NMP. The information contained in NMP's register is also used to facilitate distribution payments and corporate communications (including reports, annual reports and other information that NMP may wish to communicate to its security holders) and compliance by NMP with legal and regulatory requirements.

If you do not provide the information required on the application form, NMP may not be able to accept or process the form. A shareholder of NMP has a right to gain access to the information that NMP holds about that person subject to certain exemptions under the law. A fee may be charged for access. Access requests must be made in writing to NMP's registered office.

### **Defined terms and abbreviations**

Terms and abbreviations used in this Prospectus are defined in the Glossary (see section 6).

### **Electronic Prospectus**

This Prospectus may be viewed in Australia at NMP's website at [www.nmpublications.com.au](http://www.nmpublications.com.au).

If you wish to apply for New Shares and Bonus Options, you may either:

- complete and return the application form which accompanies this Prospectus; or
- print a copy of the application form from the above internet address and complete and return them.

If you view an electronic copy of this Prospectus, please ensure that you have received the entire Prospectus accompanied by the application form. If you have not, please contact Geoffrey Widmer on (03) 9819 3995.

## **CORPORATE DIRECTORY**

### **Directors**

Nathan Nissen

Robert Brett

Daniel Nissen

Dean Joel

### **Secretary**

Geoffrey Widmer

### **Registered Office**

Level 1, 92 Union Street, Armadale, VIC 3143

### **Lawyers**

Lander & Rogers

Level 12, 600 Bourke Street, Melbourne VIC 3000

### **Share and Option (including Bonus Option) registrar**

Computershare Investor Services Pty Limited, 452 Johnston Street, Abbotsford VIC 3067 Tel: 1300 850 505

### **Corporate advisor**

Cygnit Capital Pty Limited

Level 10, 63 Exhibition Street, Melbourne VIC 3000

### **Key dates**

Lodgement of Prospectus	18 May 2005
Closing Date and last time for receipt of application form and payment in full for New Shares	5pm on 24 June 2005
Dispatch of holding statements	8 July 2005

These dates are subject to change and are indicative only. NMP reserves the right to amend this indicative time table. In particular, NMP reserves the right, subject to the Corporations Act and the NSX Listing Rules, to extend the Closing Date or to withdraw the Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the dates for the issue of the New Shares and the Bonus Options.

**MESSAGE FROM THE CHAIRMAN**

I have pleasure in providing you with details of an Offer entitling you to acquire New Shares in NMP with an attaching Bonus Option on a one for one basis for each New Share acquired.

Up to 1.5 million New Shares will be issued under the Offer at a price of \$0.20¢ per New Share to raise approximately \$300,000. The Bonus Options are free to applicants for New Shares on a one for one basis and are exercisable for one Share on or before 30 April 2008 at 0.25¢ each.

The purpose of the Offer is to raise funds for, amongst other objectives, working capital to develop NMP's various publications and the ATM Media Partners business (which we recently acquired), including expanding NMP's current sales team to capitalise on our market position, and looking at further acquisitions in the digital media sector.

Full details of the Offer are included in this Prospectus. I recommend that you read it carefully.

The directors have confidence in the future of NMP and commend the Offer to you.

Yours sincerely

Nathan Nissen  
**Chairman**

## 1. NMP

NMP commenced trading on 1 June 2001. NMP is the publisher of the “Destinations Series of Tourist Publications”, “Aura” magazine, the premier lifestyle magazine in Queensland and “Stardom” magazine, the in house publication for Starwood Hotels and Resorts Australia Pacific.

The Destinations Series are supplied under contract to approximately 180 leading hotels throughout Australia, New Zealand and Singapore. NMP’s operations are based on tourism and media advertising. Through NMP’s distribution network, advertisers are provided with an effective means of reaching an affluent sector of the local, domestic and international tourist and business travel market.

The Destinations Series distribution network comprises supply agreements with 4, 4 and a half star and 5 star rated hotels and apartments throughout Australia, New Zealand and Singapore. Each property in the network carries a copy of the local publication in every guest room and suite as a value add service to guests. The books provide a detailed source of information and tourist attractions, restaurants and bars, retail outlets, art and social history through comprehensive editorial and inventory

Through established relationships developed since NMP commenced its operations, NMP identified an opportunity to publish a custom magazine for Starwood Hotels and Resorts Australia Pacific. NMP is contracted to publish Stardom magazine, the quarterly in house publication for guests and visitors to Starwood properties in the Australia Pacific region including Sheraton and Westin Hotels, W, Four points and St Regis Hotels. NMP is now producing the third edition of Stardom.

In addition to the Destinations Series, NMP publishes Aura Magazine, the premier quarterly lifestyle magazine for Queensland. Aura is available in over 600 news stands across South East Queensland, select news stands in Melbourne and Sydney, in the guest rooms of more than 25 luxury hotels and resorts in Queensland and provided to leading businesses, cafes and bars. The magazine features the best of Queensland lifestyle through showcasing the latest festivals and events, property and home, boating and motoring, fashion, health and beauty and dining and focuses on diverse local communities in Queensland.

NMP derives revenue from the sale of advertising space in all of its publications, subscriptions to Aura magazine and mail order of its Destinations Series to those that wish to purchase their own copy.

NMP has recently expanded into the emerging area of out-of-home digital media through the acquisition of the business and assets of ATM Media Partners. ATM Media Partners is the first company in Australia to capitalise upon the opportunity of leveraging automatic teller machines (“ATM’s”) as an advertising medium.

With the growth of the independent (out of bank) ATM network, both the placement (locations) and enhanced functionality of equipment (particularly the addition of independent video screens above ATM units) makes them an attractive medium for advertising and promotion.

In addition to ATM Media, the new NMP digital media business has developed plans to undertake the establishment of digital media networks within retail environments, shopping centres and hotels.

## 2. THE OFFER

### 2.1 Details of the offer of New Shares

#### (a) Summary

Offer price	\$0.20
New Shares being offered under this Prospectus	1,500,000
Existing shares on issue	14,035,000
Shares on issue following the Offer	16,172,500

The Offer is not underwritten and therefore the number of Shares (including New Shares) on issue following the Closing Date set out in the above table is based on an assumption that the Offer is fully subscribed and that part of the loan owing to Bawden Custodians Pty Ltd and referred to in section 3.1 is converted into Shares as soon as practicable following the Closing Date. The directors cannot guarantee that the Offer will be fully subscribed.

#### (b) Effect of the Offer

1,500,000 New Shares are being offered under this Prospectus at 0.20¢ per share payable in full on application. At the date of this Prospectus, NMP has 14,035,000 Shares on issue. On completion of the Offer, if the maximum number of New Shares offered under this Prospectus are issued they will represent approximately 9.28% of the issued capital of NMP as at that time.

If fully subscribed the Offer will raise approximately \$300,000 and will strengthen NMP's financial position, with issued capital and cash on the balance sheet increasing correspondingly, with the proceeds giving NMP further working capital for development of its activities including NMP's various publications, the recently acquired ATM Media Partners business, expanding NMP's current sales team and to assist with further acquisitions in the digital media sector.

If the Offer is not fully subscribed, the capital raised will still strengthen and improve NMP's financial position, giving NMP further working capital for the development of some of the above mentioned activities although if less than the full amount is raised, this will reduce the working capital available to NMP and its capability to, in particular, expand its sales teams and undertake further acquisitions.

#### (c) Closing Date

NMP will accept applications from the date of this Prospectus until 5pm on 24 June 2005 or any other date the directors in their absolute discretion determine, subject to the requirements of the Corporations Act and the NSX Listing Rules.

#### (d) Rights attaching to the New Shares

There is only one class of shares in NMP, being fully paid ordinary shares. The New Shares will rank pari passu with existing fully paid ordinary shares of NMP. The rights attaching to Shares are:

- as set out in the constitution of NMP, a copy of which is available for inspection at NMP's registered office; and
- in certain circumstances, regulated by the Corporations Act, the NSX Listing Rules and the general law.

The following is a summary of the principal rights of the holders of shares in NMP.

**(i) Voting**

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative has one vote for every fully paid share held by him or her registered in such shareholders name on NMP's share register.

A poll may be demanded by the chair person of the meeting, by any five shareholders present in person or by proxy, attorney or representative, or by any one or more shareholders who are together entitled to not less than 5% of the votes that may be cast on the resolution on the poll.

**(ii) Dividends**

Dividends are payable out of NMP's profits and are declared by the directors. Dividends declared will be payable on the Shares at a fixed amount per share.

**(iii) Transfer of securities**

A shareholder may transfer securities by a market transfer in accordance with any computerised or electronic system established or recognised by the NSX or the Corporations Act for the purpose of facilitating transfers of securities or by an instrument in writing in a form approved by the NSX, in any other usual form or in any form approved by the directors.

The directors of NMP may refuse to register any transfer of securities, other than a proper transfer where permitted by the NSX Listing Rules. NMP must not refuse, fail to register or give effect to or delay, or in any way interfere with a proper transfer of a security.

**(iv) Meetings and notice**

Each shareholder is entitled to receive notice of and to attend general meetings of NMP and to receive notices, accounts and other documents required to be sent to shareholders under the constitution of NMP, the Corporations Act or the NSX Listing Rules.

**(v) Alteration of constitution**

The constitution of NMP can only be amended by a special resolution passed by at least three quarters of votes cast by shareholders present and voting at a general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given by NMP.

**(vi) Rights on winding up**

If NMP is wound up and after distribution of assets to repay paid up capital there remains assets available for distribution to shareholders (in that capacity) those assets will be distributed to shareholders such that the amount distributed in respect of each Share is proportional to the amount paid up on that Share compared with the total paid-up capital of NMP.



## 2.2 Details of the Bonus Options

### (a) Summary

Bonus Options being offered under this Prospectus	1,500,000
Existing Options on issue (including the Bonus Options above)	10,800,000

### (b) Effect of the Offer

Nathan Nissen, a director of NMP holds 5,500,000 Options. In order to make the Offer (in so far as it relates to the New Shares) more attractive to investors, Mr Nissen has agreed to transfer for no consideration 1,500,000 of those Options, being the Bonus Options to applicants for New Shares on a one for one basis. At the date of this Prospectus NMP has 10,800,000 Options on issue, including the Bonus Options. Accordingly, before the exercise of the Bonus Options, a change of optionholder will have no effect on NMP (other than an immaterial increase in securities registry costs).

Any exercise of the Bonus Options will strengthen NMP's financial position, with issued capital and cash on the balance sheet increasing correspondingly. If all of the Bonus Options are exercised, the gross proceeds of issue would be approximately \$375,000. To the extent that capital is raised by an exercise of the Bonus Options, these proceeds will give NMP further working capital for the development of its activities as and when the Bonus Options are exercised (in the same way as it would if the Options were retained and exercised by Mr. Nissen). If only some of the Bonus Options are exercised, the capital raised will still strengthen and improve NMP's financial position but will give NMP reduced working capital to develop and grow its business.

The Bonus Options are not listed on the NSX and will not be listed.

### (c) Rights attaching to Bonus Options

The rights attaching to the Bonus Options are as follows:

#### (i) Exercise

The Bonus Options are exercisable by the optionholder at any time until 30 April 2008 at \$0.25¢ each by the optionholder completing and signing a notice of exercise of the Bonus Option and application for Shares and lodging it with NMP, together with payment to NMP of an amount equal to the exercise price. Upon exercise, each Bonus Option shall entitle the optionholder to the issue and allotment of one Share.

#### (ii) Issue of shares

The Shares issued on the exercise of a Bonus Option shall be in the same class and shall rank pari passu as from that date with the Shares. Shares will be issued within 15 business days after NMP receives both the application and payment in full of the exercise price from the optionholder. The rights of the resultant Shares are set out in section 2.1 of this Prospectus.

#### (iii) Lapse of Bonus Options

All Bonus Options available for exercise, but that have not already been exercised in accordance with the Bonus Option terms automatically lapse at 5:00pm on 30 April 2008.

**(iv) Reorganisation**

In the event of any reorganisation or alteration in the share capital of NMP, including a reduction and/or return of capital, there shall be no prejudice, diminution of or alteration to the rights of the optionholder without the optionholder's prior written consent.

**(v) Transferability**

All Bonus Options are fully transferable.

**2.3 Acceptance of the Offer and payment**

Completed and lodged application forms, together with payment for the number of New Shares sought constitute a binding application for, and acceptance of, the number of New Shares specified in the application form on the terms set out in this Prospectus. Applicants do not need to insert the number of Bonus Options being accepted, as applicants will be taken to have applied for the same number of Bonus Options as the number of New Shares for which they apply. The application form does not need to be signed to be binding. Applications must be for a minimum of 10,000 New Shares and thereafter in multiples of 1,000 shares.

Payment must be by cheque or bank draft in Australian currency drawn on an Australian branch of a financial institution for the amount of the acceptance money. Cheques or bank drafts should be made payable to "New Millenium Publications Limited Share Issue Account" and crossed "Not Negotiable". Do not forward cash. Receipts for payments will not be issued.

If the application form is not completed correctly it may be rejected or it may be treated as valid. The directors' decision as to whether to treat an application form as valid and how to construe, amend or otherwise deal with an application form is final.

**2.4 Issue of New Shares and transfer of the Bonus Options**

NMP expects to issue the New Shares and procure the transfer of the Bonus Options on or before 8 July 2005. Statements of holdings in relation to the New Shares and the Bonus Options will be dispatched no later than 15 business days after the Closing Date.

It is the responsibility of investors to determine their allocation prior to trading in New Shares and Bonus Options. Investors who sell New Shares or Bonus Options before they receive their statements of holdings will do so at their own risk. NMP disclaims all liability in tort (including negligence), statute or otherwise to persons who trade New Shares or Bonus Options before receiving their statements of holdings, whether on the basis of a confirmation of allocation provided by NMP, Computershare or otherwise.

**2.5 NSX quotation**

NMP will apply for admission of the New Shares to quotation on NSX within 7 days after the date of this Prospectus. If the New Shares offered by this Prospectus are not admitted to quotation within 3 months after the date of this Prospectus (or any longer period permitted by ASIC) any issue of New Shares is void and NMP will repay, as soon as practicable, without interest, all application money received under this Prospectus. NMP will not apply for quotation of the Bonus Options or any other Options, which will remain unlisted.

**2.6 Risk factors**

In addition to the general risks applicable to all investments in listed companies, there are specific risks associated with an investment in NMP, which are set out in section 4.

**2.7 Taxation implications**

The directors do not consider that it is appropriate to give prospective investors advice regarding the taxation consequences of subscribing for New Shares and Bonus Options under this Prospectus. NMP, its advisers and its officers do not accept any responsibility or liability for any taxation consequences. As a result, investors should consult their own professional tax advisers in connection with subscribing for New Shares and Bonus Options under this Prospectus.

### 3. EFFECT OF THE OFFER

#### 3.1 Capital structure on completion of the Offer

The following table shows the proposed capital structure of NMP on completion of the Offer. The Offer is not underwritten, therefore the exact number of New Shares to be issued cannot be calculated until applications have been determined following the Closing Date. The table assumes the Offer is fully subscribed.

Shares	Number
Existing Shares on issue at the date of this Prospectus	14,035,000
New Shares proposed to be issued under this Prospectus	1,500,000
Proposed total Shares on issue after Offer (if Offer for New Shares is fully subscribed and part of the loan owing to Bawden Custodians Pty Ltd as referred to below, is converted into Shares).	16,172,500
Existing Options on issue at the date of this Prospectus	10,800,000

Subject to the approval of shareholders of NMP at an extraordinary general meeting of NMP to be held on 23 May 2005, NMP will, subject to certain conditions being satisfied by NMP, issue convertible notes to various noteholders up to an aggregate value of \$1,250,000, which bear interest at 12.5% per annum and which can be converted into Shares in NMP within 2 years of issue, or redeemed in certain circumstances on or before conversion. Full details of the terms of the convertible notes and their issue have been disclosed in the Notice of Extraordinary General Meeting dated 22 April 2005 which has been lodged with the NSX.

The following Options are on issue in NMP at the date of this Prospectus:

Nathan Nissen	5,500,000
Daniel Nissen	500,000
Robert Brett	1,000,000
Bawden Custodians Pty Ltd	1,000,000
WHI Securities Pty Ltd	300,000
D & SJ Investments Pty Ltd	2,500,000

The Options enable the holders to acquire one Share for each Option held and are exercisable at \$0.25¢ per Share at any time up until 30 April 2008.

Pursuant to the terms of this Prospectus, Nathan Nissen will transfer up to 1,500,000 of the Options, held by him, being the Bonus Options to applicants for New Shares on a one for one basis for no consideration.

Pursuant to the terms of a Convertible Notes and Options Agreement dated 19 April 2005 and entered into between NMP, Cygnet Capital Pty Ltd and the various optionholders, the optionholders have undertaken to transfer Options issued to them as at the date of that agreement as follows:

- 1,562,500 Options to applicants for the convertible notes referred to above on the basis of one Option for every \$0.80 of principal moneys subscribed for the convertible notes;
- 1,791,500 to Cygnet Capital Pty Ltd; and

- 658,500 to applicants for Shares pursuant to a small scale offering under section 708(1) of the Corporations Act which has recently been conducted by NMP and which raised \$131,700.

Bawden Custodians Pty Ltd pursuant to an agreement dated 20 January 2004 with NMP loaned NMP the sum of \$150,000 at an interest rate of 10% per annum. The loan and any accrued and unpaid interest is convertible into Shares at a conversion price of \$0.20¢ per Share on or before 31 December 2005. If not converted before this date the loan must be repaid by NMP. Subject to NMP's shareholders approving the convertible note issue referred to above at the forthcoming extraordinary general meeting and the Corporations Act, Bawden Custodians Pty Ltd has agreed to convert \$127,500 of the loan into 637,500 Shares. Following the conversion of this amount of the loan into Shares, Bawden Custodians Pty Ltd will, assuming that the Offer is fully subscribed, own 3,227,500 Shares, representing 19.95% of NMP's issued capital at that date. If the Offer is not fully subscribed, then the amount of the loan to be converted into Shares will be adjusted down, in order to ensure that Bawden Custodians Pty Ltd's shareholding in NMP does not exceed 19.99%. Subject to the Corporations Act, it is proposed that the balance of the loan and any unpaid interest will be converted into Shares as soon as practicable following the expiry of a 6 month period after the conversion referred to in this paragraph. Although this conversion may, depending on the issued share capital of NMP at this time, result in Bawden Custodians Pty Ltd owning greater than 20% of NMP's issued share capital, any such further conversion will be pursuant to the provisions of section 611 item 9 of the Corporations Act, the 3% creep provisions which allows a party who has held at least 19% of a company's securities for a period of at least 6 months prior to any acquisition to increase its shareholding by up to 3%.

The following table shows the Options on issue which will be held following the Closing Date assuming the Offer is fully subscribed, and all Bonus Options have been transferred to applicants and the various resolutions to be considered at the extraordinary general meeting of NMP on 23 May 2005 are passed.

Optionholder	Number of Options
Various Noteholders	1,562,500 in total
Cygnnet Capital Pty Ltd	1,791,500
Various applicants for Shares pursuant to NMP's recent placement	658,500 in total
Various applicants for New Shares (assuming Offer is fully subscribed)	1,500,000 in total
Nathan Nissen	2,730,250
Daniel Nissen	231,250
Robert Brett	482,250
Bawden Custodians Pty Ltd	482,250
WHI Securities Pty Ltd	131,250
D&S J Investments Pty Ltd	1,230,250

### 3.2 Effect for Shareholders

Existing shareholders will be diluted by the Offer, although the extent of any dilution will be reduced or negated if they apply for New Shares.

## **4. RISK FACTORS**

### **4.1 General**

There are a number of factors, both specific to NMP and of a general nature, which may affect the future operating and financial performance of NMP and the value of an investment in NMP.

Some of these factors can be mitigated by the use of safeguards and appropriate commercial action. However, many are outside the control of NMP and cannot be mitigated.

This section describes certain risks associated with an investment in NMP. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as the other information contained in this Prospectus.

### **4.2 Security investment**

Prospective investors should be aware that there are risks associated with investment in securities of companies listed on a stock exchange. The value of the Shares can be expected to fluctuate depending on various factors including general worldwide economic conditions, changes in government policies, investor perceptions, movements in interest rates and stock markets, prices of NMP's services, variations in the operating costs and costs of capital replacement which NMP may in the future require. Accordingly, assuming that the New Shares are granted official quotation by NSX, they may trade on NSX at a higher or lower price than the issue price.

Similarly, the level of dividends which will be paid in respect of the Shares can move either up or down and it is possible that NMP may not be able to pay any dividends.

Each prospective investor should consider whether the securities the subject of this Offer are a suitable investment for them before deciding to invest in New Shares. Any prospective investor in doubt about investing in New Shares should consult their stockbroker, accountant, lawyer or other professional adviser immediately.

### **4.3 Pricing pressure**

NMP may not be able to compete successfully against current or future competitors where aggressive pricing policies are employed to capture market share. That competition could result in price reductions, reduced gross margins and loss of market share, any of which could materially adversely affect NMP's operating results.

### **4.4 Reliance on key personnel**

A number of key management and personnel are important to the attainment of the business goals of NMP. Some of these key personnel have significant direct or indirect shareholdings in NMP. Despite these, one or more of the key employees could leave their employment with NMP, and this may adversely affect the ability of NMP to conduct its business and, accordingly, affect the financial performance of NMP and its share price.

### **4.5 Ability to attract personnel**

NMP's success depends, in part, on its ability to identify, attract, motivate and retain additional suitably qualified management and sales personnel. Competition for qualified staff is strong. The inability to access and retain the services of a sufficient number of qualified staff could be disruptive to NMP's development efforts or business development and could materially adversely affect its operating results.

### **4.6 Profitability**

Future operating results depend to a large extent on management's ability to successfully manage expansion and growth, which necessarily requires rapid expansion of all aspects of the business

operations, such as revenue forecasting, addressing new markets, controlling expenses, implementing infrastructure and systems and managing its assets. Inability to control the costs and organisational impacts of business growth or an unpredicted decline in the growth rate of revenues without a corresponding and timely reduction in expense growth or a failure to manage other issues arising from growth could materially adversely affect NMP's operating results.

#### **4.7 Economic risk and external market factors**

Factors, such as, but not limited to, political movements, stock market trends, changing customer preferences, interest rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes, may all have an adverse impact on NMP's operating costs, profit margins and share price. These factors are beyond the control of NMP and NMP cannot, to any degree of certainty, predict how they will impact on NMP.

#### **4.8 On-going capital requirements for NMP**

While the proceeds of the Offer and the issue of the convertible notes and the small scale share offering referred to in section 3 are intended to adequately satisfy NMP's current and anticipated capital requirements, if NMP requires access to further funding at any stage in the future, NMP may be adversely affected in a material way if, for any reason, access to that capital is not available. There can be no assurance that additional funds will be available. If additional funds should be raised by issuing equity securities, this might result in dilution to the then existing shareholders.

## **5. ADDITIONAL INFORMATION**

### **5.1 Nature of this Prospectus**

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities to issue a prospectus with less rigorous disclosure requirements if:

- the securities offered by the prospectus are in a class of securities that have been quoted securities at all times in the 12 months before the date of the prospectus; and
- the company is not subject to certain exemptions or declarations prescribed by the Corporations Act.

Securities are quoted securities if:

- the company is included in the official list of a prescribed stock exchange; and
- the NSX Listing Rules apply to those securities.

The information in this Prospectus principally concerns the terms and conditions of the Offer and the information necessary to make an informed assessment of:

- the effect of the Offer on NMP; and
- the rights and liabilities attaching to the New Shares and Bonus Options offered by this Prospectus.

As NMP has been listed on NSX since 20 April 2004, a substantial amount of information concerning NMP has previously been notified to NSX and is therefore publicly available.

The Prospectus is intended to be read in conjunction with the publicly available information in relation to NMP which has been notified to NSX 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. Prospective investors should therefore also have regard to the other publicly available information in relation to NMP before making a decision whether or not to invest in the New Shares and Bonus Options.

### **5.2 Regular reporting and disclosure obligations**

NMP is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under the Corporations Act and the NSX Listing Rules.

These obligations require NMP to notify NSX of information about specified events and matters as they arise for the purposes of NSX making that information available to the stock market conducted by NSX. In particular, NMP has an obligation under the NSX Listing Rules (subject to certain limited exceptions) to notify NSX immediately of any information of which it becomes aware concerning NMP which a reasonable person would expect to have a material effect on the price or value of securities in NMP.

NMP is also required to prepare and lodge with ASIC both yearly and half yearly financial statements accompanied by a directors' statement and report and an auditor's report.

All announcements made by NMP are available from NSX.

### **5.3 Your right to obtain copies of NMP's documents**

Copies of any documents in relation to NMP which are lodged with ASIC may be obtained from or inspected at, an ASIC office.



During the period that the Offer remains open, NMP will provide copies of the following to any person on request, free of charge:

- (a) NMP's annual financial report for the year ended 30 June 2004 being the last annual financial report that has been lodged with ASIC before lodgement of this Prospectus;
- (b) NMP's financial report for the half-year ended 31 December 2004 lodged with ASIC after the lodgement of the annual report referred to in paragraph (a) and before the date of lodgement of this Prospectus; and
- (c) any continuous disclosure notices used to notify NSX of information relating to NMP between 30 June 2004 (being the date of lodgement of the financial report referred to in paragraph (a) with ASIC) and the date of lodgement of this Prospectus.

#### **5.4 Documents available for inspection**

The following documents are available for inspection during normal business hours at the registered office of NMP:

- (a) this Prospectus;
- (b) the constitution of NMP;
- (c) the terms of the Bonus Options; and
- (d) the consents referred to in section 5.8 of this Prospectus.

#### **5.5 Directors' interests and benefits**

- (a) Other than as set out below or elsewhere in this Prospectus, no director or proposed director of NMP, and no firm in which a director or proposed director of NMP is a partner, holds, or held at any time during the last 2 years before the date of this Prospectus, any interest in:

- the formation or promotion of NMP;
- any property acquired or proposed to be acquired by NMP in connection with its formation or promotion or in connection with the Offer, or
- the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any director or proposed director of NMP:

- to induce them to become, or to qualify them as, a director; or
- for services rendered by them in connection with the formation or promotion of NMP or in connection with the Offer.

- (b) Directors are not required under NMP's constitution to hold any shares in NMP.
- (c) The table below shows the interest of each director (whether held directly or indirectly) in securities of NMP as at the date of this Prospectus:

Director	Shares	Options
Nathan Nissen	5,885,000	5,500,000
Daniel Nissen	500,000	500,000
Dean Joel	2,500,000	2,500,000
Robert Brett	500,000	1,000,000

Directors may hold the relevant interests in the securities shown above directly, or through holdings by companies, trusts or other persons with whom they are associated.

## 5.6 Interests of other persons

Other than as set out below or elsewhere in this Prospectus, no 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, and no promoter of NMP or financial services licensee named in this Prospectus as a financial services licensee involved in the Offer holds, or held at any time during the last 2 years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of NMP;
- (b) any property acquired or proposed to be acquired by NMP in connection with its formation or promotion or in connection with the Offer, or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given to any of these persons for services rendered by them in connection with the formation or promotion of NMP or in connection with the Offer.

Lander & Rogers have provided various legal services and have or will receive professional fees for legal work undertaken by them in connection with the Offer and this Prospectus.

Cygnnet Capital Pty Ltd has provided capital raising services in relation to the Offer and has or will receive fees for these services.

## 5.7 Costs of the Offer

The total estimated costs in relation to the Offer, including advisory, legal, listing and administrative fees, as well as printing, advertising and other expenses payable by NMP are \$33,000 plus GST.

## 5.8 Consents

Each of the parties referred to in this section:

- (a) has not authorised or caused the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus other than as specified in this section;
- (c) has not made any statement on which a statement in this Prospectus is based, other than as specified in this section; and
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus other than the reference to its name and the statement (if any) included in this Prospectus with the consent of that party as specified in this section.

Lander & Rogers have given and, at the time of lodgement of this Prospectus, have not withdrawn their written consent to being named in this Prospectus as legal advisers to NMP in respect of the Offer in the form and context in which they are named.

Computershare has given and, at the time of lodgement of this Prospectus, has not withdrawn its written consent to being named in this Prospectus as the share registry to NMP in respect of the Offer in the form and context in which it is named. Computershare has had no involvement in the preparation of any part of this Prospectus other than being named as share registrar to NMP. Computershare has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for any part of this Prospectus.

Cygnnet Capital Pty Ltd has given and, at the time of lodgement of this Prospectus, have not withdrawn their written consent to being named in this Prospectus as corporate adviser to NMP in respect of the Offer in the form and context in which they are named.

## **6. GLOSSARY**

The following definitions apply throughout this Prospectus unless the context requires otherwise.

“ASIC” means the Australian Securities and Investments Commission.

“Bonus Options” means 1,500,000 Options belonging to Nathan Nissen as at the date of this Prospectus which are to be transferred for no consideration to applicants for New Shares on a one for one basis.

“Closing Date” means 5pm on 24 June 2005.

“Corporations Act” means the Corporations Act 2001 (Cth).

“NMP” means New Millenium Publications Limited ACN 007 016 202.

“New Shares” means the shares to be issued in NMP under this Prospectus.

“NSX” means the Stock Exchange of Newcastle Limited.

“NSX Listing Rules” means the official listing rules of the NSX.

“Offer” means the invitation by NMP to apply for up to 1,500,000 New Shares under this Prospectus and for one Option for each New Share applied for.

“Option” means an option to subscribe for one Share at \$0.25¢.

“Prospectus” means this prospectus.

“Share” means a fully paid ordinary share in the capital of NMP.

### **Consents to lodgement**

Each director of NMP has authorised this Prospectus and has consented to the lodgement of this Prospectus with ASIC as required by section 720 of the Corporations Act.

Dated: 18 May 2005

**APPLICATION FORM FOR NEW SHARES**

**See Attached**

## APPLICATION FORM

This application form is important. If you are in doubt as to how to deal with it, please contact your stockbroker or professional advisor without delay. You should read the entire Prospectus carefully before completing this form. To meet the requirements of the Corporations Act, this application form must not be distributed unless included in, or accompanied by, the Prospectus.

Capitalised terms in this form have the same meaning as in the Prospectus.

I/we apply for <div style="border: 1px solid black; width: 80px; height: 20px; margin-top: 5px;"></div>	number of New Shares in New Millennium Publications Limited at <b>\$0.20</b> per share or such lesser number of shares which may be allocated to me/us, plus an equivalent number of Bonus Options.	<b>Total amount payable</b> \$ <div style="border: 1px solid black; width: 100px; height: 20px; display: inline-block;"></div> (multiply \$0.20 by the number of New Shares accepted)
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Name of applicant (name or company name):
Name of joint applicant 2:
Postal address:
Contact name:
Contact telephone number:
Chess Participant Holder Identification Number (HIN):

### Cheque payment details

Please complete the details in the box below.

Drawer	Bank	BSB	Account Number

Payment must be by cheque or bank draft in Australian currency drawn on an Australian branch of a financial institution for the total amount payable. Cheques or bank drafts should be made payable to "New Millennium Publications Limited – Share Issue Account" and crossed "Not Negotiable". **Do not forward cash.**

### Lodgement Instructions

Application forms must be received at the offices of New Millennium Publications Limited by no later than 5:00 pm on 24 June 2005. Return the application form with cheque(s) attached to:

New Millennium Publication Limited  
Level 1, 92 Union Street, Armadale, Victoria 3143

By lodging the application form, you agree that this application for New Shares and Bonus Options in New Millennium Publications Limited is upon and subject to the terms of the Prospectus and the constitution of New Millennium Publications Limited. You agree to take any number of New Shares and Bonus Options that you may be allotted pursuant to the Prospectus and declare that all details and statements made are complete and accurate. It is not necessary to sign the application form.

### Your Guide to the Application Form

**Shares Applied for:** Enter the number of New Shares you wish to apply for. The application must be for a minimum of 10,000 New Shares and thereafter in multiples of 1,000.

**CHESS:** New Millennium Publications Limited(NMP) participates in CHESS, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited. In CHESS, NMP will operate an electronic CHESS Subregister of security

**Application Monies:** Enter the amount of application monies. To calculate the amount, multiply the number of New Shares by \$0.20.

**Applicant Name(s):** Enter the full name you wish to appear on the statement of share holding. This must be either your own name or the name of a company. Up to 2 joint applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHESS) participants should complete their name identically to that presently registered in the CHESS system.

**Postal Address:** Enter your postal address for all correspondence. All communications to you from the registry will be mailed to the person(s) and address as shown. For joint applications, only one address can be entered.

**Contact Details:** Enter your contact details. These are not compulsory but will assist us if we need to contact you.

#### Privacy Statement

Chapter 2C of the Corporations Act requires information about you as security holder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting Computershare Investor Services.

#### Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold New Shares and Bonus Options. Applications must be made 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 of registrable title(s) below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual - Use given name(s) in full, not initials	Mr John Alfred Smith	J A Smith
Joint - Use given name(s) in full, not initials	Mr John Alfred Smith & Mrs Janet Marie Smith	John Alfred & Janet Marie Smith
Company - Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s) - Do not use the name of the trust	Ms Penny Smith <Penny Smith Family A/C>	Penny Smith Family Trust
Deceased Estates - Use executor(s) personal name(s) - Do not use the name of the deceased	Mr Michael Smith <Est John Smith A/C>	Estate of Late John Smith
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>	Peter Smith
Partnerships - Use partners personal name(s) - Do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith & Son A/C>	John Smith & Son
Clubs/Unincorporated Bodies/Business Names - Use office bearer(s) Personal names(s) - Do not use the name of the club etc	Mrs Janet Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds - Use the name of trustee of the fund	John Smith Pty Ltd <Super Fund A/C>	John Smith Pty Ltd Superannuation Fund

holdings and an electronic Issuer Sponsored Subregister of security holdings. Together the two Subregisters will make up NMP's principal register of securities. NMP will not be issuing certificates to applicants in respect of New Shares or Bonus Options allotted. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold New Shares or Bonus Options allotted to you under this application on the CHESS Subregister, enter your CHESS HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by NMP and allocated a Securityholder Reference Number (SRN).

**Payment:** Make your cheque or bank draft payable to "New Millennium Publications Limited – Share Issue Account" in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian Bank. Subject to the Corporations Act, cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Cash will not be accepted. Receipt for payment will not be forwarded.