

10 August 2009

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SAM  
MR JOHN SAMPLE  
FLAT 123  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLETOWN VIC 3030

Dear Shareholder

### Share Purchase Plan and Shareholder Meeting

Further to recent announcements made by Intermoco Limited (**Intermoco**) to the ASX, please find enclosed details of our Share Purchase Plan (**SPP**), and a Notice of Meeting for a General Meeting of Shareholders to be held on 8 September 2009 at our office in South Melbourne.

Both the SPP and Notice of Meeting concern capital raisings undertaken to raise working capital to fund the present and future growth of the Intermoco business. Since I became Chief Executive Officer in February this year and changed the management and structure of Intermoco, the rate of growth of our business has exceeded our expectations. We currently have some \$7 million of customer orders that we need to fund and this has created cash flow issues. The current capital raisings will be used to fulfil our immediate customer orders and fund future customer commitments.

#### Share Purchase Plan

Enclosed are details of the SPP, an application form and a reply paid envelope should you wish to participate in the SPP. Funds raised under the SPP will be used for working capital to fund the growth of the Intermoco business. The closing date by which your application form and application funds must be received is **31 August 2009**.

Please refer to the enclosed documents for further details.

#### Shareholder meeting

Intermoco has called a shareholder meeting to approve various issues and proposed issues of ordinary shares. The Shares were issued, or are to be issued, to raise funds for working capital to fund the growth of the Intermoco business. A proxy form is enclosed to enable you to vote if you cannot attend the meeting.

Please refer to the enclosed documents for further details.

I look forward to meeting you at the shareholder meeting.

Yours faithfully,



Bob Gestro  
Chief Executive Officer

For personal use only

10 August 2009



Dear Shareholder

### **Intermoco Limited Share Purchase Plan - Terms**

The Board of Directors of Intermoco Limited (**Intermoco** or the **Company**) are pleased to advise you of the introduction of a Share Purchase Plan (**Plan**), details of which are set out below.

The basis of the Plan is that it allows you as a shareholder in the Company (irrespective of the size of your shareholding) to purchase up to \$15,000 worth of shares in Intermoco at 1.5 cents per share, direct from the Company, at a discounted price, free of all brokerage, and commission. The Plan is being introduced to give all shareholders a chance to participate in issues by the Company and minimise dilution. The Plan is non renounceable, which means you cannot sell your right to purchase Shares.

#### **Introduction**

As a general rule, when a company issues shares, it must issue a disclosure document such as a prospectus. As a prospectus is a lengthy and costly document, ASIC has granted an exception from the prospectus requirements where a company establishes a Share Purchase Plan which is open to all shareholders equally (no matter how many shares they own) and where only a small amount is raised from each shareholder, being no more than \$15,000.00.

Intermoco has determined to establish such a Plan available to all shareholders registered on 6 August 2009 and whose registered address is in Australia, New Zealand, or any other jurisdiction where Intermoco can legally offer shares under the Plan.

There are a number of advantages to shareholders in participating in the Plan:

- There are no brokerage or other fees payable by you;
- As the Plan is open to all shareholders equally, smaller shareholders are not diluted if they participate;
- The subscription price is 1.5 cents per fully paid ordinary Intermoco share (**Share**), being a 17% discount to the weighted average closing price for the five days of trading of Shares preceding the date of this letter.

You should note that, because Intermoco is not required to issue a prospectus in relation to this offer, the types of disclosures and due diligence that would ordinarily accompany a prospectus are not made. You should therefore rely upon your own knowledge of Intermoco and disclosures already made by it to ASX, alternatively seek professional advice, before deciding whether to participate in the Plan. In particular, I would recommend that you read the 4C and Trading Update, and Investor Presentation, both lodged with ASX on 29 July 2009 in conjunction with this offer.

## Key dates

The important dates in relation to this offer are as follows:

Record date for determining entitlement to Offer	<b>6 August 2009</b>
Offer opening date	<b>10 August 2009</b>
Offer Closing Date (subject to Board discretion to extend, shorten or cancel Share Purchase Plan)	<b>31 August 2009</b>
Issue of Shares to shareholders	<b>7 September 2009</b>

## Details of the offer

The following are the details of the offer.

- a. The subscription price is 1.5 cents, being a 17% discount to the weighted average closing price for the five days of trading of Shares preceding the date of announcement of the Plan, and the price of the recently announced \$2.55m capital raising.
- b. The maximum entitlement for each shareholder is \$15,000.00. You may apply for less than the maximum entitlement, but if you wish to apply, you must apply for at least \$1,000.00 worth of Shares and your application must be in multiples of \$500.00. The company is not able to issue fractions of Shares, and therefore Shares to be issued will be rounded down to the nearest whole number. You cannot apply for more than \$15,000.00 worth of Shares.
- c. The offer is open to all shareholders of Intermoco on its shareholder register at 5.00 pm on 6 August 2009 whose registered address is in Australia, New Zealand, or any other jurisdiction where Intermoco can legally offer Shares under the Plan. The offer is non-renounceable.
- d. Shares to be issued will be ordinary Shares and will be issued on the same terms and conditions as your current Shares.
- e. The maximum number of Shares to be issued will be determined by multiplying the number of eligible shareholders by the maximum number of Shares that each shareholder could apply for, which will be \$15,000.00 divided by the issue price per Share as set out in a. above.
- f. At the date of the Plan, the Company has approximately 3,200 shareholders. The number of Shares that could be issued as a proportion of the current issued capital of approximately 1,624 million Shares will depend on the number of shareholders who take up the offer and the amounts that they apply for.
- g. Under the ASX Listing Rules, as issues of Shares under the Plan does not count towards Intermoco's general ability to issue up to 15% of its issued capital in a 12 month period, provided:
  - the total number of Shares issued under the Plan does not exceed 30%; and
  - any discount offered does not exceed 20%.
- h. While the amount that may be raised under the Plan is not known at the date of this offer, the Intermoco Board is aware of the potential dilutive impact of the Plan and has set an upper limit of \$1.5 million. The Intermoco Board may therefore scale back applications at its discretion if more than \$1.5 million in applications is received, but reserves the right to accept more than \$1.5 million.

i. A decision on whether or not to scale back applications in excess of \$1.5 million will be made after the Offer Closing Date referred to above. The decision will be final and binding and the Board will determine the most appropriate method of scaling back applications. It may scale back by:

- Allotting Shares to applications received first in time; or
- Allotting Shares to applicants on the basis of time that applicants have been shareholders of Intermoco; or
- Allotting Shares on a pro rata basis according to the amount of Shares applied for.

Intermoco will bank all application funds received and, if applications are scaled back, will return excess funds to applicants as soon as practicable following the scale back.

j. The offer under the Plan will close at 5.00 pm on 31 August 2009, subject to the right of the Intermoco Board to shorten or extend the closing date, or cancel the Plan at its sole discretion. Applications will only be accepted by receipt of the original, duly executed Application Form enclosed accompanied by the full subscription price. Application Forms must be received by the Closing Date. Applicants can use the reply paid envelope, or forward applications to the following address:

Intermoco Limited – Share Purchase Plan  
Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne, Victoria 3001  
Australia

k. The proposed use of the funds raised is described below.

l. Intermoco will issue Shares under the Plan within 14 days of the Closing Date or any shortened or extended Closing Date to applicants, provided an applicant's cheque has cleared. No Shares will be issued to applicants whose cheques have not cleared.

#### **Use of funds**

Since Intermoco changed senior management in February 2009, substantial progress has been made on a restructuring of the Company's business and operations, fundamentally to:

- Renew the Company's focus on metering products and services; and
- Reduce the Company's cost base to sustainable levels.

The Company has experienced rapid success in securing new orders across its business lines, substantiating the Board's belief that the Company's business is successful and scalable. Shareholders are referred to the following announcements made to ASX, available at [www.intermoco.com.au](http://www.intermoco.com.au)

Date	Heading	pages
31/07/2009	Open Briefing	5
29/07/2009	Investor Presentation	12
29/07/2009	4C and Trading Update	2
29/07/2009	ASX Appendix 4C cash flow statement	5
13/07/2009	Great start to FY2010	1
08/07/2009	5 year contract with major electricity retailer	1
30/06/2009	New meter reading orders	2
23/06/2009	Utiligy Forte	1
19/06/2009	Receives single order for \$1.5 million	2
10/06/2009	Boardroom radio broadcast	1
04/06/2009	Record Orders Continue	2
02/06/2009	Launch of imeter Gateway	1
19/05/2009	section 708A notice	1
19/05/2009	Investor presentation - May	16
14/05/2009	NEC Strategic Business Partner Agreement	1
12/05/2009	Record orders for April	2
01/05/2009	Trading update	2

In order to meet future commitments and maintain growth, the Company requires further capital to pay its suppliers and enable it to deliver on time to its customers. Funds raised will therefore be used for working capital purposes and at the general discretion of the Board.

### **Risk**

While the subscription price is at the date of the announcement of the Plan at a 17% discount to the market price of Shares, subscription under the Plan is a speculative investment and the market price may change between the date you apply for Shares and the issue of Shares to you. Accordingly, the value of Shares applied for may rise or fall.

This offer is not a prospectus and does not require the types of disclosures required under the Corporations Act. You must rely on your own knowledge of Intermoco, previous disclosures made by Intermoco to ASX or consult your professional adviser when deciding whether or not to accept the offer and participate in the Plan.

### **Further information**

For any further information concerning participation in the Plan, please contact Bob Gestro, CEO, or Oliver Carton, Company Secretary, on 03 8699 8799.



Intermoco Limited  
ABN 15 006 908 701



Please return completed form to:  
Computershare Investor Services Pty Limited  
GPO Box 52 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 016 377  
(outside Australia) 61 3 9415 4230

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SAM  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



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For your security keep your SRN/HIN confidential.

Entitlement Number:  
Record Date: 6 August 2009  
Offer Closes: 5.00pm AEST 31 August 2009  
Price per Share: A\$0.015

### SHARE PURCHASE PLAN APPLICATION FORM

This personalised form can only be used in relation to the shareholding represented by the SRN or HIN printed above. This is an important document and requires your immediate attention. If you are in doubt about how to deal with this document, please consult your financial or other professional adviser.

Pursuant to the terms and conditions of the Intermoco Limited Share Purchase Plan (SPP) contained in the letter to Intermoco shareholders dated 10 August 2009, Intermoco is offering eligible shareholders the opportunity to purchase ordinary shares up to a maximum value of A\$15,000.00 per eligible shareholder, subject to a minimum application of A\$1,000.00

If you do not wish to purchase additional shares under this offer there is no need to take action.

By making your payment, you agree to be bound by the Constitution of Intermoco and agree that the submission of this payment constitutes an irrevocable offer to you by Intermoco to subscribe for Intermoco Shares on the terms of the SPP. In addition, by submitting the slip below you certify that the aggregate of the application price paid by you for:

- the Shares the subject of the slip below; and
- any other shares and interests in the class applied for by you under the Share Purchase Plan or any similar arrangement in the 12 months prior to the date of submission of the slip below, does not exceed A\$15,000.00.

#### METHOD OF ACCEPTANCE

You can apply for shares and make your payment utilising one of the payment options detailed overleaf.

Intermoco may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by Intermoco will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates. Intermoco reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all eligible shareholders even where Intermoco does not notify you of that event.

INT SPRB +

PLEASE DETACH HERE

Please see overleaf for Payment Options



Billers Code: 119982  
Ref No: 1234 5678 9012 3456 78

Paperclip cheque(s) here. Do not staple.



#### We wish to purchase:

66,666 shares for A\$1,000 or  166,666 shares for A\$2,500 or  333,333 shares for A\$5,000 or  666,666 shares for A\$10,000 or  1,000,000 shares for A\$15,000

\* These share amounts may be subject to scale-back in accordance with the terms of the SPP. If you apply for a different amount to the above, it must be in a multiple of \$500.

#### Payment Details – Please note that funds are unable to be directly debited from your bank account

Drawer	Cheque number	BSB number	Account number	Cheque amount
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

Make your cheque, money order or bank draft payable to "Intermoco SPP"

#### Contact Details

Please provide your contact details in case we need to speak to you about this slip

Name of contact person

Contact person's daytime telephone number

1234567890123456+1234567890-1234+12

# How to accept the Share Purchase Plan

## Payment Details

You can apply for shares by utilising the payment options detailed below. There is no requirement to return the slip below if you are paying by electronic means.

By making your payment using either electronic means or by cheque, bank draft or money order, you confirm that you:

- agree to all of the terms and conditions of the Share Purchase Plan as enclosed with this Application Form;

Your cheque, bank draft or money order payable to Intermoco SPP in Australian currency and cross it Not Negotiable. Your cheque, bank draft or money order must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided. **Please note that funds are unable to be directly debited from your bank account.**

**If paying by cheque, return the slip below and cheque, bank draft or money order in the envelope provided.**

**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. Paperclip (do not staple) your cheque(s) to the slip below where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.**

## Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding the slip below.

## Lodgement of Application

If you are applying for shares and your payment is being made by BPAY®, you do not need to return the slip below. Your payment must be received by no later than 5:00 pm (AEST) on 31 August 2009. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order, the slip below must be received by Computershare Investor Services Pty Limited (CIS) Melbourne by no later than 5:00 pm (AEST) on 31 August 2009. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. New Zealand holders will need to affix the appropriate postage. Return the slip below with cheque, bank draft or money order attached.

Neither CIS nor Intermoco accepts any responsibility if you lodge the slip below at any other address or by any other means.

## Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail [privacy@computershare.com.au](mailto:privacy@computershare.com.au)

**if you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 016 377 or +61 3 9415 4230 for callers outside Australia.**

This form may not be used to notify your change of address. For information, please contact CIS on 1300 850 505 or visit [www.computershare.com](http://www.computershare.com) (certificated/issuer sponsored holders only).

**CHES holders must contact their Controlling Participant to notify a change of address**

## Payment Options:



**Bill Code:** 119982

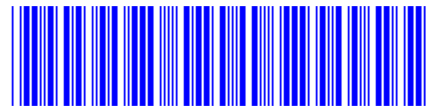
**Ref No:** 1234 5678 9012 3456 78

Telephone & Internet Banking – BPAY

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: [www.bpay.com.au](http://www.bpay.com.au)



**Intermoco Limited - Share Purchase Plan**  
**Computershare Investor Services Pty Limited**  
**GPO Box 52**  
**Melbourne, Victoria 3001**  
**AUSTRALIA**



Entitlement Number: <xxxxxxxxxx>

**SAMPLE CUSTOMER**  
**SAMPLE STREET**  
**SAMPLE STREET**  
**SAMPLE STREET**  
**SAMPLE STREET**  
**SAMPLETOWN TAS 7000**





## NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the members of Intermoco Limited ACN 006 908 701 (**"Intermoco" or "Company"**) will be held at **85 Buckhurst Street, South Melbourne** Victoria at **10.00 am** on **8 September 2009**.

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### BUSINESS

#### 1 RATIFICATION OF ISSUE OF SECURITIES

To consider and, if thought fit, to pass the following as ordinary resolutions:

- 1.1 *"That pursuant to ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of the fully paid shares to the entities described in Table 1A of the Explanatory Memorandum."*
- 1.2 *"That pursuant to ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of the fully paid shares to the entities described in Table 1B of the Explanatory Memorandum."*
- 1.3 *"That pursuant to ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of the fully paid shares to the entities described in Table 1C of the Explanatory Memorandum."*

#### Short Explanation

Intermoco has issued a number of ordinary fully paid Shares ("Shares") to the entities described in Tables 1A, 1B and 1C of the Explanatory Memorandum, at various dates. Funds raised have been used for the purposes set out in the Explanatory Memorandum.

The Board of Intermoco is allowed to issue up to 15% of its issued capital without Shareholder approval each 12 months. The Shares described above were issued without Shareholder approval and were within this limit. Under the Listing Rules, Intermoco can seek Shareholder ratification of an issue made within the 15% limit, and, if given, the effect of the ratification is to deem that the Shares issues were issued with Shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital without Shareholder approval.

The purpose of this resolution is to seek this ratification.

Further details of both resolutions are set out in the attached Explanatory Memorandum.

#### Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by the entities described in paragraph 1.1 of the Explanatory Memorandum or any associates of those entities.

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

## 2 APPROVAL TO ISSUE SHARES UNDER A PRIVATE PLACEMENT

To consider and, if thought fit, to pass the following ordinary resolution:

*"That approval is given under Listing Rule 7.1 for the Company to issue and allot the number of shares as described in paragraph 2.1 of the Explanatory Memorandum to the entities described in paragraph 2.1 of the Explanatory Memorandum."*

### **Short explanation**

As announced to the market on 29 July 2009, Intermoco has agreed, subject to shareholder approval, to issue the Shares set out in para 2.1 of the Explanatory Memorandum to the entities set out in para 2.1 of the Explanatory Memorandum.. This resolution seeks that approval.

The Board of the Company is allowed to issue up to 15% of its issued capital without shareholder approval each 12 months. The Company seeks shareholder approval for the issue of Shares so that the Shares issued do not count towards this 15% limit.

### **Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on resolution 2 by the entities described in paragraph 2.1 of the Explanatory Memorandum, or any associate of those entities.

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

Further details of this resolution are set out in the Explanatory Memorandum.

## 3 APPROVAL TO ISSUE SHARES TO DIRECTOR ON CONVERSION OF LOAN

To consider and, if thought fit, to pass the following as an ordinary resolution:

*"That approval is given under Listing Rule 10.11 for the Company to issue and allot the Shares described in paragraph 3.1 of the Explanatory Memorandum to Mr Bob Gestro on the terms set out in paragraph 3.1 of the Explanatory Memorandum."*

### **Short explanation**

The Company has borrowed funds from a Director Mr Gestro on the terms set out in paragraph 3.2 of the Explanatory Memorandum, convertible into Shares at the rate of \$0.0064 per Share. Under the Listing Rules, the Company requires Shareholder approval before issuing Shares to Directors allowing conversion to occur. This resolution seeks that approval.

Further details of this resolution are set out in the Explanatory Memorandum.

**Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on resolution 3 by Mr Gestro, and any associate of his.

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

By order of the Board:



Company secretary  
5 August 2009

For personal use only

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## NOTES

1. A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to vote instead of the member. A proxy may be a person or a company.
2. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes.
3. A proxy need not be a member of the Company.
4. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed under seal or signed under the hand of a duly authorised officer or attorney.
5. To be valid, the enclosed proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged at the registered office of the Company or with the share registry of the Company:
  - a) at the offices of Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, or on fax number (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555; or
  - b) at the registered office of the Company, 85 Buckhurst Street, South Melbourne VIC 3205 or on fax number (03) 8699 8700not later than 48 hours before the time for commencement of the meeting.
6. A person may attend the meeting under an appointment of corporate representative pursuant to section 250D of the Corporations Act (including as representative of a corporate proxy) or Power of Attorney only if a copy of that appointment or Power of Attorney is provided to the share registrars of the Company before the meeting. Documents can be provided by post or facsimile as follows:
  - a) at the offices of Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067; or
  - b) by faxing it to the offices of Computershare Registry Services Pty Ltd on fax number (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555.
7. The Directors have determined that, for the purpose of voting at the meeting, Shares will be taken to be held by the registered holders at 7.00pm on **6 September 2009**.

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## EXPLANATORY MEMORANDUM

### INTRODUCTION

The following information provides a detailed explanation on resolutions 1 to 3 as set out in the Notice of Meeting.

#### 1 RESOLUTION 1.1 TO 1.3 – RATIFICATION OF ISSUE OF SECURITIES

##### 1.1 Summary of proposal

The Company has issued the following ordinary fully paid ordinary shares (“Shares”) to the following entities on the following dates (“Placement”).

**Table 1A**

Date	No of Shares	Issue price per Share	Placee
02.02.2009	2,500,000	1c	Mr G Dyring
02.02.2009	23,500,000	1c	Mr W O’Brien
02.02.2009	5,000,000	1c	Christopher William Watts & Mrs Charlene Deborah Anne Watts
03.03.2009	1,550,000	1c	Mr S Gamble + Mr Hasan Ramadan + Mr Alan Moore <Gamble Superannuation A/C>
<b>Total</b>	<b>32,550,000</b>		

**Table 1B**

13.05.2009	7,812,500	0.64c	Gisbourne Park Pty Ltd
13.05.2009	7,812,500	0.64c	Picton Cove
13.05.2009	31,250,000	0.64c	Mr W O’Brien
13.05.2009	2,343,750	0.64c	Mr J Lascala
13.05.2009	3,906,250	0.64c	Kitgrove Pty Ltd
13.05.2009	3,906,250	0.64c	Kitgrove Pty Ltd <GV SF Plan A/C>
13.05.2009	7,812,500	0.64c	Mr D Varlamos
13.05.2009	10,937,500	0.64c	Modas Pty Ltd
13.05.2009	5,000,000	0.64c	Mr V Truda
13.05.2009	2,460,938	0.64c	Mr S Gamble + Mr Hasan Ramadan + Mr Alan Moore <Gamble Superannuation A/C>
<b>Total</b>	<b>83,242,188</b>		

**Table 1C**

29.07.09	86,666,666	1.5c	Citywest Corp Pty Ltd <Copulos (Sunshine) Unit A/C>
29.07.08	6,666,666	1.5c	Supermax Pty Ltd ATF Supermax Superfund
<b>Total</b>	<b>93,333,332</b>		

The total number of shares on issue at the date of this Notice of Meeting, including the above Shares, is 1,624,093,851. Details of the Share price are set out in paragraph 3.2 below.

## 1.2 Purposes of Placement

Funds raised from the Shares issued under Table 1A to 1C were used for working capital purposes, to fund the ongoing growth of the Company. Shareholders should refer to the announcements made to ASX on 1 May 2009 and 29 July 2009 concerning the Placement for further information.

## 1.3 Listing Rule requirements for resolutions 1.1 to 1.3

### (a) ASX Listing Rule 7.4

Listing Rule 7.4 enables the Company to ratify an issue of Shares made without prior Shareholder approval under Listing Rule 7.1 if:

- (i) the issue of Shares did not breach Listing Rule 7.1; and
- (ii) Shareholders subsequently approve the issue of those Shares by the Company.

In general terms, Listing Rule 7.1 allows the Company to issue up to 15% of its issued capital without the need for approval from Shareholders, with some exceptions. The issue of the Shares set out in Tables 1A to C were not in breach of Listing Rule 7.1.

The Directors seek approval and ratification from Shareholders pursuant to Listing Rule 7.4 for the issue of the Shares set out in Table 1A to 1C.

### (b) ASX Listing Rule 7.5

ASX Listing Rule 7.5 lists information which must be contained in the Notice of General Meeting and Explanatory Memorandum where Shareholders will consider a resolution pursuant to ASX Listing Rule 7.4. This information is set out below:

- (i) *The number of securities allotted:* See table 1A to 1C.
- (ii) *The issue price of the securities:* See table 1A to 1C.
- (iii) *The names of the allottees:* See table 1A to 1C.
- (iv) *The terms of the securities:* The Shares are fully paid ordinary shares in the Company and rank pari passu with other fully paid ordinary shares on issue.
- (iv) *The use or intended use of the funds raised:* see paragraph 1.2.
- (v) *A voting exclusion statement:* This information is set out in the Notice of Meeting.

## 2 RESOLUTION 2 - APPROVAL TO ISSUE SHARES UNDER A PRIVATE PLACEMENT

### 2.1 Summary of proposal

Intermoco has agreed, subject to shareholder approval, to issue the Shares to the entities listed in Table 2 at an issue price of 1.5 cents per Share. The Board of the Company is allowed to issue up to 15% of its issued capital without shareholder approval each 12 months. The Company seeks shareholder approval for the issue of Shares so that the Shares issued do not count towards this 15% limit.

**Table 2**

<b>Placee</b>	<b>Amount (\$)</b>	<b>No of Shares</b>
NLG Dental Pty Ltd	50,000	3,333,333
Delta Automotive Machining Services Pty Ltd <Delta Automotive SF account>	50,000	3,333,333
Rock Assets Pty Ltd <MNG Family Account	100,000	6,666,666
Boroko Pty Ltd <Fairley Superannuation A/C>	50,000	3,333,333
Alec Gouloupoulos and Kery Maree Gouloupoulos<A&K Gouloupoulos SF Acc>	50,000	3,333,333
Maugra Nominees Pty Ltd <Kinston Retirement Fund>	50,000	3,333,333
Mr W O'Brien	60,000	4,000,000
Kiril Ruvinsky	75,000	5,000,000
Mr S Gamble + Mr Hasan Ramadan + Mr Alan Moore <Gamble Superannuation A/C>	45,000	3,000,000
Aurisch Investments Pty Ltd	500,000	33,333,333
Mr Rohan Andrew Ford & Mrs Kelly Mae Ford <Linx Finance Super Fund A/c>	30,000	2,000,000
Gosau Pty Ltd <MJH Superannuation Fund A/c>	60,000	4,000,000
Galawood Investments Pty Ltd	150,000	10,000,000
Mr David Ridley	30,000	2,000,000
The Gandel Group Pty Ltd <Gandel Group Family A/c>	30,000	2,000,000
<b>Total</b>	<b>1,330,000</b>	<b>88,666,664</b>

The expanded capital of Intermoco, being total number of shares on issue at the date of this Notice of Meeting, plus the above Shares, is 1,712,760,518. Detail of the Share price are set out in paragraph 3.2 below.

### 2.2 Purpose of proposed placement

It is intended that funds raised from the Shares issued under Table 2 will be used for working capital purposes, to fund the ongoing growth of the Company. Shareholders should refer to the announcement made to ASX on 29 July 2009 concerning the proposed placement for further information.

### 2.3 Listing Rule requirements for resolution 2

#### (a) Listing Rule 7.1

As stated above in paragraph 2.1, Listing Rule 7.1 provides that a company must not issue more equity securities than the number calculated in accordance with a formula contained in that Listing Rule without the approval of its Shareholders.

The Directors seek approval from Shareholders under Listing Rule 7.1 for the issue of the Shares described in paragraph 2.1.

(b) Listing Rule 7.3

Listing Rule 7.3 requires certain information to be contained in the Notice of General Meeting and Explanatory Memorandum where Shareholders will consider a resolution under Listing Rule 7.1. This information is set out below in relation to the proposed allotment of Shares.

- (i) *The maximum number of securities to be issued:* see Table 2.
- (ii) *The date by which the securities will be issued:* securities will be issued within 1 months of the date of this meeting.
- (iii) *The issue price of the securities:* 1.5 cents per Share.
- (iv) *The names of the allottees (if known) or the bases upon which the allottees will be determined:* see Table 2.
- (v) *The terms of the securities:* ordinary fully paid shares.
- (vi) *The intended use of the funds raised:* ongoing working capital requirements.
- (vii) *The dates of allotment or a statement that allotment will occur progressively:* securities will be allotted within 1 month of this meeting.
- (viii) *A voting exclusion statement:* this has been set out in the Notice of Meeting.

### 3 RESOLUTION 3 - APPROVAL TO ISSUE SHARES TO DIRECTOR ON CONVERSION OF LOAN

#### 3.1 Summary of proposal

As announced to the market on 1 May 2009, the Company has borrowed \$150,000 from the CEO and Chairman, Mr Bob Gestro (**Loan**) on an unsecured basis. The funds borrowed were used for working capital purposes.

The Company borrowed the funds as generally it is unable to issue securities to Directors without Shareholder approval. Mr Gestro wished to demonstrate his support for the Company and its business strategy, therefore agreed to loan funds convertible into Ordinary Shares once Shareholder approval was obtained.

The conversion price was set at \$0.0064 per Share, which was the same price at which the Company completed a placement also announced on 1 May 2009. The Loan amount, and other information, are set out in Table 3. Interest accrued can also be converted at the conversion price, and Mr Gestro has advised that he will convert the loan amount and accrued interest once approval is given. Accordingly, Table 3 shows the Loan amount and interest accrued at the date of conversion, being 10 September 2009.

**Table 3**

<b>Convertible loan and interest amount (\$)</b>	<b>No of Shares to be issued</b>	<b>% held of issued capital</b>	<b>Current number of Shares held</b>	<b>Current number of Options held</b>
152,110	23,767,188	Before issue – 7.3% After issue – 8.7%	118,095,880	nil

#### 3.2 Other information

Shareholders should note that Shares traded at 0.8 cents on the day before the announcement of the Loan. Shareholders should note that a Share in the Company has traded in the range of between 0.4 cents to 2.4 cents during the last 12 months. The share price of the Company's Shares at the date of this Notice was 1.6 cents.

The Board other than Mr Gestro recommends to Shareholders that they grant approval to issue Shares to convert the Loan as:

1. Conversion conserves the cash resources of the Company;
2. The conversion price is the same price at which the Company placed shares to third party investors at the time of the Loan, and the Board considers the conversion price to be an arms length price; and
3. at the time of the Loan, the Share price was 0.8 cents

Mr Gestro declines to make a recommendation to Shareholders given that he is the lender of the Loan.

If Shareholder approval is not given, the loans remain payable under the terms of each loan agreement between the Company and each Director. Shareholders should note the following terms of those loan agreements.

Repayment date: 26 July 2010

Interest rate: 10% per annum on daily balances

Interest payment: Monthly in arrears or on conversion into Shares

### 3.3 Listing Rule requirements for resolution 3

#### (a) Listing Rule 7.4

Listing Rule 7.1 provides that a company must not issue more equity securities than the number calculated in accordance with a formula contained in that Listing Rule without the approval of its Shareholders. There is an exception however for Shares issued with Shareholder approval under Listing Rule 10.11. The effect of this is that the issue of Shares under resolution 3 will not count towards the 15% limit.

#### (b) Listing Rule 10.11 and 10.13

Listing Rule 10.11 prohibits an issue of securities to related parties, including directors, without Shareholder approval. This resolution seeks that approval.

Listing Rule 10.13 requires certain information to be contained in the Notice of General Meeting and Explanatory Memorandum where Shareholders will consider a resolution under Listing Rule 10.11. This information is set out below.

- (i) *The name of the persons:* Bob Gestro.
- (ii) *The maximum number of securities to be issued:* See table 3.
- (iii) *The date by which the securities will be issued:* Within 1 month of the date of this meeting.
- (iv) *The issue price of the securities:* \$0.0064 per Share.
- (v) *The terms of the securities:* The Shares are fully paid ordinary shares in the Company and rank pari passu with other fully paid ordinary shares on issue.
- (vi) *The intended use of the funds raised:* Repayment of the Loan.
- (vii) *A voting exclusion statement:* This has been set out in the Notice of Meeting.

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Intermoco Limited  
ABN 15 006 908 701

000001 000 INT  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
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### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

For your vote to be effective it must be received by 10:00 am Sunday 06 September 2009

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Intermoco Limited hereby appoint

the Chairman of the meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Intermoco Limited to be held at 85 Buckhurst Street, South Melbourne Victoria on Tuesday, 08 September 2009 at 10:00 am and at any adjournment of that meeting.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1.1	That pursuant to ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of the fully paid shares to the entities described in Table 1A of the Explanatory Memorandum	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.2	That pursuant to ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of the fully paid shares to the entities described in Table 1B of the Explanatory Memorandum	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 1.3	That pursuant to ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of the fully paid shares to the entities described in Table 1C of the Explanatory Memorandum	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	That approval is given under Listing Rule 7.1 for the Company to issue and allot the number of shares as described in paragraph 2.1 of the Explanatory Memorandum to the entities described in paragraph 2.1 of the Explanatory Memorandum	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	That approval is given under Listing Rule 10.11 for the Company to issue and allot the Shares described in paragraph 3.1 of the Explanatory Memorandum to Mr Bob Gestro on the terms set out in paragraph 3.1 of the Explanatory Memorandum	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_

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