

**INTERMOCO LIMITED**

**RIGHTS ISSUE  
LETTER OF OFFER**

Fully underwritten \$1.159 million non-renounceable 1 for 9 rights issue  
of 231,893,538 New Shares at an issue price of \$0.005 per New Share

CLOSING DATE: 5.00 PM AEDT ON 18 February 2011

Underwriter:

**Bell Potter Securities Limited**

This is an important document which should be read in its entirety. You may wish to consult your professional adviser about its contents.

If you do not lodge an Entitlement and Acceptance Form together with payment by Friday 18 February 2011, you will not be issued New Shares in Intermoco Limited.

Intermoco Limited

ABN 15 006 908 701

19 Shierlaw Avenue, Canterbury, VIC 3126

p +61 3 9914 7600 f +61 3 9914 7699

e sales@intermoco.com

w intermoco.com

Large, bold, grey letters spelling "INT" in a sans-serif font, positioned in the bottom right corner of the page.

For personal use only

## MESSAGE FROM THE CHAIRMAN

3 February 2011

Dear Shareholder

This document is a Letter of Offer inviting you to participate in a Rights Issue by Intermoco Limited ("Intermoco"). The Rights Issue is fully underwritten and offers you the right to take up one New Share for each nine Shares you currently hold. The price of the New Shares is \$0.005 per New Share.

The Offer price is at a 16.7% discount to the price of Intermoco Shares at the date of the announcement of the Offer which was \$0.006. The offer price of \$0.005 is also the price at which Intermoco issued \$1.45 million of Shares under a placement announced on 10 January 2011.

I encourage you to carefully read this letter and the accompanying Entitlement and Acceptance Form in full prior to making any decision about whether or not to invest, and to seek professional advice if you think it appropriate to do so.

The proceeds of the rights issue will be used to redeem the balance of the Convertible Notes issued to Belgravia Strategic Equities Pty Ltd (**Belgravia**). Intermoco has paid Belgravia \$1.1m from proceeds of the recent placement to partly redeem the Convertible Notes, and Belgravia has agreed to defer redemption of the balance of \$1m until completion of the proposed rights issue.

The Board recommends this offer to you. The Directors and entities that hold Shares on their behalf intend to take up our full entitlement.

Yours sincerely



Andrew Plympton  
Chairman

## KEY DATES

Event	Business Day
<b>Announcement of rights issue and lodgement of Appendix 3B</b>	Thursday, 20 January 2011
<b>Notice of offer to shareholders</b> Notice to shareholders containing Appendix 3B information.	Friday 21 January 2011
<b>'Ex' date</b> From this date any securities traded will not receive the benefit of the rights issue.	Tuesday, 25 January 2011
<b>Record date</b> The date for determining entitlements of eligible shareholders to participate in the offer (7.00pm AEDT).	Tuesday, 1 February 2011
<b>Cleansing Notice</b> INT to lodge 708AA Cleansing Notice with ASX.	Wednesday, 2 February 2011
<b>Offer Opens</b> INT to send to eligible shareholders offer booklet including entitlement and acceptance forms.	Thursday 3 February 2011
<b>Offer closes</b> Last day for receipt of entitlement and acceptance forms (5.00pm AEDT)	Friday, 18 February 2011
<b>Trading of securities to expected commence on ASX on a deferred settlement basis</b>	Monday, 21 February 2011
<b>Shortfall notification date</b>	Wednesday, 23 February 2011
<b>Allotment Date</b> Allotment of new shares under the offer.	By Friday 25 February 2011
<b>Dispatch Date</b> Anticipated dispatch of holding statements for new shares	By Monday, 28 February 2011
<b>Shortfall Settlement Date</b>	Friday, 4 March 2011
<b>Allotment of Shortfall shares and dispatch of Holding Statements for Shortfall Shares</b>	Monday, 7 March 2011

These dates are subject to change and are indicative only. Intermoco reserves the right to amend this timetable, with the consent of the Underwriter where required, including, subject to the Corporations Act and the Listing Rules, to extend the Closing Date.

## IMPORTANT INFORMATION

1. This Letter of Offer is dated 3 February 2011.
2. Terms beginning in capital letters in this Letter of Offer are defined terms. Their meaning is set out in Section 8 of this Letter of Offer or where the relevant term is first used in this Letter of Offer.
3. The Offer of New Shares in this Letter of Offer is only available for acceptance by Eligible Shareholders. This Letter of Offer does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.
4. No person is authorised to give any information or to make any representation in connection with the Offer that is not contained in this Letter of Offer. Any information or representation that is not contained in this Letter of Offer may not be relied on as having been authorised by Intermoco in connection with the Offer.
7. This is a Letter of Offer for an Offer of continuously quoted securities (as defined in the Corporations Act) of Intermoco and has been prepared in accordance with section 708AA of the Corporations Act. In broad terms, section 708AA relates to rights issues by certain companies that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Letter of Offer is significantly less than that required in a prospectus. Eligible Shareholders should therefore rely upon their own knowledge of Intermoco, refer to disclosures already made by it to ASX, and refer to their professional adviser before deciding whether to accept the Offer.
8. Eligible Shareholders will receive an Entitlement and Acceptance Form with this Letter of Offer.
9. The information contained in this Letter of Offer is important and Shareholders should read it in full.

## **SECTION 1. KEY INFORMATION**

The information set out in this section is not intended to be comprehensive and should be read in conjunction with the full text of this Letter of Offer.

### **1.1 Offer**

This Letter of Offer contains an Offer of New Shares under a non-renounceable rights issue. Under the Offer, Eligible Shareholders are entitled to subscribe for 1 New Share for every 9 Shares held as at the Record Date, at an issue price of \$0.005 each. Intermoco is not able to offer the ability to oversubscribe, meaning Eligible Shareholders can only subscribe for up to the number of Shares shown on their Entitlement and Acceptance Form.

The New Shares will be fully paid and will rank equally with Intermoco's existing Shares on issue. The Closing Date and time for acceptances and payments is 5.00pm AEDT on Friday 18 February 2011.

Only recipients of a personalised Entitlement and Acceptance Form can participate in the Offer.

Further details of the Offer are set out in full in section 2.

### **1.2 What you need to do**

The number of New Shares to which you are entitled is shown on the accompanying Entitlement and Acceptance Form. You can subscribe for all, or part, of the Entitlement to New Shares specified in the Entitlement and Acceptance Form. See section 3 for detailed instructions on what you need to do.

### **1.3 Purposes of the Offer and use of proceeds**

The Offer is fully underwritten and will result in the issue of 231,893,538 million New Shares, raising approximately \$1.159 million (before the costs of the Offer).

The key purpose of the Offer is to redeem outstanding Convertible Notes held by Belgravia.

The purposes of the Offer are discussed more fully in Section 4.

### **1.4 Effects of the Offer on the capital of Intermoco**

There are 2,244,835,922 Shares on issue as at the date of this Letter of Offer. After the issue of New Shares under the Offer there will be approximately 2,476,729,460 Shares on issue.

A more detailed description of the effects of the Offer is contained in Section 4.

### **1.5 Financial impact of the Offer**

A summary of the financial impact on the Company of the Offer is contained in Section 5.

### **1.6 Risk factors**

An investment in Intermoco involves general risks associated with an investment in the share market. The price of New Shares may rise or fall.

There are also a number of risk factors, both specific to Intermoco and of a general nature, which may affect the future operating and financial performance of Intermoco and the value

of an investment in it. There is a limited discussion of risk in Section 6. Before deciding to invest in Intermoco, prospective investors should consider all risk factors carefully.

## **SECTION 2. DETAILS OF THE OFFER**

### **2.1 The Offer**

Intermoco is making a non-renounceable rights issue offering Eligible Shareholders 1 New Share for every 9 Shares held at the Record Date. The issue price of \$0.005 per New Share is payable in full on application.

The number of New Shares to which you are entitled is shown on the accompanying Entitlement and Acceptance Form. Fractional entitlements have been rounded up to the nearest whole New Share. Eligible Shareholders may accept their Entitlement, in whole or in part, by completing their Entitlement and Acceptance Form and sending it to the Share Registry at the address on the back of the Entitlement and Acceptance Form so that it is received prior to the Closing Date.

### **2.2 Opening and Closing Dates**

The Offer will open for receipt of acceptances on 3 February 2011.

The Closing Date and time for acceptances and payments is 5.00pm AEDT on 18 February 2011, subject to the Directors varying the Closing Date in accordance with the Corporations Act and Listing Rules and the consent of the Underwriter.

### **2.3 Who is entitled to participate in the Offer**

Every Eligible Shareholder who is registered as the holder of Shares at 5.00pm AEDT on the Record Date is entitled to participate in the Offer.

### **2.4 Renounceability**

This Offer is non-renounceable. This means that your Right to subscribe for New Shares under this Letter of Offer is not transferable. Any Rights not taken up by an Eligible Shareholder will revert to the Underwriter.

### **2.5 Issue of New Shares**

Intermoco expects that the New Shares will be issued by no later than 25 February 2011 and holding statements will also be despatched on 28 February 2011.

Issues of New Shares under this Letter of Offer will only be made after permission for their quotation on ASX has been granted.

Subscription money will be held in a subscription account until the New Shares are issued. This account will be established and kept by Intermoco on behalf of each Eligible Shareholder. If the above condition for the issue of New Shares is not satisfied, the subscription money will be refunded to Eligible Shareholders.

### **2.6 Refund of subscription monies**

If subscription money is refundable it will be refunded as soon as reasonably practicable. Interest earned on the subscription money will be for the benefit of Intermoco and will be retained by Intermoco irrespective of whether New Shares are issued.

## 2.7 Underwriting

The Offer is fully underwritten by the Underwriter. This means that the Underwriter will step in and take up any Rights which are not accepted by Shareholders.

Further details of the Underwriting Agreement are set out in section 7.2.

## 2.8 Excluded Shareholders

Intermoco has decided that it is unreasonable to make the Offer to Shareholders who have a registered address in a country outside of Australia or New Zealand (**Excluded Shareholders**), having regard to the number of Shareholders in such places, and the substantial costs of complying with the legal and regulatory requirements in all of those jurisdictions. This Letter of Offer and any accompanying Entitlement and Acceptance Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Shareholders holding Shares on behalf of persons who are resident outside Australia or New Zealand are responsible for ensuring that subscribing for the New Shares under the Rights Issue does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will constitute a representation that there has been no breach of such regulations. Where the Letter of Offer has been dispatched to Shareholders domiciled outside Australia or New Zealand and where that country's securities code or legislation prohibits or restricts in any way, the making of the offers contemplated by the Letter of Offer, the Letter of Offer and the accompanying Entitlement and Acceptance Form are provided for information purposes only.

## SECTION 3. WHAT YOU NEED TO DO

If you have any questions about your Entitlement to New Shares, please contact:

- Intermoco on 03 9914 7600; or
- your stockbroker or professional adviser.

### 3.1 How to take up all or part of your Entitlement

To subscribe for New Shares offered to you, complete the accompanying Entitlement and Acceptance Form according to the instructions on the form for all or that part of your Entitlement that you wish to accept.

You can either pay the subscription amount by BPAY<sup>1</sup> using the details set out on your form, or send the completed form, together with a cheque, bank draft or money order in payment for all the New Shares which you wish to subscribe for, to reach Intermoco's Share Registry, Computershare Investor Services Pty Limited, in the reply paid envelope, or to GPO Box 505, Melbourne Vic 3001 no later than 5.00pm AEDT on Friday 18 February 2011. Acceptances will not be accepted by the Company if they are received after the Closing Date.

### 3.2 Lapse of Rights

If you decide not to accept all or part of your Entitlement to New Shares, or fail to do so by the Closing Date, your Rights will lapse. Lapsed Rights will revert to the Underwriter, who

<sup>1</sup> ® Registered to Bpay Pty Ltd ABN 69 079 137 518

will subscribe for the New Shares which are the subject of these Rights without any benefit to you for doing so.

### 3.3 Payment

Entitlement and Acceptance Forms must be accompanied by payment in full of \$0.005 per New Share subscribed for. Payments must be made by 5.00pm AEDT on Friday 18 February 2011. Payments will only be accepted in Australian currency and as follows:

- BPAY using the BPAY biller code and customer reference number set out on your personalised Entitlement and Acceptance Form;
- cheque drawn on and payable at any Australian bank;
- bank draft drawn on and payable at any Australian bank ; or
- money order.

Payment can be made using BPAY in accordance with the instructions for BPAY set out in your Entitlement and Acceptance Form using the biller code and unique reference number on the form.

If you require further information in relation to using BPAY please contact your bank, credit union or building society. If you are applying for New Shares and your payment is being made by BPAY you do not need to return your Entitlement and Acceptance Form. Your payment must be received by no later than 5:00 pm AEDT 18 February 2011. 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.

Cheques, bank drafts or money orders should be made payable to 'Intermoco Limited NRRI 2011 A/C' and crossed 'Not Negotiable'. Cash payments will not be accepted.

## SECTION 4. PURPOSE AND EFFECTS OF THE OFFER

### 4.1 Purposes of the Offer and use of proceeds

The purpose of the rights issue is to redeem the balance of Convertible Notes issued to Belgravia Strategic Equities Pty Ltd (**Belgravia**). Intermoco has paid Belgravia \$1.1m from proceeds of the recent placement to partly redeem the Convertible Notes, and Belgravia has agreed to defer redemption of the balance of \$1m until completion of the proposed rights issue.

The recent placement and the proposed rights issue will raise approximately \$2.6m. The balance of funds raised following redemption of the Convertible Notes will be used for working capital, to pay for the costs associated with the capital raisings and interest and fees on the Convertible Notes.

The rights issue has been undertaken to give eligible shareholders the opportunity to apply for shares in the Company with no brokerage fees and at the same price offered under the placement.

## 4.2 Capital structure

This table shows the number of issued New Shares at the date of the Offer and the total number of issued Shares at the close of the Offer.

<i>Ordinary New Shares</i>	<i>Number</i>
Issued Shares at the date of the Letter of Offer	2,244,835,922
New Shares offered under this Letter of Offer *	231,893,538
Total issued Shares on close of the Offer	2,476,729,460

This figure, and the total number of issued Shares on the close of the Offer are necessarily approximate as individual Shareholdings will be rounded up when calculating entitlements.

## SECTION 5. FINANCIAL INFORMATION

### 5.1 Financial position

Intermoco's cash reserves will increase by approximately \$1.159 million following the Rights Issue, being the gross proceeds of the Rights Issue. From this Intermoco will reduce debt by redeeming \$1m in outstanding Convertible Notes issued to Belgravia, pay outstanding interest and costs associated with the Convertible Notes, and pay for the costs of this rights issue, expected to be approximately \$125,000, including the underwriting fee of \$75,000.

### 5.2 Tax considerations

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Letter of Offer.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Letter of Offer.

## SECTION 6. RISK FACTORS

There are risks associated with investing in any form of business and with investing in the share market generally. There are also a range of specific risks that may materially affect the performance of Intermoco and the value of the New Shares. Many of these risks are outside the control of Intermoco and cannot be mitigated in any way, although prudent management may partly minimise some of these risks.

This section identifies the areas the Board regards as the major risks specific to an investment in Intermoco.

### 6.1 Completion of new engagements

Intermoco has completed and is in process of completing a number of significant, long term engagements concerning its Embedded Network business. While these engagements provide long term recurring revenues once contracted, finalisation of them can take time because of their long term nature and for reasons described in para 6.3. Although it has been successful to date in securing Embedded Network engagements, Intermoco cannot provide any warranty that it will finalise any particular prospective engagement until contracting is completed.

## 6.2 Cash flow position

The Rights Issue has been conducted primarily to reduce debt, and not to provide on-going working capital. As with any business, the Company's cash flow position is dependent on existing recurring revenues, securing new business and containing costs. The Company expects that it will not need to raise further capital for its current operations in the short to medium term, however beyond this is dependent on securing new engagements not yet finalised and announced to ASX.

## 6.3 Developer target market

The Company has targeted developers as a key market for its Embedded Network services. Intermoco has no control over completion of particular developments as this is in the hands of the developers, and Intermoco's income from developments commences when they are completed and tenanted. Intermoco notes that in the current economic climate, developments can be deferred to later dates or cancelled, thereby deferring and reducing expected income.

## 6.4 Key employee risk

In order to maintain costs, Intermoco has reduced staff numbers and increased the use of agents and consultants. This leads to an increase in reliance on key employees, and Intermoco is reliant on its Executive Directors to drive the Company's business. A loss of either of those Executive Directors may have a detrimental effect on Intermoco's business.

The above list of risk factors is not exhaustive of the risks faced by Intermoco or by investors in Intermoco. Those risk factors, and others not specifically referred to above, may in the future materially affect the financial performance of Intermoco and the value of the New Shares.

Therefore, the New Shares to be issued under this Letter of Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

## SECTION 7. ADDITIONAL INFORMATION

7.1 By accepting the Offer, each Eligible Shareholder acknowledges that they have received and read this Letter of Offer.

As a Shareholder, Intermoco and the Share Registry have already collected certain personal information from you. If you apply for New Shares, Intermoco and the Share Registry may update that personal information or collect additional personal information. Such information will be used to assess your acceptance of New Shares, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration. By accepting the Offer, you agree that Intermoco and the Share Registry may disclose your personal information for purposes related to your Shareholding to its agents, contractors and service providers including those listed below or as otherwise authorised under the Privacy Act:

- the Underwriter in order to assess your acceptance of New Shares;
- the Share Registry for ongoing administration of the register;
- printers and mailing houses for the purposes of preparation and distribution of Shareholder statements and for handling of mail; and
- ASX and other regulatory authorities.

The Corporations Act requires Intermoco to include information about each Shareholder (including name, address and details of the Shares held) in its public register. The information contained in Intermoco's public register is also used to facilitate payments and corporate communications (including Intermoco's financial results, annual reports and other information that Intermoco wishes to communicate to its security holders) and compliance by Intermoco with legal and regulatory requirements.

If you are paying by cheque, bank draft or money order and do not provide the information required on the Entitlement and Acceptance Form, Intermoco may not be able to accept or process your Form.

Under the Privacy Act, you may request access to your personal information held by (or on behalf of) Intermoco and the Share Registry. You can request access to your personal information by contacting Intermoco through the Share Registry as follows:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Vic 3001

A fee may be charged for access to your personal information.

## **7.2 Underwriting Agreement**

The Underwriter has agreed to fully underwrite the Offer. The Underwriting Agreement between the Underwriter and Intermoco was executed on 19 January 2011. The Underwriting Agreement contains the following key terms (defined terms below have the same meaning as given to them in the Underwriting Agreement):

Under the terms of the Underwriting Agreement, the Underwriter is entitled to an underwriting fee of \$75,000 and, additionally, the Company must pay or reimburse the Underwriter for its reasonable legal and other costs of and incidental to the Rights Issue. The Underwriter may appoint sub-underwriters to sub-underwrite the Offer. The Underwriter is responsible for paying all sub-underwriting fees, handling fees, brokerage and other charges incurred by them in procuring valid applications.

If there is a Shortfall (being the number of Underwritten Shares for which Valid Applications have not been received before the Closing Date), the Underwriter must, by 4 March 2011, lodge or cause to be lodged with the Company applications for the Underwritten Shares comprising the Shortfall (including the application money).

The Company has made a number of representations and warranties under the Underwriting Agreement, including that the Rights Issue complies with the requirements of the Corporations Act and that the Company has complied with its continuous disclosure requirements. The Company has indemnified the Underwriter and its Directors, officers, employees and advisers against losses arising if these representations and warranties are wrong.

The Underwriter may terminate the Underwriting Agreement and be released from its obligations on the happening of a number of events that the Company considers are usual for an underwriting agreement of this type.

## **7.3 Costs of the Offer**

If the Offer proceeds, the total estimated costs of the Offer, including underwriting fees, processing fees, legal fees, fees for other advisers, Letter of Offer design, printing, postage and other miscellaneous expenses, will be approximately \$125,000.

## SECTION 8. DEFINED TERMS

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means the Australian Securities Exchange Limited.

**Board** means the board of Directors.

**Closing Date** means the last date for accepting an offer for New Shares, being 5.00pm AEDT on Friday, 18 February 2011.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Directors** means the directors of Intermoco.

**Eligible Shareholders** means:

- (a) all Shareholders with registered addresses in Australia; and
  - (b) all Shareholders whose registered address is in New Zealand,
- and **Eligible Shareholder** means any one of those Shareholders.

**Entitlement** means the entitlement to subscribe for New Shares offered to a holder of Rights.

**Entitlement and Acceptance Form** means the form accompanying this Letter of Offer, which is particularised for the relevant Eligible Shareholder.

**Letter of Offer** means this letter under which the Offer is being made.

**Listing Rules** means the official listing rules of ASX.

**New Share** means a Share to be issued pursuant to this Letter of Offer at \$0.005 per Share

**Offer** means the offer made under this Letter of Offer of 1 New Share for every 9 Shares held by an Eligible Shareholder on the Record Date.

**Excluded Shareholder** means a Shareholder whose registered address is not in Australia or New Zealand.

**Record Date** means 5.00pm AEDT on Tuesday, 1 February 2011.

**Right** means the right to subscribe for 1 New Shares for every 9 Shares held by an Eligible Shareholder on the Record Date and **Rights** has a corresponding meaning.

**Share** means a fully paid ordinary Share in the capital of Intermoco and **Shares** has a corresponding meaning.

**Shareholders** means the registered holders of Shares as at the Record Date.

**Share Registry** means Computershare Investor Services Pty Limited ABN: 48 078 279 277

**Intermoco** or **Company** means Intermoco Limited.

**Underwriter** means Bell Potter Securities Limited ABN 25 006 390 772 of Level 29, 101 Collins Street, Melbourne, VIC 3000.

**Underwriting** means the underwriting of the Offer by the Underwriter under the terms of the Underwriting Agreement.

**Underwriting Agreement** means the underwriting agreement between the Underwriter and Intermoco dated 19 January 2011.

Please return completed form to:
Computershare Investor Services Pty Limited
GPO Box 505 Melbourne
Victoria 3001 Australia
Enquiries 61 3 9914 7600
www.computershare.com

000001
000
SAM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I N D

Use a black pen.
Print in CAPITAL letters
inside the grey areas.

Form with boxes A B C and 1 2 3

For your security keep your SRN/HIN confidential.

Entitlement and Acceptance 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.

Non-Renounceable Entitlement Issue closing 5pm (AEDT) on 18 February 2011

Non-Renounceable Entitlement Issue of 1 New Share for every 9 Shares registered and entitled to participate at the record date at an issue price of A\$0.005 per New Share.

Receipt of the slip below by 5pm (AEDT) on 18 February 2011 with your payment, utilising the payment options detailed overleaf, will constitute acceptance in accordance with the terms of the Offer Document dated 3 February 2011.

I/We enclose my/our payment for the amount shown below being payment of A\$0.005 per New Share. I/We hereby authorise you to register me/us as the holder(s) of the Shares allotted to me/us, and I/we agree to be bound by the Constitution of the Company.

Shareholder Entitlement details

Table with shareholder details: Subregister, Existing Shares, Entitlement to New Shares, Amount payable, Entitlement Number.

See back of form for completion guidelines

I N T

N R R B

PLEASE DETACH HERE

SAMP\_PAYMENT\_000000/000001/000001/1

128515-01200B



Please see overleaf for Payment Options

Ent: X,XXX Pay: X,XXX



Biller Code: 123456

Ref No: 1234 5678 9012 3456 78

B Number of New Shares applied for

C Amount enclosed at A\$0.005 per New Share

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

Make your cheque or bank draft payable to "Intermocco Limited NRR1 2011 A/C" and crossed "Not Negotiable"

E Contact Details - Name of contact person

Contact person's daytime telephone number

# How to complete the Entitlement and Acceptance Form

Note that photocopies will not be accepted. These instructions are cross-referenced to each section of the Entitlement and Acceptance Form.

**A** Details of your Entitlement based on your Shareholding at 7pm (AEDT) on 1 February 2011 are shown in box A on the front of this Entitlement Form.

**B** **New Shares Accepted**  
You can apply to accept either all or part of your Entitlement. Enter in box B the number of New Shares you wish to accept from your Entitlement.  
**Please ensure you complete Section B on the bottom of the form.**

**C** **Acceptance Monies**  
Enter the amount of Acceptance Monies. To calculate the amount payable, multiply the number of New Shares applied for by A\$0.005.  
**Please ensure you complete Section C on the bottom of the form.**

**D** **Payment Details**  
You can apply for shares utilising the payment options detailed below. **Please note that funds are unable to be directly debited from your bank account.**  
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 as detailed in the Offer Document dated 3 February 2011.

Your cheque, money order or bank draft must be made in Australian currency and drawn on an Australian branch of a financial institution. Such payment must be made payable to "Intermoco Limited NRRI 2011 A/C" and crossed "Not Negotiable". Payments not properly drawn may be rejected.

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 Acceptance form being rejected. Paperclip (do not staple) your cheque(s) to the form where indicated. Cash will not be accepted. Receipt of payment will not be forwarded.

**E** **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.

The directors reserve the right to make amendments to this form where appropriate.

## Lodgement of Acceptance

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 5pm (AEDT) on 18 February 2011. 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. Ensure you have read and accurately followed your banking institution's BPAY FAQ or other instructions prior to making multiple payments for multiple holdings under this offer. Neither CIS nor Intermoco Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. 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 5pm (AEDT) on 18 February 2011. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for security holders in Australia. New Zealand holders will need to affix the appropriate postage. Return the slip below with cheque attached.

Neither CIS nor the Company 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 Intermoco on 03 9914 7600.**

This form may not be used to notify your change of address. For information please contact CIS on 1300 850 505 or visit the share registry at [www.computershare.com](http://www.computershare.com) (Issuer Sponsored Holders only).

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

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## Payment Options:



**Bill Code: 123456**

**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  
Computershare Investor  
Services Pty Limited  
GPO Box 505  
Melbourne, Victoria 3001  
AUSTRALIA**



Entitlement Number: <xxxxxxxxxx>

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