

For all enquiries:

Phone:



(within Australia) 1300 657 347
(outside Australia) 61 3 9415 4028

Web:



www.investorcentre.com/contact

000001 000 INT
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See over for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (AEST) on 6 September 2011**

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Intermoco Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Intermoco Limited shares on the terms of the Share Purchase Plan (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 securities and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the slip below does not exceed A\$15,000.

Intermoco Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Intermoco Limited will be conclusive and binding on all eligible shareholders and other persons to whom the determination relates. Intermoco Limited 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 or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all eligible shareholders even where Intermoco Limited does not notify you of that event.

Step 1: Registration Name

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect. Please also choose the amount of shares you wish to subscribe for, in the multiples shown on page 2.

Step 2: Make Your Payment

Note that shares are subject to purchase of the minimum value and not exceeding the maximum value. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the slip with **BPAY** payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to 'Intermoco Share Purchase Plan A/C' and crossed 'Not Negotiable'. The cheque must be drawn from an Australian bank. Cash is not accepted. Payment will be processed on the day of receipt. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer →

Intermoco Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (AEST) on 6 September 2011


Share Purchase Plan Application Form

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STEP 1

Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 00005856

Offer Details: Record date: **7:00pm on 4 August 2011**

Purchase Details: Choose one only of the boxes in the Purchase Details section below, being the amount you wish to subscribe for.

STEP 2

Make Your Payment



Bill Code: 185041
Ref No: 1234 5678 9123 4567 89

Contact your financial institution to make your payment from your cheque or savings account.

Pay by Mail:



Make your cheque, money order or bank draft payable to 'Intermoco Share Purchase Plan A/C' and crossed 'Not Negotiable'.
Return your cheque with the below slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited (CIS) as registrar for the 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 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 using the details provided above or email privacy@computershare.com.au

Purchase Details (choose one option)

\$1,000 worth of shares OR \$3,000 worth of shares OR \$5,000 worth of shares
 \$10,000 worth of shares OR \$15,000 worth of shares



Entitlement No: 00005856

Payment must be received by 5:00pm (AEST) on 6 September 2011

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ Daytime Telephone _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+0000000001-3051+14

16 August 2011

000001 000 INT
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

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 fully paid ordinary shares (**Shares**) in Intermoco at a discounted price per share, direct from the Company, free of all brokerage and commission. The Plan is non renounceable, which means you cannot sell your right to purchase Shares.

Use of Funds

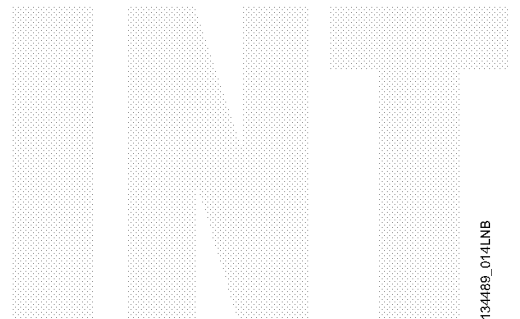
Intermoco's current business focus and structure involves development of its Embedded Network (**EN**) business, and, until recently, it has achieved steady success in establishing new EN's. The Company has previously advised shareholders that the pipeline for potential EN's was robust and growing, and, as can be seen by recent announcements, Intermoco is securing and is likely to secure new EN contracts at a rapid rate as it converts opportunities.

This success requires Intermoco to invest cash in establishing new EN's, which is recovered over time. The expected rapid sign up of new EN's will lead to a depletion in cash and for prudence Intermoco wishes to raise cash now, and give all shareholders the opportunity to participate in that raising.

Summary of Key Terms

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 4 August 2011 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 price at which shares will be issued under the SPP will be a 12.5% discount to the volume-weighted average closing price for the five days of trading of Shares preceding the Offer Closing Date, subject to a minimum price of 0.3c/share.

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 ASX Appendix 4C and Explanatory Note lodged with ASX on 29 July 2011, and the Cleansing Notice lodged with ASX on the same date as this letter.

Key dates

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

Record date for determining entitlement to Offer	4 August 2011
Dispatch of Offer Documents - Offer opening date	16 August 2011
Offer Closing Date (subject to Board discretion to extend, shorten or cancel Share Purchase Plan)	6 September 2011
Issue of Shares to shareholders	14 September 2011
Dispatch of holding statements	16 September 2011

Details of the offer

The following are the details of the offer.

- The price at which shares will be issued under the SPP will be a 12.5% discount to the volume-weighted average closing price for the five days of trading of Shares preceding the Offer Closing Date, subject to a minimum price of 0.3c/share
- The maximum entitlement for each shareholder is \$15,000.00, subject to special arrangements for custodians referred to below. You may apply for less than the maximum entitlement, but you must apply in the multiples set out in the application form attached to this letter, ie. \$1,000, \$3,000, \$5,000, \$10,000 or \$15,000. 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.

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c. The offer is open to all shareholders of Intermoco on its shareholder register at 7.00pm (AEST) on 4 August 2011 whose registered address is in Australia or New Zealand. The offer is non-renounceable.

d. Where a trustee, custodian or nominee is a registered holder of Intermoco shares and is expressly noted on the share register as holding those shares on account of another person ("**a Beneficiary**"), the Beneficiary will be taken to be the registered holder of those shares. In this instance, an application or issue of Shares under the Plan to the trustee, custodian or nominee (**Custodian**) will be taken to be an application or an issue to the Beneficiary. Eligible Custodians who hold shares for Beneficiaries on the Record Date may apply for up to a maximum amount of \$15,000 worth of Shares in respect of each Beneficiary, subject to the Custodian certifying to the Company:

- that the Custodian is (directly or indirectly) an Eligible Shareholder on behalf of one or more Beneficiaries;
- the number of Beneficiaries instructing the Custodian (directly or indirectly) to participate;
- the name and address of each participating Beneficiary;
- in respect of each participating Beneficiary:
 1. the number of shares that the Custodian holds (directly or indirectly) on their behalf; and
 2. the dollar amount of Shares they instructed the Custodian to apply for on their behalf;
 3. for each participating Beneficiary, that the application price for the Shares applied for on the Beneficiary's behalf, and any other Shares applied for on that Beneficiary's behalf (directly or indirectly) under a similar arrangement in the previous 12 months, does not exceed \$15,000;
- that a copy of these Terms and Conditions was given to each participating Beneficiary; and
- where the Custodian holds shares on behalf of a Beneficiary indirectly, through one or more interposed Custodians, the name and address of each interposed Custodian.

By completing and submitting the personalised application form which accompanies this Plan, a Custodian certifies the above.

Please contact Computershare Investor Services Pty Limited on 1300 657 347 (within Australia) or +61 3 9415 4028 (outside Australia) from 8.30am to 5.00pm (AEST), Monday to Friday, to obtain the relevant certification material and submit this together with the completed personalised Application Form.

e. Shares to be issued will be ordinary Shares and will be issued on the same terms and conditions as your current Shares.

f. The number of Shares to be issued will be determined by dividing the dollar amount applied for by an Eligible Shareholder by the subscription price. For example, if the subscription price is 0.5 cents, and an application is made for \$10,000.00 worth of Shares, and the applicant is issued all Shares applied for, the Eligible Shareholder will receive 2,000,000 Shares.

g. The number of Shares that could be issued as a proportion of the current issued capital of approximately 2.475 million Shares will depend on the number of shareholders who take up the offer and the amounts that they apply for.

h. 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%.

i. 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 given the Listing Rule requirements referred to above, the Board retains the discretion to impose a limit on the amount raised under the Plan. If the Board imposes a limit and applications are received in excess of this limit, the Board may scale back applications.

j. A decision on whether or not to scale back applications in excess of any limit imposed 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.

k. The offer under the Plan will close at 5.00pm (AEST) on 6 September 2011, 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 either BPAY payment using the details set out on the Application Form, or receipt of the original, duly executed Application Form enclosed accompanied by the full subscription price. Eligible Shareholders wishing to pay by cheque, bank draft or money order must follow the instructions on the Application Form, provide a cheque, bank draft or money order payable to '**Intermoco Share Purchase Plan A/C**' crossed 'Not Negotiable'. Except for payment made by BPAY, 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
c/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Australia

Payment by BPAY®

Eligible Shareholders wishing to pay by BPAY are able to do so using the specific biller code and customer reference numbers detailed on their Application Form.

If you choose to pay via BPAY you are not required to submit your Application Form.

Your payment will not be accepted after 5:00pm (AEST) on 6 September 2011 and no Shares will be issued to you in respect of that application. If you have multiple holdings, you will have multiple BPAY reference numbers. To ensure you receive your Shares in respect of that holding, you must use the specific biller code and the customer reference number shown on each personalised Application Form when paying for any Shares that you wish to apply for in respect of that holding. If you inadvertently use the same Customer Reference Number for more than one of your applications, you will be deemed to have applied only for the application to which that Customer Reference Number applies and any excess amount will be refunded.

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. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

- l. The proposed use of the funds raised is outlined at the beginning of this document.
- m. Intermoco will issue Shares under the Plan as set out in the Key Dates section of this letter, or within 10 days of 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.

Risk

While the subscription price is likely to be at a discount to the market price of Shares on the Closing Date, 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. Previous announcements to ASX are available at www.asx.com.au.

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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



Further information

For any further information concerning participation in the Plan, please contact the Intermoco Limited Shareholder Information Line on 1300 657 347 (within Australia) or +61 3 9415 4028 (outside Australia), from 8.30am to 5.00pm (AEST), Monday to Friday.

Yours faithfully

John Evans
Chairman

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