

7 July 2015

Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Via ASX Online

LODGEMENT OF CLEANSING PROSPECTUS

The directors of CTI Logistics Limited ("CTI" or "the Company") (ASX:CLX) advise that the Company has today lodged a Cleansing Prospectus.

As outlined in the prospectus the Cleansing Prospectus is intended to facilitate the secondary trading of the shares issued to the Logico Operations Group Ltd ("Logico") founding shareholders pursuant to the acquisition of Logico on 10 June 2015.

For further details please refer to the attached Cleansing Prospectus.

Yours faithfully



David A Mellor
COMPANY SECRETARY

CTI LOGISTICS LIMITED
ACN 008 778 925

PROSPECTUS

This Prospectus has been issued to facilitate the secondary trading of the Logico Shares. It has also been issued to provide information on the Offer of 1 Share at an issue price of \$1.40 to raise \$1.40.

IMPORTANT NOTICE

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course of action you should follow, you should consult your stockbroker or professional adviser. Investment in securities offered by this Prospectus should be considered speculative.

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IMPORTANT NOTICE

This Prospectus is dated 7 July 2015. A copy of this Prospectus was lodged with ASIC on 7 July 2015. No responsibility for the contents of this Prospectus is taken by ASIC. No applications for Shares will be accepted nor will Shares be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

In preparing this Prospectus regard has been had to the fact that CTI Logistics Limited (**CTI, the Company**) is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers whom investors may consult. No person is authorised to give any information or to make any representation in connection with the Offer described in this Prospectus. Any information or representation which is not contained in this Prospectus or disclosed by the Company pursuant to its continuous disclosure obligations may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

RISK FACTORS

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future, which may impact on the value of an investment in the Company. Set out below are the key risks which the Directors consider an investor should consider in deciding whether to apply for Shares. Other risks associated with an investment in the Company are set out in Section 3 of this Prospectus.

Transport and logistics industry

Growth in the Australian logistics market may not meet CTI's expectations because current in-house providers may be reluctant to outsource activities associated with key business processes to a third party or for some other reason. This may have a material adverse effect on CTI.

Commercial and operational risks

CTI faces general commercial risks including the risks of industrial disruption, the loss of major customers, competition and other causes of business interruption, which may have a material adverse effect on CTI.

The development of new products or technologies which compete with CTI may have a material adverse effect on CTI. Information technology and system failures could also have a material adverse effect on CTI.

CTI's operating and financial performance is partly reliant on capital equipment. Capital expenditure requirements may impact the cash flow available to service financing obligations and pay dividends. Incurred capital expenditure may or may not deliver the expected operational benefits.

Increased competition in the Australian transport and logistics sector may have a material adverse effect on CTI.

CTI is exposed to risks of litigation which may have a material adverse effect on CTI. At the date of this Prospectus, however, there are no material litigation proceedings, threatened or pending against CTI which could have such an impact.

Government policy, and legal and regulatory oversight

CTI's operations depend on government maintained public infrastructure including roads and associated infrastructure. The financial performance and position of CTI depends upon government policy and the continued maintenance and provision of this infrastructure.

CTI's operations are subject to extensive legal oversight, and legislative changes may have a material adverse effect on CTI. CTI operates in a regulated market and its operations make use of regulated assets. Changes in the approach adopted to this regulation may have a material adverse effect on CTI.

Economic factors

CTI's financial performance and position depends upon the performance of the Australian economy and Australian business activity. An adverse change in the performance of the Australian economy may have a material adverse effect on CTI.

Key employees

Certain CTI executive Directors are also substantial Shareholders, currently owning approximately 61% of CTI. Any decision by these or other substantial Shareholders to materially reduce their stake in CTI may have a material adverse effect on the price of Shares. CTI depends partly upon the performance and expertise of its management and employees. The loss of the services of CTI's key management or employees, or a loss of the ability to continue to attract and retain qualified employees may have a material adverse effect on CTI.

Acquisitions and integration

CTI regularly examines corporate opportunities (including potential acquisitions) with a view to determining whether those opportunities will enhance its financial performance and position. The successful implementation of CTI's corporate strategy will depend on a range of factors including potential funding strategies and challenges associated with integrating and adding value to a business which is acquired.

Any corporate opportunity that CTI pursues could, for a variety of reasons, have a material adverse effect on CTI.

CTI's existing debt

No assurance can be given that any refinancing required from time to time will be available on terms favourable to CTI. In such circumstances, if CTI is unable to secure refinancing on favourable terms, this may have a material adverse effect on CTI.

CTI's ability to service its debt will depend on its future performance, which will be affected by many factors, certain of which are beyond CTI's control and that of its Directors. The inability of CTI to service its existing debt would have a material adverse effect on CTI.

The key risk factors of which investors should be aware are set out in section 3 of this Prospectus.

These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered speculative. Investors should consider consulting their professional advisers before deciding whether to apply for one Share pursuant to this Prospectus.

DEFINED TERMS

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than used in full on each occasion and are set out in section 5 of this Prospectus.

CORPORATE DIRECTORY

CTI LOGISTICS LIMITED	ACN: 008 778 925 ASX Code: CLX
DIRECTORS	David Robert Watson (Executive Chairman) David Anderson Mellor (Joint Managing Director) Bruce Edmond Saxild (Joint Managing Director) Peter James Leonhardt (Non-Executive Director) Matthew David Watson (Non-Executive Director)
COMPANY SECRETARY	David Anderson Mellor
REGISTERED OFFICE	1 Drummond Place WEST PERTH WA 6005 Telephone: +61 8 9422 1100 Facsimile: +61 8 9227 8000 Email: corporate@ctilogistics.com Website: www.ctilogistics.com

SECTION 1 DETAILS OF THE OFFER

1.1 Purpose of the Offer

On 10 June 2015, the Company announced the acquisition of all the shares in Logico Operations Group Limited (**Logico**) by way of a share purchase agreement (**Acquisition**). Part of the consideration payable for the Acquisition included the issue of 1,428,571 shares (**Consideration Shares**) at \$1.40 each to the Logico founding shareholders (**Logico Shareholders**). These shares were issued on 10 June 2015.

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date.

Relevantly, Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - i. a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - ii. a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

The Company did not issue the Consideration Shares with the purpose of the Logico Shareholders selling or transferring their securities, or granting, issuing or transferring interests in, those securities. However, the Board considers that the Logico Shareholders, having been issued the Consideration Shares should be entitled, should they wish, to on-sell the Consideration Shares prior to the expiry of 12 months after their issue.

This Prospectus has also been issued to provide information on the Offer being made under this Prospectus which Offer is required by the Corporations Act.

1.2 Details of the Offer

By this Prospectus, the Company is offering one Share to the public at an issue price of \$1.40 to raise \$1.40.

1.3 Minimum Subscription

The minimum level of subscription for the Offer is one Share to raise \$1.40.

1.4 Opening and Closing Dates

The Offer will open for receipt of acceptances at 9.00am WST on 8 July 2015 and will close at 5.00pm WST on 8 July 2015, or such later date as the Directors determine, in their absolute discretion and subject to compliance with the Listing Rules.

1.5 Acceptance

An application for the Share can only be made on the Application Form which accompanies a paper copy of this Prospectus.

Cheques should be in Australian currency and made payable to "CTI Logistics Limited" and crossed "**Not Negotiable**". Completed Application Forms must be accompanied by the application monies and lodged in person or by post with the Company:

CTI Logistics Ltd 1 Drummond Place WEST PERTH WA 6005

not later than 5.00pm WST on 8 July 2015 or such later date as the Directors advise.

Taxation Implications

Shareholders should obtain independent advice on the taxation implications arising out of their participation in the Offer.

1.6 Issue and Allotment of Shares

If the Company receives more than one Application for the Share being offered under this Prospectus, the Directors will decide, in their absolute discretion, which Application to accept and which Applicant the Share shall be allotted and issued to.

The Share is expected to be issued and allotted by no later than 8 July 2015. Until allotment and issue of the Share under this Prospectus, the application monies will be held in trust in a separate bank account maintained for that purpose only. Any interest earned on the application money will be for the benefit of the Company and will be retained by it irrespective of whether allotment and issue of the Share takes place.

1.7 Use of Funds

The funds raised from the Offer will be used for working capital.

1.8 ASX Listing

The Company will make application to ASX within 7 days following the date of this Prospectus for official quotation of the Share to be offered pursuant to this Prospectus.

If approval is not granted by ASX within 3 months after the date of this Prospectus, the Company will not allot or issue any Shares.

A decision by ASX to grant official quotation of the Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the Share now offered for subscription.

1.9 No Issue of Shares after 13 months

No Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

1.10 Issue Outside Australia and New Zealand

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the Share or the Offer or otherwise to permit an offering of securities to any jurisdiction outside Australia.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

1.11 Market Prices of Shares on ASX

The highest and lowest market sale prices of Shares on ASX during the 3 months immediately preceding the date of this Prospectus and the respective dates of those sales were \$1.41 on 1 May 2015 and \$1.25 on 29 June 2015. The latest available market sale price of Shares on ASX immediately before the date of issue of this Prospectus was \$1.27 on 7 July 2015.

1.12 Privacy Act

The Company collects information about each application from an Application Form for the purposes of processing the application and, if the application is successful, to administer the applicant's security holding in the Company.

By submitting an Application Form, each applicant agrees that the Company may use the information in the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers (including mailing houses), the ASX, the ASIC and other regulatory authorities.

If an applicant becomes a security holder of the Company, the Corporations Act requires the Company to include information about the security holder (name, address and details of the securities held) in its public register. This information must remain in the register even if that person ceases to be a security holder of the Company. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

SECTION 2 EFFECT OF THE OFFER ON THE COMPANY

2.1 Principal Effects

The principal effects of the Offer (assuming full subscription) are:

- the Company will issue one Share;
- the Company's cash funds will decrease by approximately \$5,000 (being the estimated expenses of the Offer); and
- the total number of Shares on issue will be 68,040,692.

2.2 Capital Structure

The pro-forma capital structure of the Company following the Offer pursuant to this Prospectus is set out below:

Issued Capital	Number
Existing Shares	68,040,691
Shares to be issued under this Prospectus	1
Shares on issue after this Offer	68,040,692

2.3 Financial Effect of the Offer

After paying for the expenses of the Offer of approximately \$5,000, there will be no proceeds from the Offer. The expenses of the Offer (exceeding \$1.40) will be met from the Company's existing cash reserves. The Offer will have an effect on the Company's financial position, being receipt of funds of \$1.40 less expenses of the Offer of \$5,000.

SECTION 3 RISK FACTORS

The Directors strongly recommend investors examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus. In addition, investors should be aware there are risks associated with investment in the Company. There are certain general risks and certain specific risks which relate directly to the Company's business and are largely beyond the control of the Company and its directors because of the nature of the business of the Company.

The Directors wish to highlight some of the more specific risks which apply to the Offer, the Shares, and to the Company and its business. Those risks are set out below.

3.1 Transport and logistics industry

Growth in the Australian logistics market may not meet CTI's expectations because current in-house providers may be reluctant to outsource activities associated with key business processes to a third party or for some other reason. This may have a material adverse effect on CTI.

3.2 Commercial and operational risks

CTI faces general commercial risks including the risks of industrial disruption, the loss of major customers, competition and other causes of business interruption, which may have a material adverse effect on CTI.

The development of new products or technologies which compete with CTI may have a material adverse effect on CTI. Information technology and system failures could also have a material adverse effect on CTI.

CTI's operating and financial performance is partly reliant on capital equipment. Capital expenditure requirements may impact the cash flow available to service financing obligations and pay dividends. Incurred capital expenditure may or may not deliver the expected operational benefits.

Increased competition in the Australian transport and logistics sector may have a material adverse effect on CTI.

CTI is exposed to risks of litigation which may have a material adverse effect on CTI. At the date of this Prospectus, however, there are no material litigation proceedings, threatened or pending against CTI which could have such an impact.

3.3 Government policy, and legal and regulatory oversight

CTI's operations depend on government maintained public infrastructure including roads and associated infrastructure. The financial performance and position of CTI depends upon government policy and the continued maintenance and provision of this infrastructure.

CTI's operations are subject to extensive legal oversight, and legislative changes may have a material adverse effect on CTI. CTI operates in a regulated market and its operations make use of regulated assets. Changes in the approach adopted to this regulation may have a material adverse effect on CTI.

3.4 Economic factors

CTI's financial performance and position depends upon the performance of the Australian economy and Australian business activity. An adverse change in the performance of the Australian economy may have a material adverse effect on CTI.

3.5 Key employees

Certain CTI executive Directors are also substantial Shareholders, currently owning approximately 61% of CTI. Any decision by these or other substantial Shareholders to materially reduce their stake in CTI may have a material adverse effect on the price of Shares. CTI depends partly upon the performance and expertise of its management and employees. The loss of the services of CTI's key management or employees, or a loss of the ability to continue to attract and retain qualified employees may have a material adverse effect on CTI.

3.6 Acquisitions and integration

CTI regularly examines corporate opportunities (including potential acquisitions) with a view to determining whether those opportunities will enhance its financial performance and position. The successful implementation of CTI's corporate strategy will depend on a range of factors including potential funding strategies and challenges associated with integrating and adding value to a business which is acquired.

Any corporate opportunity that CTI pursues could, for a variety of reasons, have a material adverse effect on CTI.

3.7 CTI's existing debt

No assurance can be given that any refinancing required from time to time will be available on terms favourable to CTI. In such circumstances, if CTI is unable to secure refinancing on favourable terms, this may have a material adverse effect on CTI.

CTI's ability to service its debt will depend on its future performance, which will be affected by many factors, certain of which are beyond CTI's control and that of its Directors. The inability of CTI to service its existing debt would have a material adverse effect on CTI.

3.8 Volatility in the market price of Shares

Although the Company is listed on the ASX, there is no assurance that an active trading market for its Shares will be sustained. The market price of the Shares could be subject to significant fluctuations due to various external factors and events, including the liquidity of the Shares in the market, any difference between the Company's actual financial or operating results and broader market-wide fluctuations. Furthermore, any stock market volatility and weakness could result in the market price of the Shares decreasing so that they trade at prices significantly below the issue price, without regard to the Company's operating performance.

3.9 Negative publicity may adversely affect the Share price

Any negative publicity or announcement relating to any of our substantial shareholders or key personnel may adversely affect the Share price performance of the Company, whether or not this is justifiable. Examples of this negative publicity or announcement may include involvement in legal or insolvency proceedings, failed attempts in takeovers, joint ventures or other business transactions.

3.10 General Economic Climate

Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption have an impact on revenue and operating costs.

The Company's future income, asset values and share price can be affected by these factors.

3.11 Stock Market Conditions

The market price of the Share when quoted on the ASX will be influenced by international and domestic factors affecting conditions in equity and financial markets. These factors may affect the prices for listed securities and the prices for the securities of entities quoted on the ASX, including the Company.

The stock market has in the past been, and may in the future be, affected by a number of matters including commodity prices, market confidence, supply and demand for money and currency exchange rates.

3.12 Sovereign Risk

The Company's projects are currently limited to Australia. The political conditions in Australia are generally stable, however, changes may occur in the political, fiscal and legal system, which might affect the ownership or operations of the Company, including, amongst other things, changes in exchange rates, control or regulations, changes in government and in legislative, fiscal and regulatory regimes, violence and lack of law enforcement, political insurrection or labour unrest, inflation or economic recession.

3.13 Insurance

Insurance against all risks associated with the transport and logistics industry is not always available and the cost can be excessive.

SECTION 4 ADDITIONAL INFORMATION

4.1 Legal Framework of this Prospectus

The Company is a "disclosing entity" under the Corporations Act and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically as a listed company, the Company is subject to the Listing Rules of ASX which require continuous disclosure to the market of any information possessed by the Company which a reasonable person would expect to have a material effect on the price or value of its Shares.

4.2 Applicability of Corporations Act

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are quoted enhanced disclosure ("ED") securities and the securities are in a class of securities that were quoted ED securities at all times in the 3 months before the issue of this Prospectus (or are options to acquire those securities).

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 3 months before the issue of this Prospectus.

The board of Directors has adopted a policy on continuous disclosure which sets out the obligations of the Directors, officers and employees to ensure the Company satisfies the continuous disclosure obligations imposed by the Listing Rules and the Corporations Act. The policy provides information as to what a person should do when they become aware of information which could have a material effect on the Company's securities, and also sets out the consequences of non-compliance and a person's confidentiality obligations.

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Perth during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

The Share to be issued under this Prospectus are in respect of a class of Shares that were continuously quoted securities at all times in the 12 months before the issue of this Prospectus.

4.3 Information Available to Shareholders

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- the Annual Financial Report of the Company for the year ending 30 June 2014;
- the Half Yearly Report of the Company for the half year ending 31 December 2014; and
- the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the year ending 30 June 2014 and before the issue of this Prospectus:

Date	Description of Announcement
12/06/2015	Change of Share Registry Address
10/06/2015	Appendix 3B

Date	Description of Announcement
10/06/2015	CTI Logistics acquires GMK Logistics
10/06/2015	Trading Halt
15/05/2015	CTI Logistics Exits Ausplastics
28/04/2015	Appendix 3B
21/04/2015	Change of Director's Interest Notice
12/03/2015	Market Presentation
27/02/2015	Changes to Dividend Reinvestment Plan and Bonus Share Plan
24/02/2015	Letter to Shareholders
24/02/2015	Half Yearly Report and Accounts
22/12/2014	Change of Director's Interest Notice
18/12/2014	Profit Guidance
1/12/2014	Change of Director's Interest Notice
1/12/2014	Change of Director's Interest Notice
1/12/2014	Appendix 3B
28/11/2014	Appendix 3B
26/11/2014	Results of Meeting
25/11/2014	Purchase of Land
31/10/2014	Appendix 3B
23/10/2014	Notice of Annual General Meeting/Proxy Form
9/10/2014	Market Presentation

4.4 Corporate Governance

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The board of Directors is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent that they are applicable to the Company, the board of Directors has adopted the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*.

A summary of the Company's corporate governance policies is available on the Company's website.

4.5 Rights Attaching to Shares

The Share to be issued pursuant to this Prospectus will rank equally in all respects with existing Shares in the Company. Full details of the rights attaching to the Company's Shares are set out in its Constitution, a copy of which can be inspected at the Company's registered office.

The following is a summary of the rights which attach to the existing Shares:

- (a) **(General Meetings)** Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.
- (b) **(Voting Rights)** Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of Shareholders or classes of Shareholders:
 - (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
 - (ii) on a show of hands, if a member has appointed two proxies neither of those proxies may vote, otherwise every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
 - (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes as bears the same proportion which the amount paid bears to the total issue price of the share unless permitted under the Listing Rules and otherwise provided in the terms on which the shares were issued.
- (c) **(Dividend Rights)** Subject to the rights of persons (if any) entitled to shares with special rights to dividend the Directors may only declare a dividend out of the profits of the Company and may authorise the payment or crediting by the Company to the Shareholders of such a dividend. Interest may not be paid by the Company in respect of any dividend.
- (d) **(Winding-Up)** If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value upon any property to be so divided between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Subject to the rights of shareholders entitled to shares with special rights in a winding-up, all monies and property that is to be distributed among Shareholders on a winding-up shall be so distributed in proportion to the shares held by them respectively, a partly paid share is counted as a fraction of a fully paid share equal to the proportion which the amount paid on it bears to the total issue price of the share.
- (e) **(Transfer of Shares)** Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of, breach of or failure to observe the provisions of a law of Australia.
- (f) **(Variation of Rights)** If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

4.6 Interest of Directors

Directors' Holdings

At the date of this Prospectus the relevant interests of each of the Directors in the Shares and Options of the Company are as follows:

Directors	Shares	
	Direct	Indirect
David Watson	18,062,683	11,518,375 ¹
David Mellor	522,080	5,513,088 ²
Bruce Saxild	347,120	4,768,058 ³
Matthew Watson	324,512	-
Peter Leonhardt	-	544,076 ⁴

1. Shares held indirectly by Mr Watson via David Watson Nominees Pty Ltd, WW Nominees Pty Ltd, Australian Marketing Services Pty Ltd, Aberdeen Management Pty Ltd, Nicor Holdings Pty Ltd, Peachtree Pty Ltd of which Mr Watson is a director and Eftus Super Fund of which Mr Watson is a trustee and beneficiary.
2. Shares held indirectly by Mr Mellor via DAM Nominees Pty Ltd, Aberdeen Management Pty Ltd, Nicor Holdings Pty Ltd, Peachtree Pty Ltd of which Mr Mellor is a director.
3. Shares held indirectly by Mr Saxild via SX Management Pty Ltd, Aberdeen Management Pty Ltd, Nicor Holdings Pty Ltd of which Mr Saxild is a director and BE & MP Saxild of which Mr Saxild is a trustee and beneficiary.
4. Shares held indirectly by Mr Leonhardt via Geolyn Pty Ltd, Brookfield Capital Pty Ltd of which Mr Leonhardt is a director.

Remuneration of Directors

The Constitution of the Company provides that non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting. The maximum sum is currently \$300,000.

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Details of remuneration provided to Directors and their associated entities during the past two financial years are as follows:

Financial year ending 30 June 2013

Directors	Director's Fees/Salaries	Superannuation	Other	Total
	\$	\$	\$	\$
David Watson	\$452,088	\$23,531	\$-	\$475,619
David Mellor	\$443,552	\$23,158	\$69,666	\$536,376
Bruce Saxild	\$493,087	\$23,456	\$69,666	\$586,929
Matthew Watson	\$28,514	\$2,566	\$-	\$31,080
Peter Leonhardt	\$49,600	\$-	\$-	\$49,600

Financial year ending 30 June 2014

Directors	Director's Fees/Salaries	Superannuation	Other	Total
	\$	\$	\$	\$
David Watson	\$489,796	\$33,299	\$-	\$523,095
David Mellor	\$444,341	\$33,322	\$29,679	\$507,342
Bruce Saxild	\$545,052	\$24,160	\$29,679	\$598,891
Matthew Watson	\$32,375	\$2,994	\$-	\$35,369
Peter Leonhardt	\$55,595	\$-	\$-	\$55,595

Since 30 June 2014 to the date of this Prospectus, the Directors have accrued the following remuneration:

Directors	Director's Fees/Salaries	Superannuation	Other	Total
	\$	\$	\$	\$
David Watson	\$512,376	\$34,500	\$-	\$546,876
David Mellor	\$507,035	\$34,500	\$40,870	\$582,405
Bruce Saxild	\$540,577	\$34,500	\$40,870	\$615,947
Matthew Watson	\$31,963	\$3,246	\$-	\$35,209
Peter Leonhardt	\$57,500	\$-	\$-	\$57,500

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Offer.

4.7 Interests of Named Persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- the Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

The amounts disclosed above are exclusive of any amount of GST payable by the Company in respect of those amounts.

SECTION 5 DEFINED TERMS

\$ means an Australian dollar;

Application Form means the application form accompanying this Prospectus;

Acquisition has the meaning given to in in Section 1.1;

ASIC means the Australian Securities & Investments Commission;

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

Business Day means every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Anzac Day, Christmas Day, Boxing Day and any other day that ASX declares is not a business day;

Closing Date means 5.00pm WST on 8 July 2015;

Company or **CTI** means CTI Logistics Limited (ACN 008 778 925);

Consideration Shares has the meaning set out in Section 1.1;

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

Directors means the directors of the Company;

Listing Rules means the Listing Rules of ASX;

Logico means Logico Operations Group Limited (ACN 153 063 382);

Logico Shareholders has the meaning given to it in Section 1.1;

Offer means an offer of securities pursuant to this Prospectus;

Prospectus means this prospectus dated 7 July 2015;

Share means an ordinary fully paid share in the capital of the Company; and

WST means Australian Western Standard Time.

SECTION 6 DIRECTORS' RESPONSIBILITY STATEMENT & CONSENT

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

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

Dated: 7 July 2015



David Anderson Mellor
Joint Managing Director

CTI LOGISTICS LIMITED

ACN 008 778 925

APPLICATION FORM

Please read all instructions on reverse of this form

Share Registrars use only

Broker reference – stamp only

Broker code

Adviser Code

A Number of Shares applied for

B Total amount payable
cheque(s) to equal this amount

One

at A\$1.40 each =

\$1.40

you may or may not be allocated the Share above.

Please note: Paper copies of the Prospectus (and any supplementary prospectus) and this Application Form can be obtained from CTI Logistics Limited free of charge by calling (08) 9422 1100 **Photocopied Application Forms cannot be accepted.**

C Full name details title, given name(s) (no initials) and surname or company name

D Tax file number(s)/ABN
Or exemption category

Name of applicant 1

Applicant 1/company

Name of joint applicant 2 or <account name>

Joint applicant 2/ trust

Name of joint applicant 3 or <account name>

Joint applicant 3/exemption

E Full postal address

F Contact details

Number/street

Contact name

Suburb/town

State/postcode

Contact daytime telephone number

Contact email address

G **CHESS** **HIN** (if applicable)

H Cheque payment details please fill out your cheque details and make your cheque payable to "CTI Logistics Ltd".

Drawer

Cheque number

BSB number

Account number

Total amount of cheque

I Return of the Application Form with your cheque for the Application monies will constitute your offer to subscribe for the Share in the Company. I/We declare that:

- (a) this Application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of the Company; and
- (b) I/we have received personally a copy of this Prospectus accompanied by or attached to the Application Form or a copy of the Application Form or a direct derivative of the Application Form, before applying for the Share; and
- (c) I/we acknowledge and consent to the privacy disclosure statement set out in Section 1.12 of the Prospectus.

No signature is required.

You should read the Prospectus dated 7 July 2015 carefully before completing this Application Form. The *Corporations Act 2001* (Cth) prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant supplementary prospectus (whether in paper or electronic form).

Guide to the CTI Logistics Limited Application Form

This Application Form relates to the offer of 1 Share in CTI Logistics Limited at an issue price of \$1.40, pursuant to the Prospectus dated 7 July 2015. The expiry date of the Prospectus is the date that is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Company and it is advisable to read this document before applying for the Share. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable). While the Prospectus is current, the Company will send paper copies of the Prospectus, and any supplementary prospectus (if applicable), and an Application Form, on request and without charge.

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the Application Form. Further particulars and the correct forms of registrable titles to use on the Application Form are contained below.

- A** Insert the number of Shares you wish to apply for.
- B** Insert the relevant amount of Application monies. To calculate your Application monies, multiply the number of Shares applied for by the sum of \$1.40.
- C** Write the full name you wish to appear on the statement of holdings. This must be either your own name or the name of your company. Up to three joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that are presently registered in the CHES system.
- D** Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each joint Applicant. Collection of TFN(s) is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application.
- E** Please enter your postal address for all correspondence. All communications to you from the share registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- G** The Company will apply to ASX to participate in CHES, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of the Australian Securities Exchange. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold securities allotted to you under this Application in uncertificated form on the CHES subregister, complete Section G or forward your Application Form to your sponsoring participant for completion of this section prior to lodgement. Otherwise, leave Section G blank and on allotment, you will be sponsored by the Company and an SRN will be allocated to you. For further information refer to the Prospectus.
- H** Please complete cheque details as requested:
Make your cheque payable to "CTI Logistics Limited" in Australian currency and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank. The amount should agree with the amount shown in Section B. Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
- I** Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agrees that this Application is for Shares in the Company upon and subject to the terms of this Prospectus, agrees to take any number of Shares equal to or less than the number of Shares indicated in Section A that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Correct form of Registrable Title

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

Type of investor	Correct form of Registrable Title	Incorrect form of Registrable Title
Individual Use names in full, no initials	Mr John Alfred Smith	JA Smith
Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor.	John Alfred Smith <Peter Smith>	Peter Smith
Company Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts Use trustee(s) personal name(s), do not use the name of the trust	Mrs Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased	Ms Jane Smith <Est John Smith A/C>	Estate of late John Smith
Partnerships Use partners personal names, do not use the name of the partnership	Mr John Smith and Mr Michael Smith <John Smith and Son A/C>	John Smith and Son

Lodgement of Applications

Return your completed Application Form with cheque(s) attached to:

By Post or by Hand:

CTI Logistics Ltd
1 Drummond Place
WEST PERTH WA 6005

Application Forms must be received no later than 5.00 pm WST time on 8 July 2015.