

5 August 2015

Australian Securities Exchange Limited

20 Bridge Street

SYDNEY NSW 2000

Despatch of Share Purchase Plan Offer Documents

Chapmans Limited (ASX:CHP) hereby confirms that the enclosed Chairman's Letter, Offer Booklet and Application Form for its share purchase plan are being despatched to eligible shareholders today.

Yours Faithfully

CHAPMANS LIMITED

Peter Dykes Chairman

Share Purchase Plan Offer

TO RAISE UP TO A\$500,000

CLOSING DATE: 5.00pm (Sydney time) on 21 August 2015

This document is important and requires your immediate attention. Carefully read this Offer Booklet in full and consult your stockbroker, solicitor, accountant, licensed financial adviser or other professional adviser if you are in any doubt as to what to do.

This document is not a prospectus. It does not contain all information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document. This Offer Booklet does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder.

If you do not lodge an Application for New Shares by 5.00pm (Sydney time) on 21 August 2015 you will not be issued New Shares in Chapmans Limited.

Chairman's Letter

5 August 2015

Dear Shareholder,

SHARE PURCHASE PLAN

On behalf of the Board, I am pleased to invite you to participate in the Chapmans Limited (ASX:CHP) Share Purchase Plan.

The Share Purchase Plan is an opportunity for shareholders to apply for up to A\$15,000 worth of additional shares in the Company, to raise up to A\$500,000 before expenses.

The Company reserves the right to scale back applications if the amount applied for exceeds A\$500,000.

Funds raised from the Share Purchase Plan will be used for working capital purposes.

Under the Share Purchase Plan, all eligible shareholders will be able to purchase additional shares in the capital of the Company at an issue price of \$0.003 per share.

Participation in the Share Purchase Plan is optional and is open to all shareholders who were registered holders of ordinary shares in the Company as at 9:30am (Sydney time) on 28 July 2015 with a registered address in either Australia or New Zealand.

Further details of the Share Purchase Plan are set out in this Offer Booklet.

The Share Purchase Plan offer opens on 7 August 2015 and closes at 5:00pm (Sydney time) on 21 August 2015.

You should consider seeking independent financial and taxation advice before making a decision as to whether or not to participate in the Share Purchase Plan.

I encourage you to carefully read the enclosed Share Purchase Plan documentation.

For all enquiries regarding the Share Purchase Plan, your holding of shares in the Company, change of address or other registry matters, please contact Security Transfer Registrars Pty Limited on (08) 9315 2333.

Yours sincerely

Peter Dykes

Executive Chairman

Important Information

This Offer Booklet is dated 5 August 2015. The information contained in this Offer Booklet is important and should be read in full.

The SPP Offer is only available for acceptance by Eligible Shareholders. This Offer Booklet does not constitute an offer in any place which, or to any person whom, it would not be lawful to make such an offer. Excluded Shareholders (being Shareholders with their registered addresses outside Australia and New Zealand as at the Record Date) will not be provided with this Offer Booklet and will not be able to participate in the SPP.

No person is authorised to give any information or make any representations in connection with the SPP other than as contained in this Offer Booklet. Any information or representation in connection with the SPP not contained in this Offer Booklet is not, and may not be relied on as having been, authorised by the Company (or any of its officers).

This is an Offer Booklet for an offer of continuously quoted securities (as defined in the Corporations Act) of the Company and has been prepared in accordance with ASIC Class Order 09/425 and the Corporations Act. In broad terms, ASIC Class Order 09/425 relates to share purchase plan offers that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is significantly less than that required in a prospectus or other disclosure document. Eligible Shareholders should therefore rely upon their own knowledge of the Company, refer to disclosures made by it to the ASX, and refer to their professional advisers before deciding whether to participate in the SPP.

Eligible Shareholders will receive an Application Form with this Offer Booklet.

Definitions of capitalised terms used in this Offer Booklet appear in the Glossary.

Privacy

The Company collects information about each Applicant provided on an Application 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, each Applicant agrees that the Company may use the information provided by that Applicant on that Application 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 and professional advisers, and to the ASX and other regulatory authorities.

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

An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. Access requests must be made in writing to the Company's registered office.

Terms of the SPP

On 29 July 2015, the Company announced the details of a share purchase plan (**SPP**) to allow Eligible Shareholders to apply for up to A\$15,000 of New Shares, to raise up to A\$500,000 of additional capital (before expenses).

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

This Offer Booklet explains the terms and conditions of the SPP.

1. Key Dates

The key dates of the SPP are as follows:

Record Date	9:30am (Sydney time), 28 July 2015
Offer opens	7 August 2015
Offer closes	5:00pm (Sydney time), 21 August 2015
Allotment date	31 August 2015
Despatch of holding statements	2 September 2015

^{*}All dates specified in this Offer Booklet are indicative and may be subject to change.

2. Eligibility to Participate

You are eligible to participate in the SPP (**Eligible Shareholders**) if you were a registered holder of fully paid ordinary shares in the Company as at 9:30am (Sydney time) on 28 July 2015 (**Record Date**) with a registered address in either Australia or New Zealand.

If you hold Shares on behalf of persons who reside outside Australia or New Zealand or who are "US Persons" (as defined in Regulation S of the *Securities Act of 1933* (as amended)) (**US Persons**) or who act for the account or benefit of a US Person, then you are not entitled to participate in the SPP.

Shareholders with registered addresses outside Australia or New Zealand as at the Record Date will also not be eligible to participate in the SPP.

The Company has decided that it is unreasonable to make the SPP Offer to Excluded Shareholders, having regard to the number of Excluded Shareholders, the number and value of New Shares they would be offered, and the costs of complying with the relevant legal and regulatory requirements in those jurisdictions outside Australia and New Zealand.

The SPP Offer is non-renounceable by Eligible Shareholders. This means that you cannot transfer your right to purchase New Shares to any other person.

Participation in the SPP is entirely optional (subject to the eligibility criteria set out above).

3. Offer Price

The offer price per New Share is A\$0.003, which represents no discount to the Company's closing share price of A\$0.003 on 28 July 2015 and a 0.64% discount to the volume weighted average price of the Company's shares on the 5 trading days before the announcement of the SPP was made on 29 July 2015.

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of New Shares under the SPP.

Please note that the market price of Shares may rise or fall between the date on which the details of the SPP were announced, the date of this Offer Booklet and the date when the New Shares are allotted to you. This means that the price you pay per New Share may exceed the price of Shares at the time the New Shares are allotted to you. Accordingly, you should seek your own independent financial advice in relation to this Offer Booklet and your participation in the SPP.

4. Participation by Eligible Shareholders

The SPP Offer is being made pursuant to ASIC Class Order 09/425. One of the conditions of that ASIC Class Order is that the SPP Offer must comply with the prescribed subscription limit, which means Eligible Shareholders may only acquire a maximum of A\$15,000 worth of Shares under a share purchase plan or similar arrangement in any 12-month period.

The Company has not undertaken any other share purchase plan in the previous 12-month period.

Accordingly, each Eligible Shareholder may participate in the SPP in A\$1,000 increments from a minimum of A\$1,000 up to a maximum of A\$15,000 (subject to scale back).

The following table sets out how the A\$15,000 subscription limit will be applied:

If you receive more than one offer under the SPP.	You may only apply for up to a maximum amount of A\$15,000 of New Shares.	
If you are recorded with one or more other persons as joint holder of Shares.	A joint holding is considered to be a single registered holding for the purpose of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding.	
notice of chares.	If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply for one maximum amount of A\$15,000 of New Shares.	
If you hold Shares as a	"Custodians" as defined in ASIC Class Order 09/425	
custodian or nominee for one or more	If you hold Shares as a "custodian" (as defined in ASIC Class Order	
beneficiaries.	09/425), then you may apply for a maximum amount of A\$15,000 of New Shares for each participating beneficiary, provided that you complete the Application Form and a Custodian Certificate, and submit them together with the Application Payment to the Share Registry before the Closing Date.	
	Please contact the Share Registry to obtain the form of the Custodian Certificate which you are required to submit.	
	All other custodians and nominees	
	If you hold Shares as a trustee or nominee for another person, but are not a "custodian" as defined in ASIC Class Order 09/425, you cannot participate for beneficiaries in the manner described above.	
	You may only apply for up to a maximum amount of A\$15,000 of New Shares, regardless of the number of participating beneficiaries.	

The SPP will be capped at A\$500,000. The Company reserves the right to scale back Applications in any of the following circumstances:

- (a) if total demand exceeds A\$500,000; or
- (b) if a Shareholder's Application Payment exceeds A\$15,000; or
- (c) if a Shareholder's Application Payment is between A\$1,000 and A\$15,000, but is not a multiple of A\$1,000.

The Company will not accept an Application if the Shareholder's Application Payment is less than A\$1.000.

If total demand exceeds A\$500,000, the Company will scale back Applications substantially on a pro rata basis, based on the number of New Shares Shareholders have applied for respectively, subject to such adjustments as the Board determines appropriate. Fractional entitlements will be rounded down.

If an Application is scaled back, any difference between the Application Payment and the issue price of the New Shares allotted to you will be refunded by the Company, without interest, following allotment of New Shares.

5. Applying for New Shares

If you wish to apply for New Shares under the SPP, please do one of the following:

(a) Payments by Cheque

If you wish to make Application Payment by cheque, please complete the Application Form in accordance with the instructions set out on that form.

All Application Forms must be accompanied by payment in full of the issue price of A\$0.003 per New Share applied for.

Payments will only be accepted in Australian currency and as follows:

- (i) Bank cheque drawn on and payable at any Australian bank; or
- (ii) Personal cheque drawn on and payable at any Australian bank.

Cheques or bank cheques should be made payable to "Chapmans Ltd" and crossed "Not Negotiable". Applicants must not forward cash. Receipts for Application Payments will not be issued.

If you are a "custodian" as defined in ASIC Class Order 09/425, you must also submit a Custodian Certificate with your Application Form and Application Payment. Please contact the Share Registry to obtain the form of the Custodian Certificate which you are required to submit.

(b) Payments by BPay

If you wish to make Application Payment by BPay, please make a BPay payment using the personalised reference number shown on your Application Form. If you make payment using BPay you do not need to return your Application Form to the Share Registry.

Your Application Payment must be received by the Share Registry by 5.00pm (Sydney time) on the Closing Date. You should contact your financial institution to confirm that you are able to make a payment utilising BPay.

All Applications must reach the Share Registry by 5.00pm (Sydney time) on 21 August 2015 (**Closing Date**). The Company reserves the right to extend the Closing Date.

By making an Application to purchase New Shares under the SPP:

- (a) you warrant that you are an Eligible Shareholder;
- (b) you acknowledge your Application is irrevocable and unconditional;
- (c) you certify and represent in favour of the Company that the total of the application price for New Shares, whether the subject of your Application or the subject of any other application made by you, on your behalf (by a custodian or otherwise) or in conjunction with any other person, does not exceed A\$15,000;

- (d) you authorise the Company and the Share Registry (and their officers, employees or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- (e) you accept the risk associated with any refund of your Application Payment that may be paid to you by direct credit or cheque to your address shown on the Company's members register; and
- (f) you irrevocably and unconditionally agree to be bound by the Terms of the SPP and the Company's constitution.

(Please note that the Company has not undertaken any other share purchase plan in the previous 12-month period.)

The Company reserves the right to reject any Application which it believes does not comply with the Terms of the SPP.

6. Allotment of New Shares

New Shares are expected to be allotted on 31 August 2015 and the Company will apply for those New Shares to be listed for quotation on ASX.

The Company expects to dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP on 2 September 2015.

All New Shares issued under the SPP will rank equally with existing Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing Shares

7. Shortfall

The SPP Offer is not underwritten. The Directors reserve the right to place any Shortfall in their absolute discretion at a price no less than the price of New Shares offered under the SPP, subject to the ASX Listing Rules and the Corporations Act.

8. Disputes

The Board may settle, in any manner it thinks fit, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any Shareholder, Applicant or Application. The decision of the Board will be conclusive and binding on all persons to whom the determination relates. The Company reserves the right to waive strict compliance with or vary any provision of the Terms of the SPP, or to vary, suspend or terminate the SPP at any time without notice.

9. Governing Law

This offer is governed by the law in force in New South Wales, Australia. By accepting the SPP Offer, you submit to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

10. Enquiries

For all enquiries regarding the SPP, your holding of Shares, change of address or other registry matters, please contact Security Transfer Registrars Pty. Limited on (08) 9315 2333.

Glossary

A capitalised term used in this Offer Booklet has the meaning specified below:

A\$	Australian dollars.	
Applicant	An Eligible Shareholder who returns an Application.	
Application	An application for New Shares under the SPP.	
Application Form	The application form attached to this Offer Booklet.	
Application Payment	The payment of the issue price under the SPP (ie, A\$0.003 per New Share) submitted by an Applicant for the purposes of making an Application.	
ASX	ASX Limited (ABN 98 008 624 691).	
ASX Listing Rules	The official Listing Rules of the ASX.	
Board	The board of Directors.	
Closing Date	5:00pm (Sydney time) on 21 August 2015 (unless varied).	
Company	Chapmans Limited (ABN 34 000 012 386).	
Corporations Act	Corporations Act 2001 (Cth) as amended from time to time.	
Custodian Certificate	A certificate required to be submitted by a custodian together with an Application in accordance with this Offer Letter.	
Directors	The directors of the Company.	
Eligible Shareholder	A Shareholder who is eligible to participate in the SPP as specified in this Offer Booklet.	
Excluded Shareholders	Shareholders other than Eligible Shareholders.	
New Shares	The Shares offered under the SPP Offer.	
Offer Booklet	This offer booklet under which the SPP Offer is being made.	
Record Date	9:30am (Sydney time) on 28 July 2015.	
Share Registry	Security Transfer Registrars Pty. Limited (ABN 95 008 894 488).	
Shareholder	A holder of Shares.	
Shares	Ordinary shares in the capital of the Company.	
Shortfall	Those New Shares not allotted to any Applicant.	
SPP	The share purchase plan being conducted by the Company as described in this Offer Booklet.	
SPP Offer	The offer of New Shares pursuant to the SPP.	
Terms of the SPP	The terms and conditions set out in this Offer Booklet, including any modifications made by the Company.	

Corporate Directory

Directors

Peter James Dykes (Executive Chairman) Anthony Dunlop (Executive Director) Christopher Newport (Non Exec. Director)

Company Secretary

Peter James Dykes (Company Secretary)

Registered Office

Level 10, 52 Phillip Street, Sydney, NSW, Australia, 2000

Legal Advisers

Thomson Geer Level 25 1 O'Connell Street Sydney NSW 2000 Australia

Share Registry

Security Transfer Registrars Pty. Limited 770 Canning Highway, Applecross, WA, Australia, 6153 (08) 9315 2333 +

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:

«HOLDER_NAME» «ADDRESS_LINE_1»

«ADDRESS_LINE_2»

«ADDRESS_LINE_3» «ADDRESS_LINE_4» «ADDRESS_LINE_5»

LEVEL 10 52 PHILLIP STREET SYDNEY NSW 2000 AUSTRALIA

CHAPMANS LIMITED

ACN: 000 012 386

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd

All Correspondence to: PO BOX 535,

APPLECROSS WA 6953 AUSTRALIA

770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:	СНР	
Holder Number:		
Record Date:	28 JULY 2015	

SHARE PURCHASE PLAN CLOSING AT 5.00PM AEST ON 21 AUGUST 2015

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: (please mark "X" to indicate one choice only)

ТО	TAL SUBSCRIPTION AMOUNT @ \$0.003 PER SHARE	NUMBER OF SHARES	TOTAL SUBSCRIPTION AMOUNT @ \$0.003 PER SHARE	NUMBER OF SHARES
A \$	15,000	5,000,000	ı \$ 7,000	2,333,333
В \$	14,000	4,666,667	J \$ 6,000	2,000,000
c \$	13,000	4,333,333	к \$ 5,000	1,666,667
D \$	12,000	4,000,000	L \$ 4,000	1,333,333
E \$	11,000	3,666,667	M \$ 3,000	1,000,000
F \$	10,000	3,333,333	N \$ 2,000	666,667
G \$	9,000	3,000,000	o \$ 1,000	333,333
Н \$	8,000	2,666,667		

- (2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).
- (3) I/We agree to be bound by the terms of the SPP.
- (4) I/We hereby agree to accept any lesser number of new Shares applied for.
- (5) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000 worth of Shares) does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. Limit on Participation and Custodian Certification see overleaf for details.

(6) My/Our contact details in case of enquiries are:

NAME	TELEPHONE NUMBER
EMAIL ADDRESS	,
@	

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

You do not need to return this form if you have made payment via BPAY.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.			REGISTRY DATE STAMP
围	Biller code: 159483 CHEQUE / MONEY ORDER All cheques (expressed in Australian currency) are to		
PAY	Ref: EFT_REFERENCE_NUMBER	be made payable to CHAPMANS LIMITED and crossed "Not Negotiable".	
BPAY® this payment via internet or phone banking.			<pre><sequence_number></sequence_number></pre>
Your BPAY® reference number is unique to this offer and is not to be used for any other offer.		E & O.E.	

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LODGEMENT INSTRUCTIONS

CHEQUE / MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm AEST on 21 August 2015.

PAYMENT INFORMATION



Biller code: 159483

BPAY® this payment via internet or phone banking. Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

LIMITATION ON PARTICIPATION

The maximum subscription limitation of \$15000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to **CHAPMANS LIMITED**. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

CERTIFICATION

By making payment for the application monies, I/we hereby:

- Acknowledge that I/we have read and understood the Terms of the SPP;
- 2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
- 3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
- 4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, Applecross WA 6953 AUSTRALIA
770 Canning Highway, Applecross WA 6153 AUSTRALIA
Telephone +61 8 9315 2333
Facsimile +61 8 9315 2233

Email: registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

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