

# MALLESONS STEPHEN JAQUES

The Manager  
 Company Announcements Office  
 Australian Securities Exchange  
 Level 4  
 20 Bridge Street  
 SYDNEY NSW 2000  
 Fax 1300 135 638

Espreon Limited  
 c/- Baker & McKenzie  
 Level 27, AMP Centre  
 50 Bridge Street  
 SYDNEY NSW 2000  
**By email**

23 December 2008

Pages: 5 (including cover page)

Dear Sir/Madam

**Vectis Group Pty Ltd (Vectis) takeover offer (Offer) for Espreon Limited (Espreon) (ASX code: EON) - Update on Relevant Interests and Institutional Acceptance Facility (IAF)**

We act for Vectis in relation to the off-market takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) (**Corporations Act**) by Vectis for all shares in Espreon.

In accordance with section 671B(1)(c) of the Corporations Act, Vectis confirms that, as at 22 December 2008:

- the number of Espreon shares the subject of acceptance instructions held under the IAF;<sup>1</sup> and
- the number of Espreon shares in which Vectis has a relevant interest,

in relation to the Offer are as follows:

	Number of Espreon shares		Percentage of Espreon shares	
	Previous Update	Current	Previous Update	Current
Instructions held under IAF	-	-	-	-
Relevant interests	18,636,190	18,717,526	19.72565%	19.73%
<b>Total:</b>	<b>18,636,190</b>	<b>18,717,526</b>	<b>19.72565%</b>	<b>19.73%</b>

<sup>1</sup> The figures in relation to the IAF are as at 5.00 pm on the relevant day.

Company Announcements Office

23 December 2008

The terms and other details of the IAF were set out in the Second Supplementary Bidder's Statement dated 22 December 2008 lodged by Vectis.

A Form 604 (Notice of change of interests of substantial holder) is attached.

Yours sincerely



Tim Downing  
Solicitor  
Direct line +61 3 9643 4374  
Email [tim.downing@mallesons.com](mailto:tim.downing@mallesons.com)



Craig Semple  
Partner  
Direct line +61 3 9643 4262  
Email [craig.semple@mallesons.com](mailto:craig.semple@mallesons.com)

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme Espreon Limited  
 ACN/ARSN 090 651 700

**1. Details of substantial holder (1)**

Name Vectis Group Pty Ltd  
 ACN/ARSN (if applicable) 124 666 806

There was a change in the interests of the  
 substantial holder on 22/12/08

The previous notice was given to the company on 11/02/08

The previous notice was dated 11/02/08

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares - fully paid	18,636,190	19.72565%	18,717,526	19.73%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
22/12/08	Vectis Group Pty Ltd	The making of an off-market takeover bid by Vectis Group Pty Ltd for all the ordinary shares in Espreon Limited.	Nil	Nil	Nil
23/04/08	ABN Amro Bank NV, Warnford Nominees Pty Limited, RFS Holdings B.V., The Royal Bank of Scotland Group plc, Banco Santander, S.A.	Acquisition	\$35,852.91	81,336	81,336

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Vectis Group Pty Ltd	Vectis Group Pty Ltd	Vectis Group Pty Ltd	Registered holder as nominee of the Gemlight Joint Venture and having the power to (or to control) exercise vote and/or dispose of the securities as nominee of the Gemlight Joint Venture	9,313,988	9,313,988
Vectis Group Pty Ltd	Warnford Nominees Pty Ltd	Warnford Nominees Pty Ltd	Ability to control disposal of shares arising under equity SWAP arrangements with ABN Amro Bank NV that are to be physically settled on 2 July 2009 or such earlier date as the swap arrangements may be terminated at the discretion of Vectis Group Pty Ltd	9,403,538	9,403,538

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Nil	Nil

## 6. Addresses

The addresses of persons named in this form are as follows:

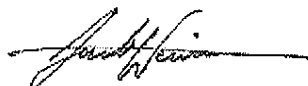
Name	Address
Vectis Group Pty Ltd	c/- Level 27, 150 Lonsdale Street, Melbourne, Victoria, 3000
ABN Amro NV	Level 22, 88 Philip Street, Sydney NSW 2000
Wanford Nominees Pty Limited	Level 22, 88 Philip Street, Sydney NSW 2000
RFS Holdings B.V.	Strawinskylaan 3105, 1077 ZX Amsterdam, The Netherlands
The Royal Bank of Scotland Group pic	Royal Bank of Scotland Group, 6th Floor, 280 Bishopsgate, London, EC2M 8RB, United Kingdom
Banco Santander, S.A.	Cludad Grupo Santander, Edificio Pinar, Boadilla del Monte 28660, Madrid, Spain

## Signature

print name Jacob Weinmann

Capacity DIRECTOR

sign here



date 23 / 12 / 08

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.