

Partner Rachel Launders
T +61 2 9263 4143
rlaunders@gtlaw.com.au
Our ref RAL:1006277



LAWYERS

23 February 2009

By fax | 5 pages

To Company Announcements Platform
ASX Limited
Fax 1300 135 638

Gilbert + Tobin

2 Park Street
Sydney NSW 2000
Australia

GPO Box 3810
Sydney NSW 2001

T +61 2 9263 4000
F +61 2 9263 4111

DX 10348 SSE

www.gtlaw.com.au

SAI Global Limited – Takeover bid for Espreon Limited – Form 604

Please find enclosed a Form 604 dated 23 February 2009, provided by SAI Global Limited in connection with the off-market takeover offer for all of the shares in Espreon Limited.

Yours faithfully
Gilbert + Tobin

A handwritten signature in cursive script that reads "Lucy Hall".

Lucy Hall Lawyer T +61 2 9263 4180 lhall@gtlaw.com.au	
--	--

This facsimile is solely for the use of the addressee and may contain information which is confidential or privileged. If you receive this facsimile in error, please notify us immediately and we will arrange for its return at our expense.
Liability limited by a scheme approved under Professional Standards Legislation.

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Espreon Limited (EON)

ACN 090 651 700

1. Details of substantial holder (1)

Name SAI Global Limited (SAI) and its related bodies corporate (as set out in Annexure A) (SAI Group).

ACN/ARSN (if applicable) ACN 050 611 642

There was a change in the interests of the
substantial holder on 20/02/09

The previous notice was given to the company on 19/02/09

The previous notice was dated 19/02/09

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	46,833,517	49.38%	48,347,744	50.97%

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
19/02/09	SAI	Acquisition of a relevant interest in EON shares pursuant to contracts arising as a result of acceptances of SAI's takeover offer dated 27 January 2009.	1 SAI share for every 4.8 EON shares or, if SAI has a relevant interest in EON of more than 90% of the end of the offer period, 1 SAI share for every 4.4 EON shares.	236,578 ordinary shares	236,578 (0.24%)
20/02/09	SAI	Acquisition of a relevant interest in EON shares pursuant to contracts arising as a result of acceptances of SAI's takeover offer dated 27 January 2009.	1 SAI share for every 4.8 EON shares or, if SAI has a relevant interest in EON of more than 90% of the end of the offer period, 1 SAI share for every 4.4 EON shares.	1,277,649	1,277,649 (1.35%)

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
SAI	SAI	N/A	Registered holder of shares under Section 608(1) of the Corporations Act.	18,650,213 ordinary shares	18,650,213 (19.66%)
SAI	EON shareholders who have accepted the takeover offer by SAI	SAI	Pursuant to Section 608(1) of the Corporations Act, SAI has a relevant interest as a result of acceptances of the takeover offer made by SAI to EON shareholders.	29,697,531 ordinary shares	29,697,531 (31.31%)

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 persons named in paragraph 4 in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
None	None

6. Addresses

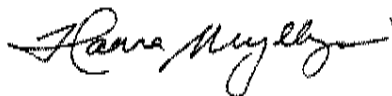
The addresses of persons named in this form are as follows:

Name	Address
SAI Global Limited and each of the entities listed in Annexure A	286 Sussex Street, Sydney NSW 2000

Signature

print name **Hanna Myllyoja** capacity **Company Secretary**

sign here



date 23/02/09

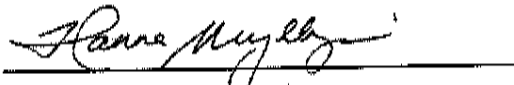
DIRECTIONS

- (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.

Annexure A

This is Annexure A of 1 page to the Form 604 Notice of change of interests of substantial holder signed by me and dated 23/02/09.



Name: Hanna Myllyoja

Date: 23/02/09

Excel Partnership Inc.
SAI Global Inc.
SAI Global Mexico S de RL
PT SAI Global Indonesia
PT Kema Registered Quality
QAS India (PVT)
SAI Global Certification Services Pty Ltd
CRS Registrars Inc
SAI Global US Holdings Inc
SAI Global UK Holdings Limited (previously Easy i Holdings Limited)
ILI Holdings Limited
SAI Global Compliance Limited (previously Easy i Limited)
Easy i Media Limited
Simulus Multimedia Limited
Easy i Inc
Anstat Pty Limited
ILI Limited
London Information (Rowse Muir)
Bidmile
SAI Global Assurance Services Limited (previously EFSIS Limited)
SAI Global UK Limited (previously Central Certification Service Limited)
ILI Infodisk Inc.
ILI Production Limited
SAI Global Japan Co. Ltd
Certificazioni Torinesi S.R.L (Certo)
Controlli Torinesi Prodotti e Processi S.R.L. (Contop)
Compliance and Ethics Learning Solutions Corporation (Midi)
QMI - SAI Canada Limited
The GCS Certification Co., Limited