

5 July 2010

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## BY E-LODGEMENT

The Manager  
Company Announcements Office  
ASX Limited

Dear Sir / Madam

**Off-market bid by Australian Laboratory Services Pty Ltd ACN 009 936 029 ('ALS'), a wholly-owned subsidiary of Campbell Brothers Limited (ASX: CPB) to acquire all ordinary shares in Ammtec Limited ACN 063 332 516 (ASX: AEC) ('Ammtec')**

We act for ALS.

On behalf of ALS and in accordance with section 633(1) item 5 of the *Corporations Act 2001* (Cth) (**Corporations Act**), we enclose a copy of ALS' Bidder's Statement (including offer document) dated 5 July 2010.

The Bidder's Statement has been lodged with ASIC and sent to Ammtec today.

Pursuant to ASIC Class Order CO 01/1543:

- this Bidder's Statement omits the date of the proposed offer and any other date that is related to, or dependent on, that date (**Omitted Dates**); and
- the information about ALS' relevant interests in Ammtec shares, voting power in Ammtec and any consideration or benefits given in relation to Ammtec shares (**Information**) is current as at the date of lodgement of the Bidder's Statement with ASIC.

The Omitted Dates will be included, and the Information will be updated, in the Bidder's Statement sent to the holders of Ammtec shares and the holders of Ammtec options. A copy of this updated Bidder's Statement will be lodged with ASIC and sent to Ammtec and the ASX on the day it is sent to the holders of Ammtec shares.

The Campbell Brothers Limited shares being offered as consideration under the bid have been valued in accordance with ASIC RG 163 as close as practicable to the time on which this Bidder's Statement was lodged with ASIC.

If there is any material change to the value of those shares determined in accordance with the mechanism set out in ASIC RG 163 on or before the date on which this Bidder's Statement is sent to the holders of Ammtec shares then a replacement Bidder's Statement will be sent to those holders in accordance with ASIC Class Orders CO 00/2338 and CO 00/344.

ALS also gives notice for the purposes of sections 633(2)(a) and 633(4)(a) of the Corporations Act that, as set by ALS in section 9.2 of the Bidder's Statement, the date for the purpose of identifying the people to whom information must be sent under items 6 and 12 of section 633(1) of the Corporations Act in relation to the off-market bid described in the Bidder's Statement is 12 July 2010.

Yours faithfully

**MINTER ELLISON**



Contact: Stephen Knight Direct phone: +61 7 3119 6237  
Email: [stephen.knight@minterellison.com](mailto:stephen.knight@minterellison.com)  
Partner responsible: Gary Goldman Direct phone: +61 7 3119 6268  
Our reference: GIG SJK 40-406506499



CAMPBELL BROTHERS  
LIMITED

ACN 009 657 489

BIDDER'S  
STATEMENT

**ACCEPT**

OFFER BY  
AUSTRALIAN LABORATORY SERVICES PTY LTD  
ACN 009 936 029,  
A WHOLLY OWNED SUBSIDIARY OF  
CAMPBELL BROTHERS LIMITED  
ACN 009 657 489,  
TO ACQUIRE ALL OF YOUR SHARES IN

**AMMTEC LIMITED**  
ACN 063 332 516

FOR \$3.35 CASH PER SHARE OR 2 CAMPBELL BROTHERS  
SHARES FOR EVERY 17 AMMTEC SHARES YOU HOLD

THIS IS AN **IMPORTANT DOCUMENT** AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT HOW TO DEAL WITH THIS DOCUMENT, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

IF YOU HAVE ANY QUESTIONS ABOUT THE OFFER OR THIS DOCUMENT CALL THE OFFER INFORMATION LINE ON 1800 643 977 (FOR CALLERS WITHIN AUSTRALIA) OR +61 2 8256 3363 (FOR CALLERS OUTSIDE AUSTRALIA) DURING THE OFFER PERIOD.

**J.P.Morgan**

Financial Adviser

**MinterEllison**

Legal Adviser

LAWYERS

# IMPORTANT INFORMATION

This bidder's statement is dated 5 July 2010 and is issued by ALS under Part 6.5 of the Corporations Act. A copy of this bidder's statement was lodged with ASIC on 5 July 2010. ASIC takes no responsibility for the content of this bidder's statement.

## DEFINED TERMS

A number of defined terms are used in this bidder's statement. Unless the contrary intention appears, the context requires otherwise or words are defined in section 11 of this bidder's statement, words and phrases in this bidder's statement have the same meaning and interpretation as in the Corporations Act.

## INVESTMENT DECISIONS

This document does not take into account the individual investment objectives, financial situation or particular needs of each Ammtec Shareholder or any other person. Ammtec Shareholders may wish to seek independent financial and taxation advice before deciding whether or not to accept the Offer.

## FORWARD LOOKING STATEMENTS

Some of the statements appearing in this bidder's statement may be in the nature of forward looking statements. You should be aware that such statements are only predictions and subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which ALS operates as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement. None of CBL, ALS, CBL's or ALS' officers and employees, any persons named in this bidder's statement with their consent or any person involved in the preparation of this bidder's statement makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward looking statement. The forward looking statements in this bidder's statement reflect views held only as at the date of this bidder's statement.

## AMMTEC AND COMBINED GROUP INFORMATION

The information on Ammtec, Ammtec Shares and the Ammtec Group contained in this bidder's statement as well as the information on the Combined Group, to the extent it incorporates or reflects information regarding Ammtec or the Ammtec Group, has been prepared by ALS using publicly available information. The information in this bidder's statement concerning Ammtec and the assets and liabilities, financial position and performance, profits and losses and prospects of Ammtec has not been verified by CBL or ALS. Subject to the Corporations Act, CBL and ALS make no representation or warranty, express or implied as to the accuracy or completeness of such information.

## FOREIGN JURISDICTIONS

The distribution of this document and the making of the Offers may, in certain jurisdictions, be restricted by law. The Offers are not being made, directly or indirectly, in or into, and will not

be capable of acceptance from within, any jurisdiction in which the making of the Offers or the acceptance thereof would not be in compliance with the laws of that jurisdiction. Persons who come into possession of this document should inform themselves of and observe any of these restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any of these jurisdictions. Neither CBL or ALS assumes any responsibility for any violation by any person of any of these restrictions.

This bidder's statement is not a New Zealand prospectus or an investment statement and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the *Securities Act 1978* (NZ) (or any other relevant New Zealand law). This bidder's statement may not contain all the information that a prospectus or investment statement is required to contain under New Zealand law. Campbell Brothers Shares are being offered to the public in New Zealand under the Offer in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (NZ). This notice exempts Campbell Brothers and ALS from the investment statement and prospectus requirements of the *Securities Act 1978* (NZ) and the *Securities Regulations 1983* (NZ).

No action has been taken to register this bidder's statement or to otherwise permit a public offering of Campbell Brothers Shares outside Australia or New Zealand. In particular, Campbell Brothers Shares have not been, and will not be, registered under the *Securities Act 1933* of the United States of America (**Securities Act**) and may not be offered or sold in the United States or to, or for the account or benefit of, a US person (as defined in Regulation S under the Securities Act), except in a transaction exempt from the registration requirements of the Securities Act and applicable United States state security laws. The entitlements of Ammtec Shareholders who are located in jurisdictions outside Australia and its external territories and New Zealand are set out in section 10.10.

## PRIVACY STATEMENT

ALS has collected your information from the Ammtec register of shareholders for the purpose of making this Offer and, if accepted, administering acceptances over your holding of Ammtec Shares or Ammtec Options. The type of information ALS has collected about you includes your name, address, contact details and information on your shareholding in Ammtec. Without this information, ALS would be hindered from carrying out the Offer. The Corporations Act requires the names and addresses of shareholders to be held in a public register. Your information may be disclosed on a confidential basis to ALS' related bodies corporate and external service providers, and may be required to be disclosed to regulators such as ASIC. If you would like details about the information about you held by ALS or Computershare please contact them at the addresses set out in the corporate directory.

## WEBSITES

References in this bidder's statement to the website of Campbell Brothers ([www.campbell.com.au](http://www.campbell.com.au)) and to Ammtec's website ([www.ammtec.com.au](http://www.ammtec.com.au)) are for your reference only. Information contained in or otherwise accessible from those websites are not part of this bidder's statement.





# CHAIRMAN'S LETTER

Dear Ammtec Shareholder,

## ALS OFFER FOR AMMTEC

We are delighted to enclose the offer being made by Campbell Brothers through its wholly owned subsidiary, Australian Laboratory Services Pty Ltd (**ALS**), to acquire all of your Ammtec shares.

The offer delivers an attractive price for your investment in Ammtec and also provides you with an opportunity to become a shareholder in Campbell Brothers, a leading diversified Australian-based services company with a strong global presence.

Under the offer, you may choose to receive either cash or Campbell Brothers shares for your Ammtec shares.

If you choose to receive cash, then you will be paid \$3.35 cash for each Ammtec share. This price represents a:

- > **33% premium** to Ammtec's closing share price of \$2.51 on 18 May 2010 (the last trading day prior to Campbell Brothers' announcement of an intention to make an offer for Ammtec shares);
- > **24% premium** to the 30 day VWAP for Ammtec shares of \$2.71 up to 18 May 2010; and
- > **35% premium** to the 12 month VWAP for Ammtec shares of \$2.47 up to 18 May 2010.

Accepting cash provides you with certainty of value for your Ammtec shares.

If you choose to receive Campbell Brothers shares, then you will be issued 2 Campbell Brothers shares for every 17 Ammtec shares you hold. This represents significant value for your investment in Ammtec. Specifically, it would imply a value of \$[3.53] per Ammtec share as at the date of this bidder's statement based on the 2 day VWAP for Campbell Brothers shares up to [2] July 2010 (inclusive) of \$[29.98]. This represents a:

- > **[41]% premium** to Ammtec's closing share price of \$2.51 on 18 May 2010;
- > **[30]% premium** to the 30 day VWAP for Ammtec shares of \$2.71 up to 18 May 2010; and
- > **[43]% premium** to the 12 month VWAP for Ammtec shares of \$2.47 up to 18 May 2010.

In addition, if you choose to receive Campbell Brothers shares, you will be part of a well-positioned company with a strong growth outlook and a compelling strategic position that includes geographical diversification, broader end-market exposures and a service offering across the whole lifecycle of mining projects – from exploration through to development and production support. Moreover, you will benefit from the higher liquidity of Campbell Brothers shares and may be eligible for CGT roll-over relief.

Campbell Brothers is well-placed to benefit from increasing global activity levels and strong demand for mineral, environmental and coal analytical services. On 29 June 2010, Campbell Brothers announced it expects to achieve record first half FY2011 NPAT in the range of \$63 million to \$68 million, representing 65% to 78% growth on the prior comparable period and 10% to 19% more than its previous half yearly record of \$57 million achieved in FY2009. We are pleased to offer you the choice of receiving Campbell Brothers shares so that you may participate in Campbell Brothers' strong growth outlook and the strategic benefits arising from the acquisition of Ammtec.

Whether you accept cash or shares, you will incur no brokerage fee or stamp duty on the sale of your Ammtec Shares to ALS.<sup>1</sup>

The offer is subject to a limited number of conditions, including a minimum 90% acceptance condition. Importantly, the offer is not subject to any finance conditions.

As at the date of this bidder's statement, ALS has an interest in approximately 9.0% of Ammtec's ordinary shares on issue. These interests have been acquired through on-market purchases and share sale agreements entered into between ALS and key institutional shareholders of Ammtec.

We encourage you to read this bidder's statement in full for further details about the offer. The offer is open for your acceptance until 5.00pm Perth time on [ ] 2010, unless otherwise extended. If you wish to accept the offer, please follow the instructions in this bidder's statement and the enclosed acceptance form.

If you have any questions about the offer, please contact your legal, financial or other professional adviser, or call the offer information line on 1800 643 977 (toll free) (within Australia) or +61 2 8256 3363 (normal charges apply) (outside of Australia). The offer information line is open between 7.00am and 5.00pm Perth time during the offer period.

Yours sincerely

**Geoff McGrath**  
Chairman  
Campbell Brothers Limited

**TO ACCEPT THE OFFER, FOLLOW THE INSTRUCTIONS ON THE ENCLOSED ACCEPTANCE FORM**

<sup>1</sup>If you are an ineligible foreign shareholder and choose to receive Campbell Brothers shares, you will not be directly issued Campbell Brother shares and the Campbell Brothers shares to which you would otherwise have been entitled will be issued to, and sold by, a nominee and the proceeds will be provided to you net of the costs of sale, which may include brokerage.

# CONTENTS

Important information	2
Chairman's Letter	3
Why you should accept this offer	5
Summary of the Offer and how to accept the offer	18
Key questions	20
1. About Campbell Brothers	23
2. Information about Campbell Brothers Shares	32
3. About Ammtec	33
4. Profile of the Combined Group	34
5. Dealings by ALS in Ammtec Shares	38
6. How cash consideration will be provided	39
7. Key risks	40
8. Tax considerations	43
9. Other material information	48
10. Terms of the Offer	50
11. Defined terms and interpretation	58
Signing page	61
Corporate information for Campbell Brothers	62

# KEY DATES

Bidder's statement lodged with ASIC	5 July 2010
Record Date	12 July 2010
Date of Offer	[ ] 2010
Offer ends, unless extended	[ ] 2010

# KEY CONTACTS

## SHARE REGISTRY FOR THE BID

Computershare Investor Services Pty Limited  
GPO Box 52  
MELBOURNE VIC 3001

## OFFER INFORMATION LINE

Call 1800 643 977 (for callers within Australia) or +61 2 8256 3363 (for callers outside Australia). The offer information line is open between 7.00am and 5.00pm Perth time during the Offer Period. Please note that calls to the offer information line may be recorded.

# WHY YOU SHOULD ACCEPT THIS OFFER

1	Campbell Brothers is offering a significant premium for your Ammtec Shares	✓
2	You have the flexibility to choose to receive either cash or Campbell Brothers Shares in exchange for your Ammtec Shares	✓
3	The cash consideration provides you with certainty of value for your Ammtec Shares	✓
4	If you choose to receive Campbell Brothers Shares, you will have the opportunity to benefit from Campbell Brothers' proven management expertise and long-established record of strong performance	✓
5	If you choose to receive Campbell Brothers Shares, you will be part of a well-positioned, global company with a strong growth outlook and a compelling strategic position	✓
6	If you choose to receive Campbell Brothers Shares, you will benefit from the higher liquidity of Campbell Brothers Shares and may be eligible for CGT roll-over relief	✓
7	Ammtec's FY2011 profit guidance is not reliable given the volatility in the Australian resources sector and Ammtec's poor history of meeting its profit guidance, whereas Campbell Brothers is offering certainty of value for your Ammtec Shares under the cash offer	✓
8	In the absence of the Offer, Ammtec's share price is likely to fall	✓

# 1 Campbell Brothers is offering a **significant premium** for your Ammtec Shares

## UNDER THE CASH ALTERNATIVE

If you accept the Offer and choose to receive cash as consideration, then you will be paid **\$3.35 cash per Ammtec Share**.

This price represents a:

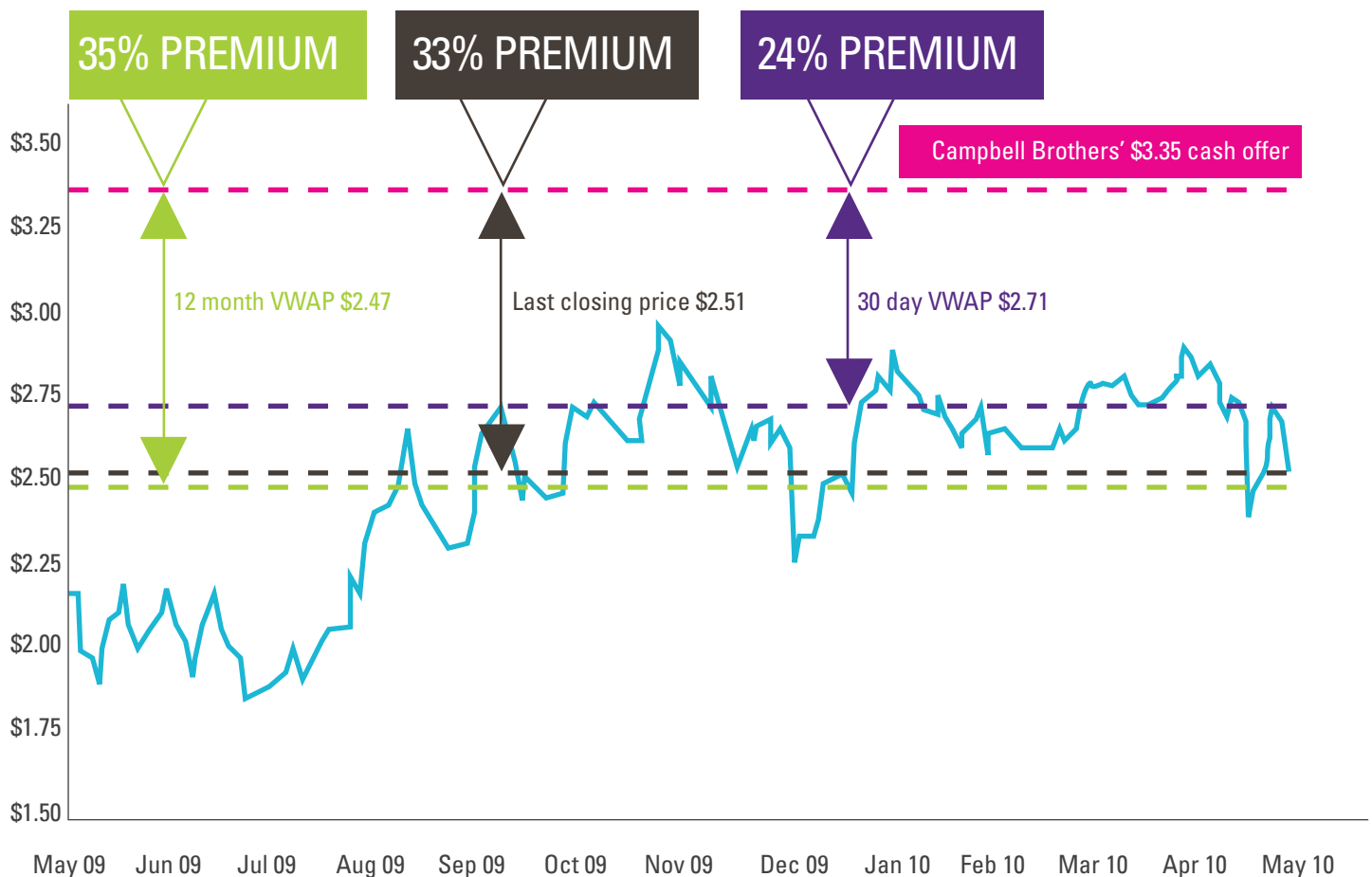
- > **33% premium** to Ammtec's closing price of \$2.51 on 18 May 2010 (the last trading day prior to Campbell Brothers' announcement of an intention to make an offer for Ammtec Shares);
- > **24% premium** to the 30 day VWAP for Ammtec Shares of \$2.71 up to 18 May 2010; and
- > **35% premium** to the 12 month VWAP for Ammtec Shares of \$2.47 up to 18 May 2010.

The cash offer price of \$3.35 per share also represents a significant multiple to FY2010 expected earnings and represents:

- > A **price to earnings ratio of 17.5x<sup>2</sup>** (compared with 13.1x based on the closing price of Ammtec Shares of \$2.51 on 18 May 2010); and
- > An **enterprise value to EBITDA ratio of 10.2x<sup>3</sup>** (compared with 7.6x based on the closing price of Ammtec Shares of \$2.51 on 18 May 2010).

The premium offered to Ammtec Shareholders under the Cash Alternative is shown in the charts below.

Ammtec share price performance relative to the Cash Alternative (\$ per share)



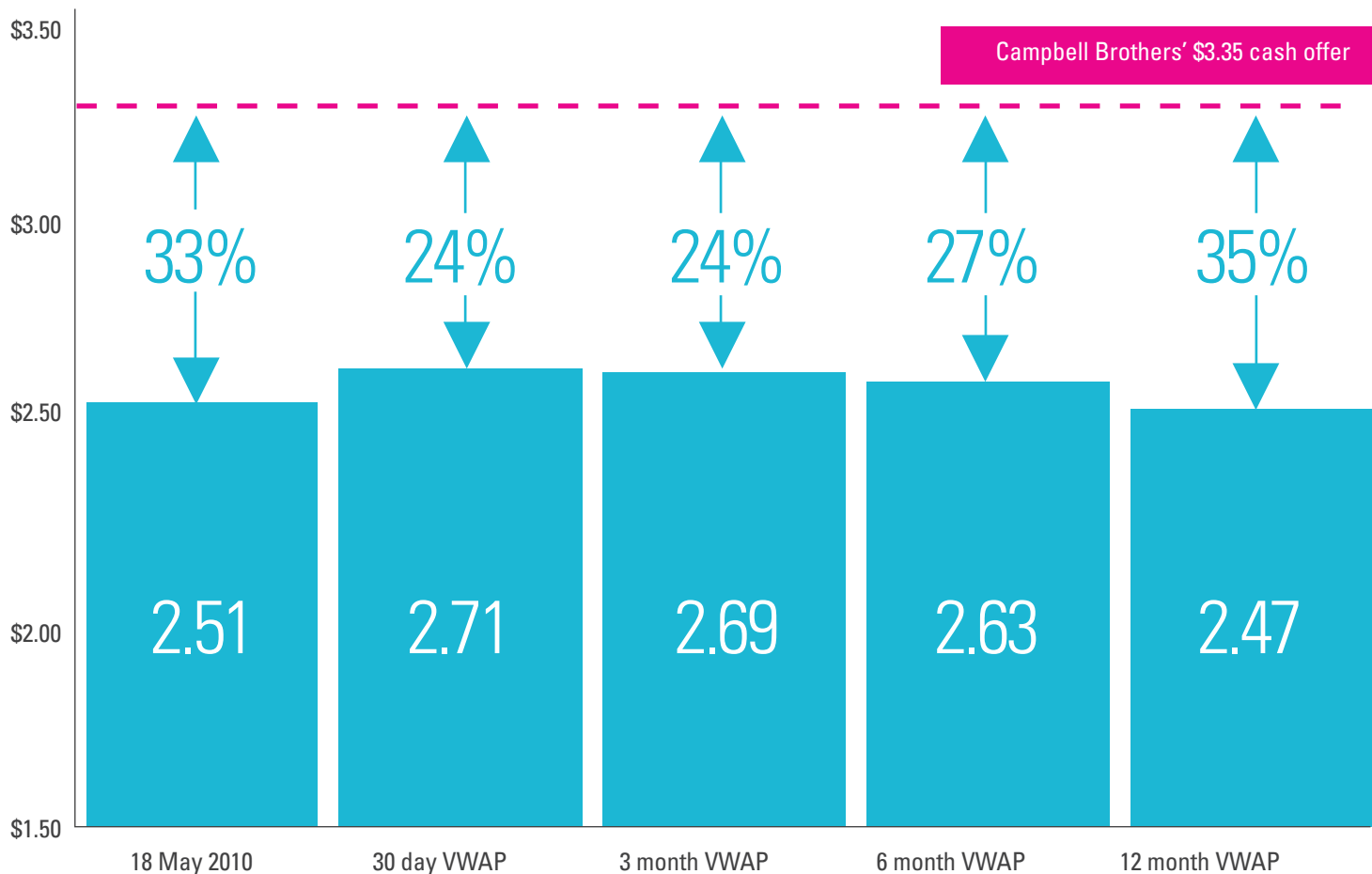
Source: Based on trading data prepared by IRESS Market Technology Limited. IRESS Market Technology Limited has not consented to the use of trading data in this bidder's statement.  
Note: As at 18 May 2010

<sup>2</sup>Calculated as the implied equity value of \$122.4 million (based on estimated diluted shares outstanding and the Cash Alternative of \$3.35 per share) divided by FY2010 expected NPAT of \$7.0 million.

<sup>3</sup>Calculated as the implied enterprise value of \$121.8 million (based on estimated diluted shares outstanding and the Cash Alternative of \$3.35 per share) divided by FY2010 expected EBITDA of \$12.0 million.



Premium to Ammtec share price and VWAPs relative to the Cash Alternative (\$ per share)



Source: Based on trading data prepared by IRESS Market Technology Limited. IRESS Market Technology Limited has not consented to the use of trading data in this bidder's statement.  
 Note: VWAPs are calculated for the period up to 18 May 2010

**UNDER THE SHARE ALTERNATIVE**

If you accept the Offer and choose to receive Campbell Brothers Shares as consideration, then you will be issued 2 Campbell Brothers Shares for every 17 Ammtec Shares you hold.<sup>4</sup> While the implied value of the Share Alternative will vary with movements in the Campbell Brothers share price, as at the date of this bidder's statement, this would **imply a value of \$[3.53] per Ammtec Share** based on the 2 day VWAP for Campbell Brothers Shares up to [2] July 2010 (inclusive) of \$[29.98]. This implied value represents a:

- > **[41]% premium** to Ammtec's closing share price of \$2.51 on 18 May 2010;
- > **[30]% premium** to the 30 day VWAP for Ammtec Shares of \$2.71 up to 18 May 2010; and
- > **[43]% premium** to the 12 month VWAP for Ammtec Shares of \$2.47 up to 18 May 2010.

<sup>4</sup>If you are an Ineligible Foreign Shareholder and choose to receive Campbell Brothers Shares, you will not be directly issued Campbell Brother Shares. The Campbell Brothers Shares to which you would otherwise have been entitled will be issued to, and sold by, a Nominee and the proceeds will be provided to you net of the costs of sale, which may include brokerage.

## 2 You have the **flexibility to choose** to receive either cash or Campbell Brothers Shares in exchange for your Ammtec Shares

Under the Offer, you have the choice of receiving either cash or Campbell Brothers Shares as consideration for your Ammtec Shares:

- > If you choose to receive cash, then you will be paid **\$3.35 cash per Ammtec Share**; or
- > If you choose to receive Campbell Brothers Shares, then you will be issued **2 Campbell Brothers Shares for every 17 Ammtec Shares you hold**.<sup>5</sup> This **implies a value of \$[3.53] per Ammtec Share** based on the 2 day VWAP for Campbell Brothers Shares up to [2] July 2010 (inclusive) of \$[29.98].

Full details of the Cash Alternative and Share Alternative are set out in section 10 of this bidder's statement.

## 3 The cash consideration provides you with **certainty of value** for your Ammtec Shares

By accepting the Offer, you will receive \$3.35 cash for each Ammtec Share you hold. The Cash Alternative is attractive given the **certainty of value for your Ammtec Shares**. By accepting the Offer, and choosing to receive cash for your Ammtec Shares, you will cease to be exposed to the risks inherent in holding an investment in Ammtec Shares, including:

- > **Exposure to Ammtec's earnings profile** — Ammtec's earnings may be subject to year-to-year fluctuations depending on the timing of major mining projects;
- > **Exposure to Ammtec's business cyclicality** — Ammtec is subject to the Australian and, in particular, Western Australian mining cycle; and
- > **Potential share price depreciation** — Due to a number of factors, including those mentioned above and general financial market and share price risk.

You will receive cash for your Ammtec Shares within one month of the later to occur of the date you accept the Offer and the date the Offer becomes unconditional. In any event, if you accept the Offer and it becomes unconditional, you will receive your cash consideration no later than 21 days after the end of the Offer Period.

Importantly, the Offer is **NOT** subject to any finance conditions.

<sup>5</sup>If you are an Ineligible Foreign Shareholder and choose to receive Campbell Brothers Shares, you will not be directly issued Campbell Brother Shares. The Campbell Brothers Shares to which you would otherwise have been entitled will be issued to, and sold by, a Nominee and the proceeds will be provided to you net of the costs of sale, which may include brokerage.

## 4

If you choose to receive **Campbell Brothers Shares**, you will have the opportunity to benefit from Campbell Brothers' **proven management expertise** and long-established record of **strong performance**

Campbell Brothers management has a track record in successfully executing and integrating strategic acquisitions, both domestically and offshore, having made more than 13 acquisitions since 2004. Key acquisitions successfully completed by Campbell Brothers within the last 12 months include:

- > **PearlStreet** — In December 2009, ALS broadened its technical services capability through the acquisition of PearlStreet (now the ALS Industrial division), the largest non-destructive testing services company in Australia, providing testing, inspection and asset care services to the energy, resources and infrastructure sectors. Since the acquisition, PearlStreet has **performed in line with expectations**.
- > **Ecowise Environmental** — In November 2009, ALS expanded its profile in the Australian water services sector with the acquisition of Ecowise Environmental (now part of the ALS Environmental division). Since the acquisition, Ecowise Environmental has **added strongly to divisional performance**, with the global margin of ALS Environmental expected to increase by 2% for the six months ending 30 September 2010 compared with the prior comparable period.

Campbell Brothers management has demonstrated its ability to grow its acquired businesses, both from a revenue and margin perspective. In 2007, ALS acquired ACIRL (now part of the ALS Coal division), a leading Australian coal services company, which integrated well and performed ahead of expectations. Following the acquisition, ALS sought to globalise ALS Coal by acquiring Witlab in South Africa and accelerated plans to establish new laboratories in other offshore markets. In FY2009 (the first full year post the acquisitions), the ALS Coal division achieved year-on-year revenue growth of 18% and margin growth in excess of 10%. In addition, ALS Tribology benefited from a full year contribution of Staveley Services North America (acquired in July 2008), with FY2010 margins improving due to a focus on expense management.

Key Campbell Brothers acquisitions are shown in the table below:

#### KEY ACQUISITIONS

Company	Division	Geography	Date
PearlStreet	Industrial	Australia	December 2009
Ecowise Environmental	Environmental	Australia	November 2009
DataChem Laboratories Group	Environmental	USA	October 2008
Staveley Services North America	Tribology	USA	July 2008
IQA Laboratory	Environmental	Thailand	May 2008
Witlab	Coal	South Africa	November 2007
ACIRL	Coal	Australia	October 2007
E-Lab Analytical Group	Environmental	USA	August 2007
Abilab Group	Minerals	West Africa	November 2006
Analytica	Environmental	Sweden	July 2006
ETL Chemspec Analytical	Environmental	Canada	January 2006
Ecochem	Environmental	Czech Republic	January 2006
Taiwan Hyogo Environmental	Environmental	Taiwan	December 2004

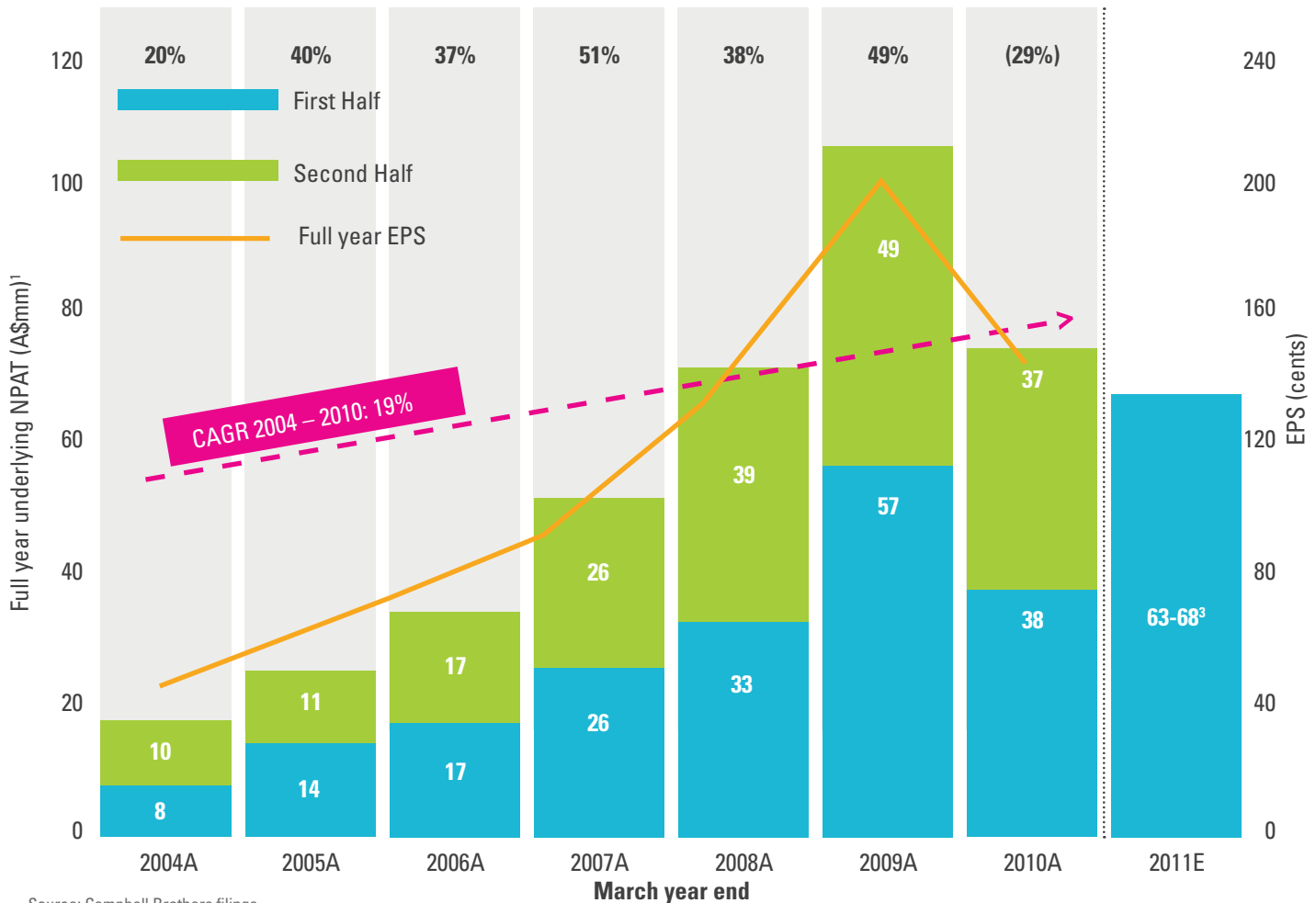
Source: Campbell Brothers filings

## 4. CONTINUED

Campbell Brothers management has also generated **strong levels of sustainable growth**, having achieved a compounding annual earnings per share growth rate of 19% since 2004. Campbell Brothers' historical earnings growth is set out in the chart below:

### Campbell Brothers earnings growth

#### Full year underlying NPAT growth:<sup>2</sup>



Source: Campbell Brothers filings

<sup>1</sup> Full year underlying NPAT, excluding abnormal or non-recurring items

<sup>2</sup> Year-on-year underlying NPAT growth

<sup>3</sup> 1st half 2011E profit guidance of \$63-68 million announced on 29 June 2010

Campbell Brothers has achieved total shareholder return of 289% and 673% over the past 5 and 10 year periods respectively. This compares particularly favorably with Ammtec's total shareholder return of 91% and 400% respectively over the same periods.<sup>6</sup>

The points below illustrate Campbell Brothers' strong track record of value creation for its shareholders:

- > **A \$1,000 investment in Ammtec** when it listed on 28 April 1994 would now be worth **\$14,641**, after reinvesting any dividends received at the closing price of Ammtec Shares on the dividend payment date; whereas
- > **A \$1,000 investment in Campbell Brothers** at the same date would now be worth **\$21,570**, after reinvesting any dividends received at the closing price of Campbell Brothers Shares on the dividend payment date. This represents almost **50% more value** than if the same investment were made in Ammtec Shares over same period.<sup>7</sup>

In addition, the Campbell Brothers board and management have historically raised new capital using structures that minimise any dilution for existing shareholders. Since 2000, 97% of the equity capital raised by Campbell Brothers has been through renounceable entitlement offers.<sup>8</sup>

<sup>6</sup> Based on trading data prepared by IRESS Market Technology Limited. IRESS Market Technology Limited has not consented to the use of trading data in this bidder's statement. Calculated for the period up to 18 May 2010.

<sup>7</sup> Calculated for the period up to 18 May 2010.

<sup>8</sup> Since January 2000, Campbell Brothers has conducted a 1 for 6 renounceable entitlement offer of approximately 8.9 million shares issued in November 2009, a 1 for 5 renounceable entitlement offer of approximately 8.4 million shares issued in January 2006, accompanied by an institutional placement of 660,931 shares to an existing shareholder and a 1 for 5 renounceable entitlement offer of approximately 6.3 million shares issued in July 2001.

# 5 If you choose to receive Campbell Brothers Shares, you will be part of a **well-positioned, global company** with a **strong growth outlook** and a **compelling strategic position**

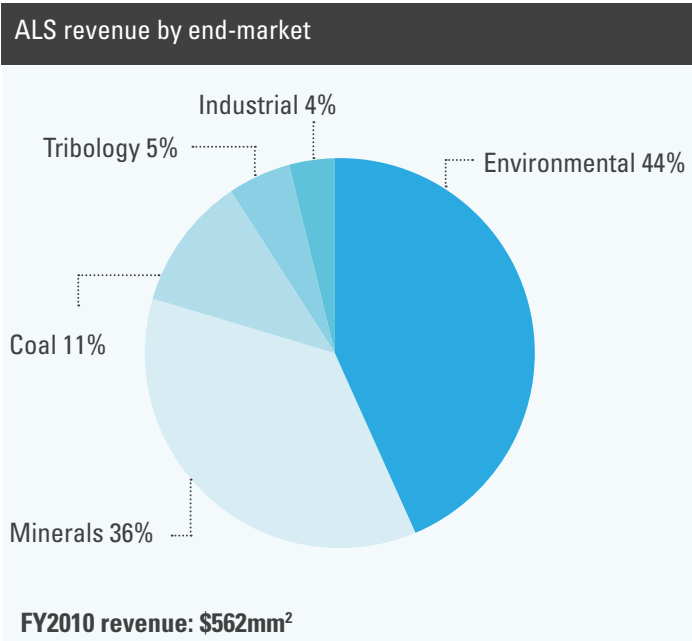
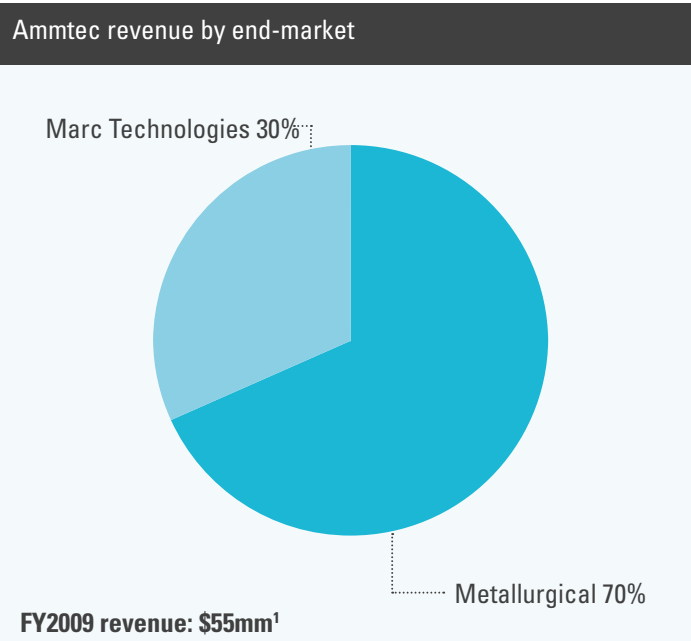
Founded in 1863, Campbell Brothers has grown into a leading diversified services company providing state-of-the-art analytical testing services internationally. ALS is Campbell Brothers’ largest division, representing almost 70% of group revenue, and is one of the largest and most successful commercial laboratory groups worldwide. ALS Minerals, ALS’ second largest division by revenue, is the market share leader in the supply of commercial geochemical analytical services to the global mining industry.

On 29 June 2010, Campbell Brothers announced it expects to achieve record half year FY2011 NPAT in the range of \$63 million to \$68 million, representing 65% to 78% growth on the prior comparable period and 10% to 19% more than its previous half yearly record of \$57 million achieved in FY2009. Campbell Brothers remains cautiously optimistic about the second half of FY2011, as it anticipates a slowdown in activity during the northern hemisphere winter and the traditional mineral exploration “off-season” between January and March 2011.

If you choose to receive Campbell Brothers Shares you will join a well-positioned company and will participate in Campbell Brothers’ strong growth outlook and the compelling strategic benefits that will arise from the acquisition of Ammtec. You will also continue to participate in the growth of Ammtec’s business as a Campbell Brothers Shareholder.

- > **Broader service offering** — Ammtec is a specialist provider of metallurgical and mineral analytical testing services, an area it considers to be a niche market. By becoming a shareholder in Campbell Brothers, you will benefit from the broader service offering of ALS Minerals, including the ability to offer a more complete set of geochemical and metallurgical analytical testing services to existing and potential customers.
- > **Continuity of service to customers across the lifecycle of mining projects** — Ammtec’s services are predominately provided during the feasibility study stage. ALS Minerals is largely focused on the exploration and production stages. By becoming a shareholder in Campbell Brothers, you will benefit from greater exposure to, and the ability to offer customers continuity of, services across the whole lifecycle of mining projects – from exploration through to development and production support.
- > **Broadened end-market diversification** — Ammtec’s end-market exposure is very concentrated, with approximately 70% of revenue sourced from metallurgical testing. Ammtec’s revenue is directly exposed to factors impacting the resources industry, including commodity prices, export volumes, the number of new mining projects and the level of capital expenditure in the sector. By becoming a shareholder in Campbell Brothers, you will have exposure to a wide range of attractive end-markets. Ammtec and ALS revenue by end-market is shown in the charts below.

### AMMTEC AND ALS REVENUE BY END-MARKET



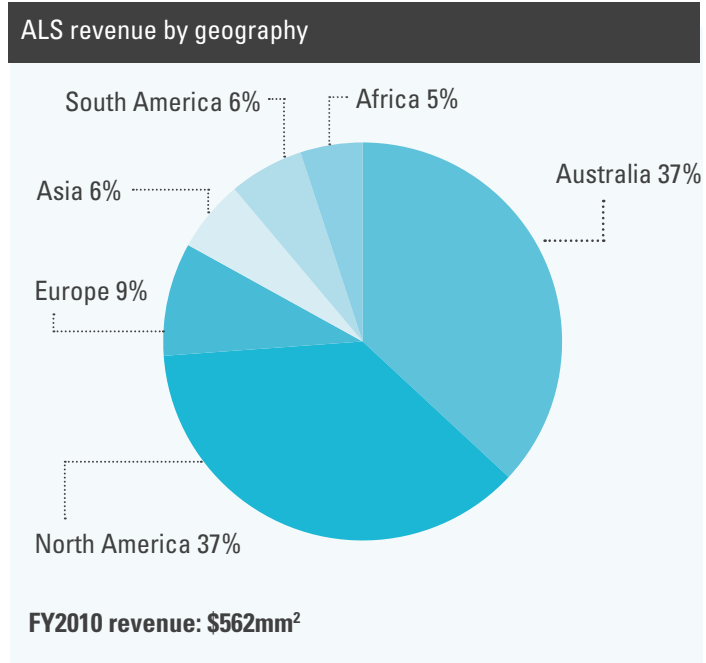
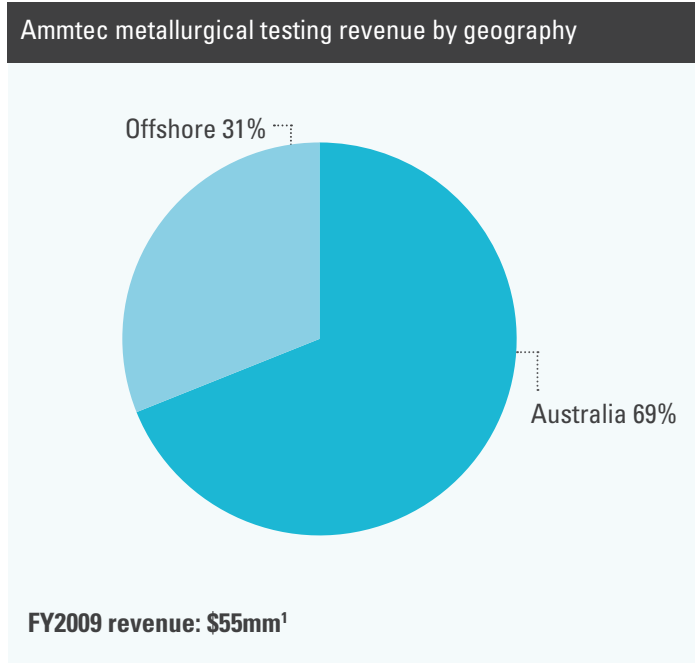
Source: Campbell Brothers filings; Ammtec filings  
<sup>1</sup> Ammtec revenue for FY2009  
<sup>2</sup> ALS revenue for FY2010



## 5. CONTINUED

- > **Increased geographic diversification** — Campbell Brothers has exposure to more diversified geographic end-markets and a reduced sensitivity to the Australian and, in particular, Western Australian mining cycle. Approximately 30% of Ammtec’s metallurgical testing revenue is sourced from clients with overseas based assets, whereas ALS sources more than 60% of its revenue offshore. Irrespective of origin, all of Ammtec’s metallurgical analytical testing is carried out within its Australian laboratory network. Ammtec and ALS revenue by geography is shown in the charts below.

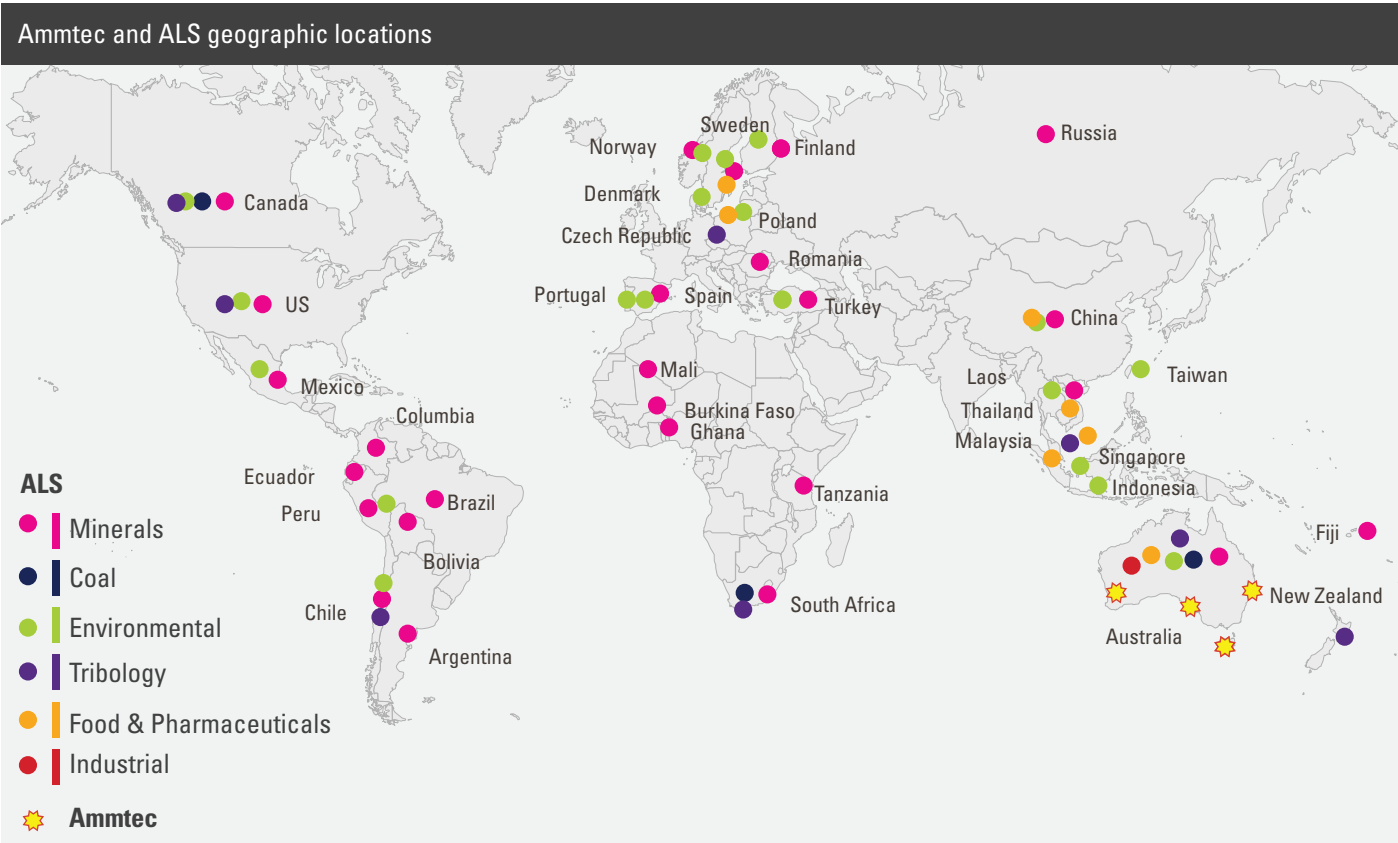
### AMMTEC AND ALS REVENUE BY GEOGRAPHY



Source: Campbell Brothers filings  
<sup>1</sup> Ammtec revenue for FY2009  
<sup>2</sup> ALS revenue for FY2010



In addition, with over 7,000 employees and more than 200 sites located in 44 countries, Ammtec Shareholders will have access to Campbell Brothers’ significant global reach. The pro forma geographic footprint of the Combined Group is shown below.



Source: Campbell Brothers website; Ammtec website

- > **Roll-out of Ammtec’s service offering at selected locations within Campbell Brothers’ global network** — International metallurgical analytical testing is concentrated among a number of facilities operating in a few key mining areas. There are a limited number of independent service providers globally, and samples are often sent to offshore locations with specialised competency on a price sensitive basis.

Campbell Brothers plans to capitalise on its strong brand and existing position in geochemical analytical testing to offer Ammtec’s services at selected locations within Campbell Brothers’ global network. This will occur in areas where ALS Minerals is already active, and the opportunity exists to offer metallurgical analytical testing services alongside ALS Minerals’ service offering in markets that are currently under-served by existing service providers.

- > **Remove a source of competitive leakage** — While metallurgical testing often requires the same sample material used in geochemical analytical testing, it involves a different set of skills and competencies and, as a result, is a source of competitive leakage. The ability to offer a broader range and continuity of services will provide Campbell Brothers with a competitive advantage over those offering analytical testing services in only one stage of the project lifecycle.

The strategic benefits referred to above assume Campbell Brothers achieves 100% ownership in Ammtec. These strategic benefits may not be achievable or may only be achievable to a lesser degree at lower levels of Campbell Brothers ownership in Ammtec.

# 6

If you choose to receive Campbell Brothers Shares, you will benefit from the **higher liquidity** of Campbell Brothers Shares and may be eligible for **CGT roll-over relief**

The Offer provides an opportunity for you to sell your illiquid Ammtec Shares at a significant premium and without brokerage costs.<sup>9</sup>

Moreover, **Campbell Brothers is a more liquid stock than Ammtec**, with 38% of Campbell Brothers Shares traded during the 2009 calendar year, compared with only 24% of Ammtec Shares traded during the same period.<sup>10</sup>

The historical liquidity of Campbell Brothers Shares relative to Ammtec Shares is shown in the chart below.



Source: Based on trading data prepared by IRESS Market Technology Limited. IRESS Market Technology Limited has not consented to the use of trading data in this bidder's statement.

If you accept the Campbell Brothers Offer, and choose to receive Campbell Brothers Shares as consideration, **you may also be eligible for CGT roll-over relief** if the disposal of your Ammtec Shares gives rise to a capital gain, provided that ALS gains acceptances for at least 80% of all Ammtec Shares (regardless of what form of consideration is accepted for these shares).

Information in relation to CGT roll-over relief and general Australian taxation implications of accepting the Offer are set out in section 8. You should consult your own independent professional tax advisor for tax advice, taking into account your individual circumstances.

<sup>9</sup>If you are an Ineligible Foreign Shareholder and choose to receive Campbell Brothers Shares, you will not be directly issued Campbell Brother Shares. The Campbell Brothers Shares to which you would otherwise have been entitled will be issued to, and sold by, a Nominee and the proceeds will be provided to you net of the costs of sale, which may include brokerage.

<sup>10</sup>Percentage calculated as the total number of shares traded during the 2009 calendar year divided by the unweighted average number of ordinary shares on issue over the same period.

## 7 Ammtec's FY2011 profit guidance is **not reliable** given current volatility in the Australian resources sector and Ammtec's **poor history of meeting its profit guidance**, whereas Campbell Brothers is offering certainty of value for your Ammtec Shares under the cash offer

Immediately following Campbell Brothers' announcement of its intention to make an offer on 18 May 2010, Ammtec released FY2011 profit guidance, implying EBITDA growth of between 63% and 85%. This compares with Ammtec's FY2010 profit guidance implying a 7% decrease in EBITDA.

The reliability of Ammtec's FY2011 earnings guidance should be considered in light of the following:

- > Ammtec has a **track record of missing its profit guidance**. Ammtec provided FY2009 profit guidance four times — on 7 August 2008, 18 August 2008, 27 January 2009 and 19 May 2009 — with actual FY2009 NPAT of \$6.5 million reflecting an approximate **35% discount** to its original FY2009 NPAT guidance of \$10 million issued on 7 August 2008;
- > **No other listed Australian mining services company in the S&P/ASX Small Industrials Index or S&P/ASX MidCap Industrials Index** has released earnings guidance for FY2011 prior to commencement of the forecast period; and
- > On 2 July 2010, the Federal Government revised plans to introduce the controversial Resources Super Profits Tax (RSPT), by proposing to replace the RSPT with the Mineral Resources Rent Tax and by making changes to the existing Petroleum Resources Rent Tax. The proposed **Mineral Resources Rent Tax will apply to iron ore and coal activity which will be subject to a 30% tax rate on profits in excess of the prevailing government bond rate plus 7%**. While the **extent to which the tax will impact the mining industry is not yet fully known**, it is likely to affect Ammtec given 27% of its metallurgical revenue is sourced from iron ore testing.

While Campbell Brothers has some exposure to the Australian mining sector, more than 60% of ALS revenue is sourced outside of Australia. By comparison, only approximately 30% of Ammtec's metallurgical testing revenue is sourced from clients with overseas-based assets. **Only 6% of Campbell Brothers' group revenue is contributed by ALS Minerals' Australian operations.**

Indeed, Campbell Brothers expectation of record first half FY2011 NPAT of \$63 million to \$68 million is largely driven by an increase in global activity levels and a significant increase in the number of sample flows in ALS' global laboratory network leading to strong demand for mineral, environmental and coal analytical services. Campbell Brothers made this announcement with the benefit of the trading results for almost half of the six month period (whereas Ammtec provided FY2011 guidance prior to commencement of the forecast period).

## 8 In the absence of the offer, Ammtec's share price is **likely to fall**

As at the date of this bidder's statement, no other party has announced an offer for all your Ammtec Shares. While there are many factors that may influence the market price of Ammtec Shares, there is a significant risk that Ammtec's share price will fall below the value offered by Campbell Brothers if the Offer does not succeed and no other competing proposal is made for Ammtec. Indeed, since Campbell Brothers announced its intention to make an offer for Ammtec Shares on 18 May 2010, **Ammtec's share price has increased by 38%**, whereas the **ASX/S&P Small Industrials has dropped by 8%** over the same period.<sup>11</sup>

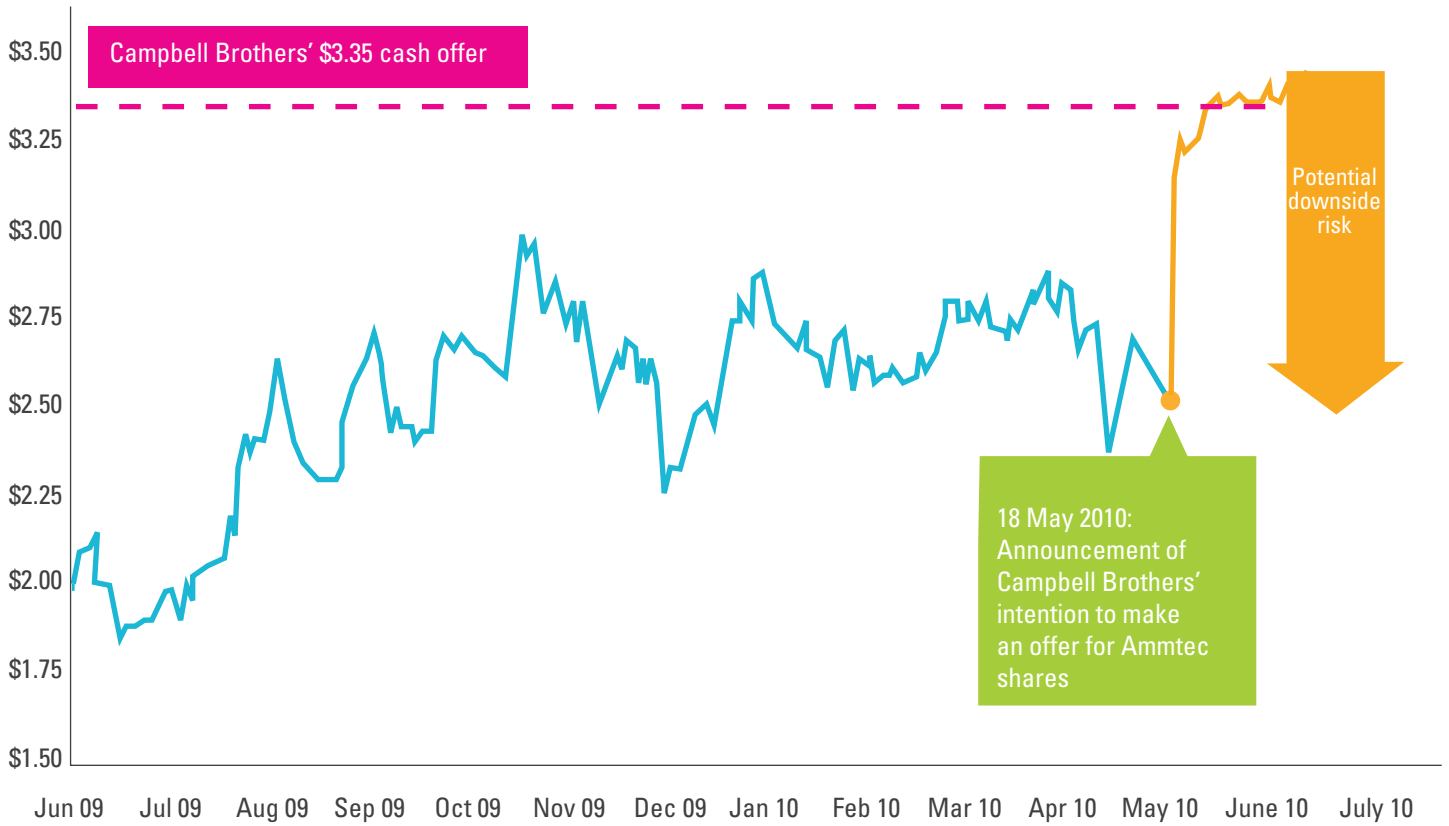
There is strong strategic rationale for the combination of Campbell Brothers and Ammtec. There is no assurance that a competing proposal for Ammtec of similar or greater value will emerge.

The historic volatility of Ammtec's share price and its subsequent increase post the announcement of Campbell Brothers' intention to make an offer for Ammtec Shares is shown in the chart over the page.

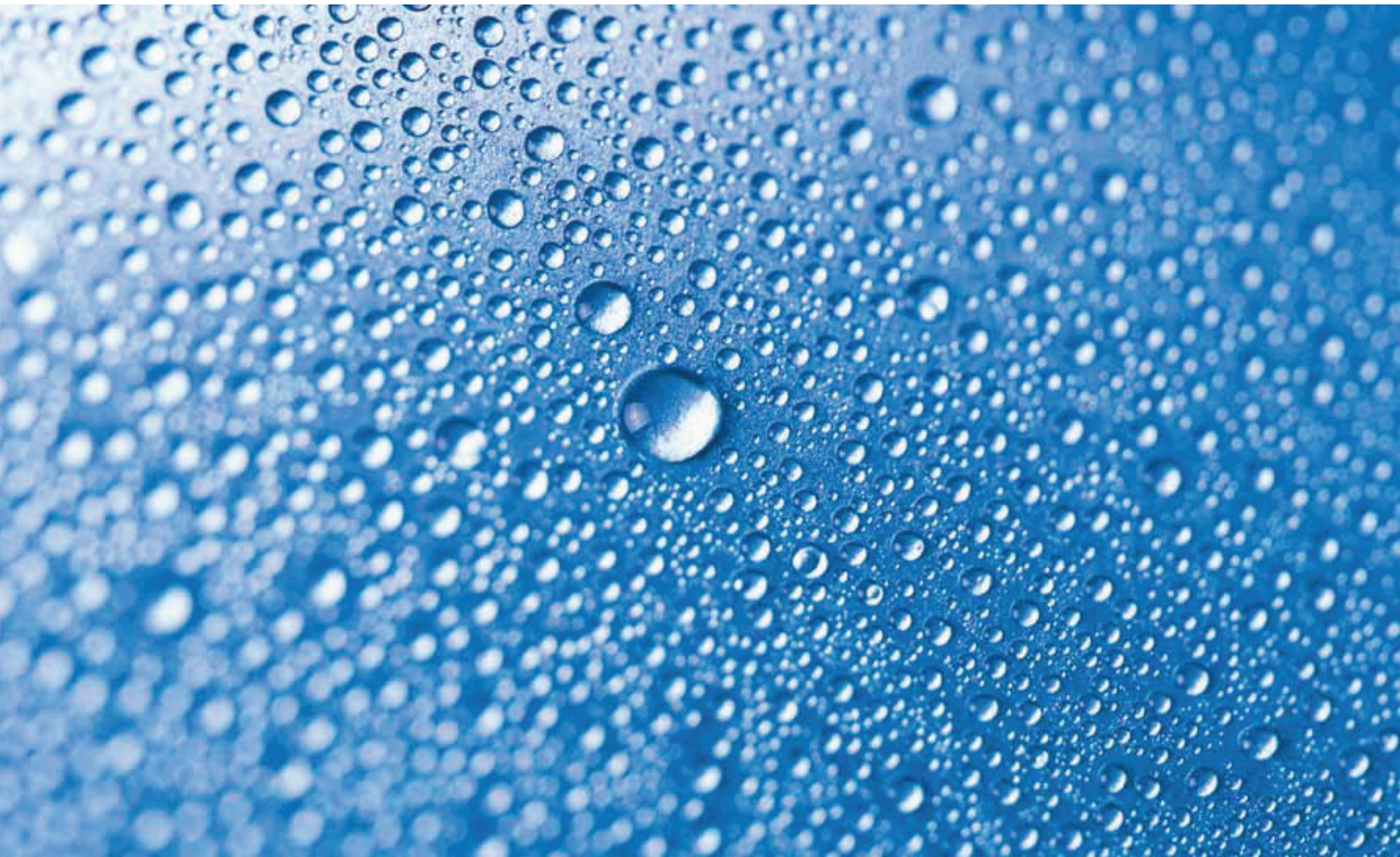
<sup>11</sup>As at 2 July 2010



Recent Ammtec share price performance relative to the Cash Alternative (\$ per share)



Source: Based on trading data prepared by IRESS Market Technology Limited. IRESS Market Technology Limited has not consented to the use of trading data in this bidder's statement.  
Note: As at 2 July 2010







# SUMMARY OF THE OFFER

This summary gives an overview of the Offer. You should read this document in full before deciding whether to accept the Offer.

## THE OFFER

ALS is offering to acquire all Ammtec Shares on issue on the Record Date and any Ammtec Shares issued during the Offer Period as a result of the exercise of Ammtec Options on issue as at the Record Date.

## OFFER CONSIDERATION

You may choose to receive as your Offer Consideration either:

- > the Cash Alternative of \$3.35 cash for each Ammtec Share you hold; or
- > the Share Alternative of 2 Campbell Brothers Shares for every 17 Ammtec Shares you hold. This Share Alternative implies a value of \$[3.53] per Ammtec Share based on the 2 day VWAP for Campbell Brothers Shares up to [2] July 2010 (inclusive) of \$[29.98].

Entitlements to a fraction of a Campbell Brothers Share will be rounded up to the nearest whole number if it is 0.5 or more and rounded down to the nearest whole number if it is less than 0.5. This is illustrated in the following example:

Number of Ammtec Shares	Entitlement under the Share Alternative (to two decimal places)	Number of Campbell Brothers Shares to be issued under the Share Alternative
100	11.76	12
200	23.53	24
300	35.29	35

The number of Campbell Brothers Shares you will be issued if you accept the Offer and choose to receive the Share Alternative is set out on your Acceptance Form.

## CONDITIONS OF THE OFFER

The Offer is subject to the conditions in section 10.8 of this bidder's statement, including the following:

1. the Campbell Brothers Group has relevant interests in 90% or more of all Ammtec Shares;

2. earnings confirmation is provided by the Ammtec board in Ammtec's target statement;
3. the S&P/ASX 200 Index does not close below 3,800 on any two consecutive trading days during the Offer Period;
4. all necessary regulatory approvals for the proposed transaction are obtained;
5. the Offer is not adversely impacted by regulatory action during the Offer Period;
6. Ammtec conducts its business in the ordinary course during the Offer Period;
7. no material adverse impact on Ammtec from the exercise of third party rights triggered by a change in control;
8. no dividends or distributions by Ammtec (or any subsidiary);
9. no agreement by Ammtec (or any subsidiary) to pay a break fee to a third party in order to solicit an alternative offer for Ammtec Shares;
10. no material adverse change in Ammtec's business, assets, liabilities, financial or trading position, profitability or prospects; and
11. no Prescribed Occurrence occurs.

ALS may choose to waive any of these conditions in accordance with the terms of the Offer.

## CLOSING DATE

The Offer is scheduled to close at 5.00pm Perth time on [ ] 2010, unless the Offer Period is extended.

## QUOTATION OF CAMPBELL BROTHERS SHARES

The Campbell Brothers Shares issued under the Offer will be issued fully paid and will, from the time of issue, rank equally for dividends and other rights with existing Campbell Brothers Shares.

Campbell Brothers will apply for the Campbell Brothers Shares to be issued under the Offer to be quoted on the ASX within seven days of the date on which this bidder's statement is sent to Ammtec. Quotation of these Campbell Brothers Shares will not be automatic but will depend on the ASX exercising its discretion. However, as Campbell Brothers is already admitted to the official list of the ASX and Campbell Brothers Shares in the same class as those to be issued under the Offer are already quoted, Campbell Brothers believes that quotation of the shares will be granted. In accordance with the Corporations Act, the quotation of the Campbell Brothers Shares to be issued under the Offer is a Condition to the Offer (see section 10.9).

# HOW TO ACCEPT THE OFFER

Depending on the nature of your holding, you may accept the Offer in the following ways:

## CHESS HOLDING

If your Ammtec Shares are sponsored by a broker or other CHESS Participant (such holdings will have a Holder Identification Number beginning with an "X") or if you are a direct CHESS Participant then you must:

- > instruct your Controlling Participant to initiate acceptance of the Offer; or
- > complete the Acceptance Form in accordance with the instructions on the form and send it in the enclosed reply paid envelope. Note that ALS will then only send the instructions on this form to your Controlling Participant who is the only person who can accept the Offer on your behalf.

Your Controlling Participant must accept the Offer on your behalf by 5.00pm Perth time on [ ] 2010 unless the Offer is extended.

## ISSUER SPONSORED HOLDING

If your Ammtec Shares are sponsored directly by Ammtec (such holdings will usually have a Securityholder Reference Number beginning with an "I") then you must:

- > complete the Acceptance Form in accordance with the instructions on the form; and
- > send it with all other documents required by the instructions on the Acceptance Form in the enclosed reply paid envelope.

Your Acceptance Form must be received by 5.00pm Perth time on [ ] 2010 unless the Offer is extended.

## FURTHER INFORMATION

If you have any questions about how to accept the Offer, or the Offer generally, please call 1800 643 977 (for callers within Australia) or +61 2 8256 3363 for callers outside Australia) between 7.00am and 5.00pm Perth time during the Offer Period.

## WHEN YOU WILL RECEIVE YOUR PAYMENT IF YOU CHOOSE THE CASH ALTERNATIVE

If you choose to receive the Cash Alternative and return all documents (if any) required with your acceptance and this Offer becomes or is declared unconditional, you will be sent the cash payable for your Ammtec Shares on or before the earlier of:

- > one month after the later of your acceptance and the Offer becoming or being declared unconditional; and
- > the twenty-first day after the end of the Offer Period.

## WHEN YOUR CAMPBELL BROTHERS SHARES WILL BE ISSUED IF YOU CHOOSE THE SHARE ALTERNATIVE

If you choose to receive the Share Alternative and return all documents (if any) required with your acceptance and this Offer becomes or is declared unconditional, you will be issued your Campbell Brothers Shares on or before the earlier of:

- > one month after the later of your acceptance and the Offer becoming or being declared unconditional; and
- > the twenty-first day after the end of the Offer Period.

## FOREIGN SHAREHOLDERS

Foreign Shareholders who:

- > are Ineligible Foreign Shareholders; and
- > accept the Offer and choose to receive Campbell Brothers Shares,

will not be directly issued Campbell Brothers Shares. The Campbell Brothers Shares to which those Ineligible Foreign Shareholders would otherwise have been entitled will be issued to, and sold by, a Nominee and the net proceeds attributable to each Ineligible Foreign Shareholder will be paid to them by cheque in Australian dollars drawn on an Australian bank account.

Ineligible Foreign Shareholders should read section 10.10, which provides further information on the Nominee sale process.

## NO BROKERAGE OR STAMP DUTY

You will NOT pay brokerage or stamp duty on the sale of your Ammtec Shares if you accept the Offer.<sup>12</sup>

<sup>12</sup> For Ineligible Foreign Shareholder who choose to receive the Share Alternative, the proceeds received from the sale of the Campbell Brothers Shares to which they would otherwise have been entitled will be provided net of the costs of sale, which may include brokerage.

# KEY QUESTIONS

Set out below are summary answers to some key questions that Ammtec Shareholders may have in relation to the Offer. This information is a summary only and should be read together with all sections of the bidder's statement.

## WHAT IS THE OFFER?

ALS is offering to acquire all of your Ammtec Shares.

## WHO IS MAKING THE OFFER?

ALS, a wholly owned subsidiary of Campbell Brothers.

## IF I ACCEPT THE OFFER, WHAT WILL I RECEIVE AS OFFER CONSIDERATION?

Unless you are an Ineligible Foreign Shareholder, you may choose to receive as your Offer Consideration either:

- > the Cash Alternative of \$3.35 cash for each Ammtec Share you hold; or
- > the Share Alternative of 2 Campbell Brothers Shares for every 17 Ammtec Shares you hold. This Share Alternative implies a value of \$[3.53] per Ammtec Share based on the 2 day VWAP for Campbell Brothers Shares up to [2] July 2010 (inclusive) of \$[29.98].

## IF I CHOOSE TO RECEIVE THE SHARE ALTERNATIVE, HOW WILL THE NUMBER OF CAMPBELL BROTHERS SHARES TO BE ISSUED TO ME BE CALCULATED?

If you choose to receive the Share Alternative, then you will receive 2 Campbell Brothers Shares for every 17 Ammtec Shares you hold. Entitlements to a fraction of a Campbell Brothers Share will be rounded up to the nearest whole number if it is 0.5 or more and rounded down to the nearest whole number if it is less than 0.5. This is illustrated in the following example:

Number of Ammtec Shares	Entitlement under the Share Alternative (to two decimal places)	Number of Campbell Brothers Shares to be issued under the Share Alternative
100	11.76	12
200	23.53	24
300	35.29	35

The number of Campbell Brothers Shares you will be issued if you accept the Offer and choose to receive the Share Alternative is set out on your Acceptance Form.

## CAN I CHOOSE TO RECEIVE THE CASH ALTERNATIVE FOR SOME OF MY AMMTEC SHARES AND THE SHARE ALTERNATIVE FOR MY OTHER AMMTEC SHARES?

No. You must choose to receive the Cash Alternative or the Share Alternative. You cannot receive both. If you do not make a choice, or your choice is indistinct, between the Cash Alternative and the Share Alternative, you will be deemed to have chosen the Cash Alternative.

## WHAT IF I AM A FOREIGN SHAREHOLDER?

If you are an Ineligible Foreign Shareholder and you choose to receive the Share Alternative, then the Campbell Brothers Shares to which you are entitled will be issued to a Nominee for sale with the net sale proceeds to be paid to you in Australian currency.

## WHAT IF I DON'T MAKE A CHOICE BETWEEN THE CASH ALTERNATIVE AND THE SHARE ALTERNATIVE?

If you do not make a choice, or your choice is indistinct between the Cash Alternative and the Share Alternative, you will be deemed to have chosen the Cash Alternative.

## IF I CHOOSE TO RECEIVE THE SHARE ALTERNATIVE, WHEN WILL I BE ENTITLED TO RECEIVE CAMPBELL BROTHERS DIVIDENDS?

If you are an eligible shareholder and you choose to receive the Share Alternative, then if you continue to hold the Campbell Brothers Shares until the relevant record date you will be entitled to receive any dividends payable to holders of Campbell Brothers Shares from the date on which those shares are issued to you.

## WHAT ARE THE CONDITIONS OF THE OFFER?

The Offer is subject to a number of conditions, including:

- > Campbell Brothers Group having, before the end of the Offer Period, a relevant interest in at least 90% (by number) of all Ammtec Shares then on issue;
- > earnings confirmation being provided by the Ammtec board in Ammtec's target statement;
- > none of the prescribed occurrences listed in section 652C of the Corporations Act occurs; and

- > no material adverse change occurring in relation to Ammtec.

The conditions are set out in full in section 10.8 of this bidder's statement.

Importantly, the Offer is **NOT** subject to any finance conditions.

### **WHEN DOES THE OFFER CLOSE?**

The Offer will close at 5.00pm Perth time on [ ] 2010, unless extended. If you wish to accept the Offer, you need to do so before the Offer closes.

### **HOW DO I ACCEPT THE OFFER?**

Please refer to the directions in section 10.4 as well as the instructions on the enclosed Acceptance Form.

You may only accept the Offer for all your Ammtec Shares. The effect of your acceptance is described in section 10.6 of this bidder's statement.

### **DOES THE OFFER EXTEND TO MY AMMTEC OPTIONS?**

The Offer is limited to Ammtec Shares.

If you wish to participate in the Offer in respect of your Ammtec Options, you will need to exercise your Ammtec Options and accept the Offer in respect of the Ammtec Shares you are issued on the exercise of your Ammtec Options on or before [ ] 2010.

### **IF I ACCEPT THE OFFER, WHEN WILL I RECEIVE THE OFFER CONSIDERATION?**

You will be sent payment if you choose to receive the Cash Alternative or be issued with Campbell Brothers Shares if you choose to receive the Share Alternative on or before the earlier of:

- > one month after the date of your valid acceptance of the Offer or, if the Offer is subject to a condition when you accept, within one month after the Offer becomes unconditional; and
- > if the Offer becomes unconditional, 21 days after the end of the Offer Period.

Full details of when you will be paid are set out in section 10.3 of this bidder's statement.

### **WHAT ARE THE TAX CONSEQUENCES OF ACCEPTING THE OFFER?**

A general outline of the taxation consequences of accepting the Offer, including the availability of CGT roll-over relief if you chose the Share Alternative, is provided in section 8 of the bidder's statement.

As the consequences of acceptance differ according to each Ammtec Shareholder's individual circumstances, you are encouraged to seek specific independent tax advice before making any decision in relation to the Offer.

### **WILL I INCUR ANY BROKERAGE OR STAMP DUTY IF I ACCEPT THE OFFER?**

No, you will **NOT** incur any brokerage or stamp duty on the sale of your Ammtec Shares if you accept the Offer.<sup>13</sup>

If your Ammtec Shares are in a CHESS holding or you hold your Ammtec Shares through a bank, custodian or other nominee, you should ask your Controlling Participant (usually your stockbroker) or the bank, custodian or other nominee whether it will charge any transaction fees or other service charges in connection with your acceptance of the Offer.

### **IF I DO NOT ACCEPT THE OFFER, CAN I BE FORCED TO SELL MY AMMTEC SHARES?**

You cannot be forced to sell your Ammtec Shares unless ALS and its associates have a relevant interest in at least 90% of all Ammtec Shares by the end of the Offer Period, and ALS proceeds to compulsorily acquire your Ammtec Shares. If ALS satisfies the required thresholds for compulsory acquisition under the Corporations Act, it intends to compulsorily acquire any outstanding Ammtec Shares.

### **CAN I WITHDRAW MY ACCEPTANCE?**

Your acceptance of the Offer is irrevocable once it has been given and can only be withdrawn in limited circumstances described in the Corporations Act.

The effect of your acceptance is described in section 10.6 of this bidder's statement.

### **WHAT IF I HAVE FURTHER INQUIRIES IN RELATION TO THE OFFER?**

If you have further inquiries in relation to the Offer, please call 1800 643 977 (for callers within Australia) or +61 2 8256 3363 (for callers outside Australia) between 7.00am and 5.00pm Perth time during the Offer Period.

Alternatively, you may contact your legal, financial or other professional adviser. Any further material information relating to the Offer will be lodged with the ASX.

<sup>13</sup>For Ineligible Foreign Shareholders that choose to receive the Share Alternative, the proceeds received from the sale of the Campbell Brothers Shares to which they would otherwise have been entitled will be provided net of the costs of sale, which may include brokerage.





# 1. About Campbell Brothers

## 1.1 Overview of Campbell Brothers and ALS

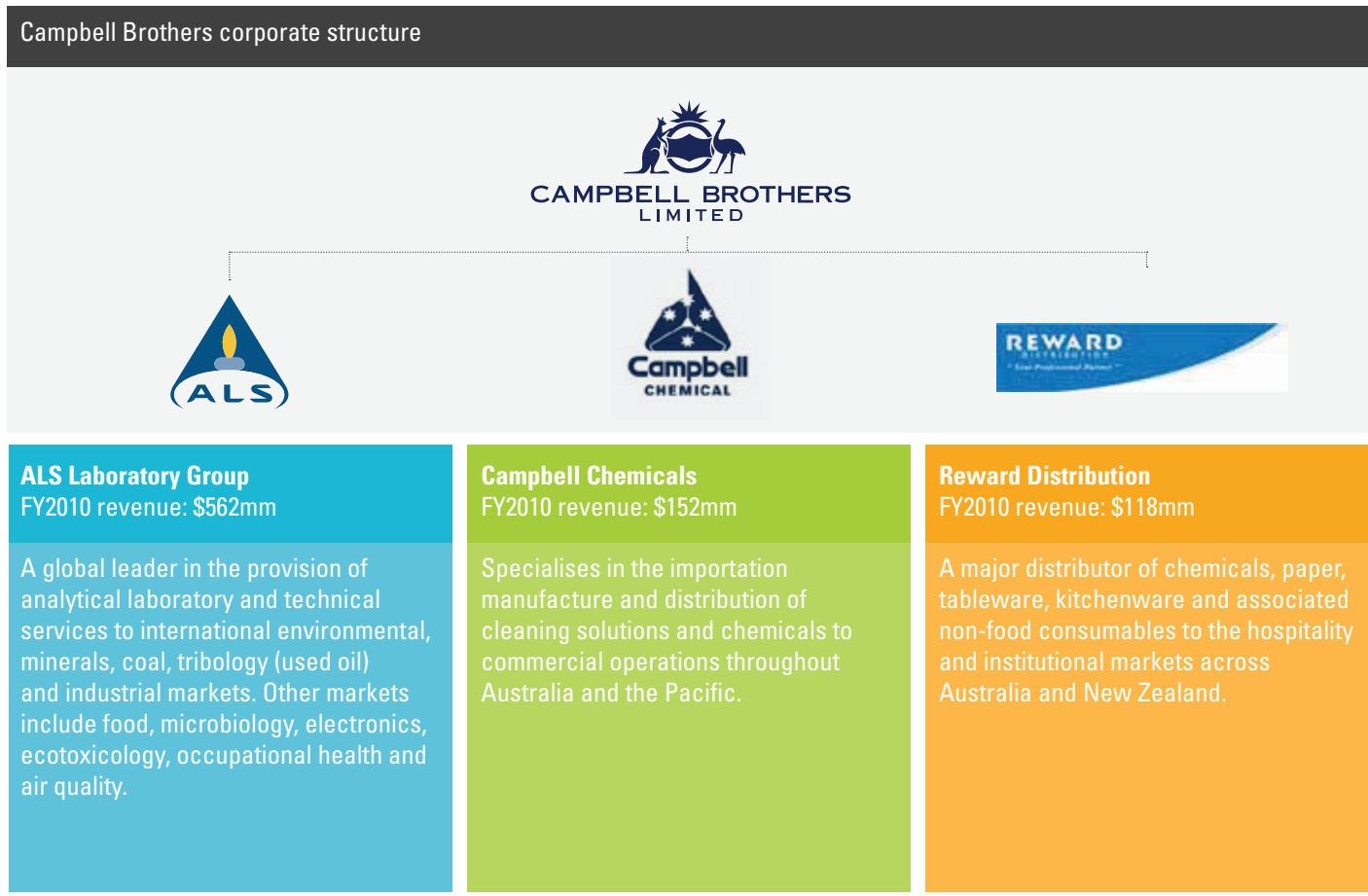
The Offer is being made by Australian Laboratory Services Pty Ltd (**ALS**), a wholly owned subsidiary of Campbell Brothers Limited (**ASX: CPB**).

Campbell Brothers is a leading diversified services company providing state-of-the-art analytical testing services internationally, as well as commercial chemical and cleaning solutions throughout Australia and the Pacific, and hospitality wares and distribution throughout Australia and New Zealand. Founded in 1863, Campbell Brothers was first listed in 1952, and is now a global group with over 7,000 employees operating from 200 sites in 44 countries worldwide.

ALS is a global leader in the provision of analytical laboratory and technical services to customers in the environmental, minerals, coal, tribology (used oil), industrial, food, microbiology, electronics and ecotoxicology sectors. ALS currently operates more than 160 laboratories located across 42 countries.

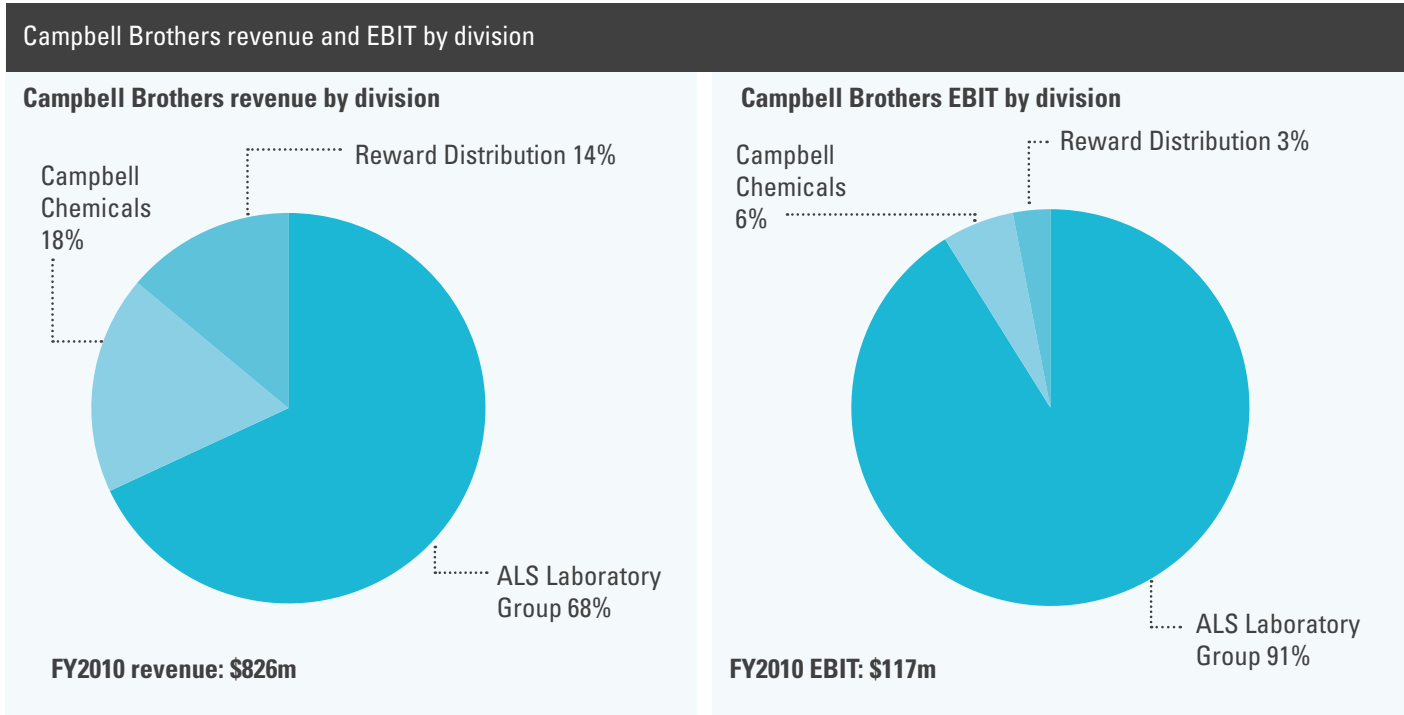
Campbell Brothers consists of three business segments:

1. ALS Laboratory Group
2. Campbell Chemicals
3. Reward Distribution



Source: Campbell Brothers filings

## 1.1 Overview of Campbell Brothers and ALS Continued

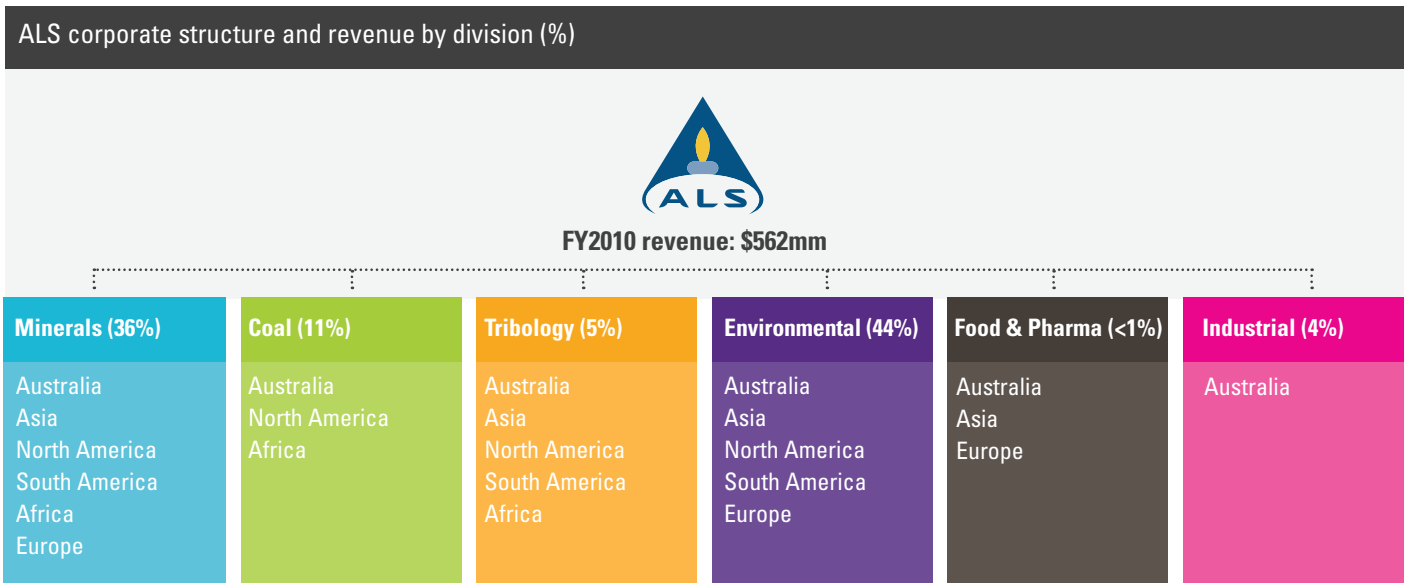


Source: Campbell Brothers filings

## 1.2 Principal activities of Campbell Brothers

### ALS LABORATORY GROUP

ALS is one of the largest and most successful commercial laboratory groups in the world. Key areas of business are as follows:



Source: Campbell Brothers filings

### (1) Minerals Division

ALS Minerals is the premier provider of commercial geochemical laboratory services to the global mining and exploration industries. The division operates specialised laboratories in six continents where it conducts tests on geological materials such as soil and sediment, rock, drill cuttings and core samples. ALS Minerals also provides onsite laboratory facilities, management and personnel to support mine grade control, exploration, mill process control and environmental monitoring.

## (2) Environmental Division

ALS Environmental is one of the largest and most geographically diverse environmental testing businesses in the world, providing consulting and engineering firms, industry and governments with reliable environmental testing data.

The division provides analysis in support of a wide range of projects including:

- > Environmental baseline and compliance monitoring programs;
- > Site assessment and remediation;
- > Water quality catchment monitoring;
- > Specialist sediment analysis;
- > Occupational hygiene;
- > Waste characterisation and classification;
- > Air quality monitoring analysis; and
- > Other disciplines requiring a sophisticated analytical approach.

The division also provides certified electronics testing to assist computer, electronics and consumer product manufacturers to identify possible micro contaminants and meet environmental regulations.

## (3) Coal Division

ALS Coal provides a full range of coal sampling and testing services including borehole core, coal production and transportation analysis, quality certification for export (superintending) as well as coal preparation, carbonisation and combustion services via utilisation of pilot scale plants. ALS Coal currently has operations in Australia, Africa and Canada and is able to service the global needs of multinational clients. The division includes:

- > **ACIRL** — Australia's leading coal borecore, production, plant audit and consulting service provider;
- > **ACTest** — Offers quality certification services for export cargoes (superintending);
- > **MineSkill** — A registered training organisation which provides a range of competency-based training courses to the coal industry; and
- > **Witlab** — Specialises in coal testing and analysis in the African region, including quality management, the full range of coal sampling and analysis services, plant audits, gas analysis and operator training.

## (4) Tribology Division

ALS Tribology provides preventative maintenance oil analysis and diagnostic programs to a range of end-markets including engine and equipment manufacturers and distributors, oil, mining, construction and transportation companies and government departments. The division works closely with its distributors and customers in helping to develop and implement comprehensive lubricating oil condition monitoring strategies tailored to their needs.

## (5) Industrial Division

ALS Industrial was created following the acquisition of PearlStreet by ALS in December 2009 and employs over 550 highly experienced engineers, scientists and technicians operating out of 25 sites across Australia. ALS Industrial provides non destructive testing and inspection, integrated condition monitoring, materials engineering consulting, mechanical testing, asset management, heat treatment and shutdown planning and execution services to asset owners, operators, constructors and contractors in the energy, resources and infrastructure sectors.

## (6) Food & Pharmaceutical Division

ALS Food and Pharmaceutical provides testing services specifically tailored to clients producing, dispatching or importing foods, pharmaceuticals, nutraceuticals, certain raw materials, sterile goods and veterinary products.

### CAMPBELL CHEMICALS

Campbell Chemicals is a leading Australian importer, manufacturer and distributor of chemical and associated hygiene products. Campbell Chemicals also provides engineering systems, water treatment technologies and the distribution of a wide range of fast moving consumer goods throughout the Pacific region. The division is made up of three business units:

## 1.2 Principal activities of Campbell Brothers Continued

### (1) Cleantec

Cleantec is a leading manufacturer and supplier of cleaning, sanitising, water treatment and engineering systems, with customers in diverse industries including food processing, beverages, aged care, healthcare, hospitality, commercial laundry and building services.

### (2) Deltrex Chemicals

Deltrex Chemicals is one of Australia's leading industrial and food chemical businesses, distributing a range of products and services to a wide variety of industry sectors. The business supplies chemicals as raw material or in blended form as required. Deltrex Chemicals also provides toll manufacturing to supply chemicals under the client's own brand.

### (3) Panamex Pacific

Panamex Pacific is a significant exporter of consumer and industrial goods in the Pacific Islands, North America, Fiji, New Caledonia, Samoa, Reunion Islands and New Zealand.

### REWARD DISTRIBUTION

The Reward Distribution Group supplies non-food consumables to hotels, hospitals, restaurants, fast food chains, five-star hotels, nursing homes, sporting clubs and the retail leisure sector.

## 1.3 Campbell Brothers' dividend payout ratio and history

Campbell Brothers has a track record of paying attractive dividends to its shareholders, having distributed, on average, approximately 70% of NPAT as dividends over the last 10 years. It has also achieved a compounding annual dividend per share growth rate of approximately 25% for the 5 year period up to FY2009, which is double that achieved by Ammtec over the same period.

In order to achieve Ammtec's stated growth objectives of entering new markets (such as oil and gas) and growing through greater exposure to offshore resources projects, it may not be realistic for Ammtec to continue paying 100% franked dividends. By comparison, Campbell Brothers has already diversified its earnings base, both through acquisition and by organic growth, with more than 60% of ALS revenue sourced outside of Australia and 74% of group revenue sourced from end-markets other than minerals. Historically, Campbell Brothers dividends have been 100% franked. While Campbell Brothers dividends have only been 50% franked since FY2007, it has achieved a compounding annual earnings per share growth rate of almost 40% between FY2007 and FY2009. Over the same period, Ammtec achieved a compounding annual earnings per share growth rate of only 7%.

In addition, Campbell Brothers currently operates a dividend re-investment plan, which is an optional and convenient way for Campbell Brothers Shareholders to increase their holding in Campbell Brothers Shares by reinvesting all or part of the dividends received in additional shares in the company. A summary of dividend payments made by Campbell Brothers since 2000 is set out in the table below.

Financial year	Interim dividend	Final dividend	Total dividend	Percentage franked
2010	\$0.45	\$0.55	\$1.00	50%
2009	\$0.50	\$0.50	\$1.00	50%
2008	\$0.35	\$0.60	\$0.95	50%
2007	\$0.28	\$0.42	\$0.70	50%
2006	\$0.21	\$0.29	\$0.50	100%
2005	\$0.18	\$0.24	\$0.42	100%
2004	\$0.14	\$0.19	\$0.33	100%
2003	\$0.13	\$0.17	\$0.30	100%
2002	\$0.13	\$0.17	\$0.30	100%
2001	\$0.13	\$0.17	\$0.30	100%
2000	\$0.11	\$0.16	\$0.27	100%

Source: IRESS; Note: Dividends displayed are as announced (i.e. not adjusted for subsequent equity issuances)



Ammtec Shareholders who accept the Offer and choose to receive Campbell Brothers Shares and continue to hold the Campbell Brothers Shares until the relevant record date, will be entitled to receive any dividends payable to holders of Campbell Brothers Shares from the date on which those shares are issued.

Campbell Brothers' future dividend and franking levels will be determined by the Campbell Brothers Board having regard to the operating results and financial position of Campbell Brothers and no assurance can be given in relation to the payment or timing of payment of future dividends.

## 1.4 Directors of ALS and Campbell Brothers

### ALS

The directors of ALS are Geoff McGrath and Greg Kilmister. Brief profiles of Mr McGrath and Mr Kilmister are set out below in the section on Campbell Brothers directors.

### CAMPBELL BROTHERS

The directors of Campbell Brothers are:

Director	Role
Geoff McGrath	Chairman and Independent Non-Executive Director
Greg Kilmister	Managing Director and Chief Executive Officer
Nerolie Withnall	Independent Non-Executive Director
Martin Kriewaldt	Independent Non-Executive Director
Ray Hill	Independent Non-Executive Director
Bruce Brown	Independent Non-Executive Director
Mel Bridges	Independent Non-Executive Director

Brief profiles of the directors of Campbell Brothers are set out below:

#### **Geoff McGrath**

##### **Chairman and Independent Non-Executive Director**

Mr McGrath became a director of Campbell Brothers in 2003 and was appointed Chairman effective 1 August 2004. He retired from GWA International Limited in May 2003 after 43 years service, including the last 10 years as Managing Director. He is the Chairman of GWA International Limited (effective 1 July 2010) having been a non-executive director since July 2004. He was previously a director of Fletcher Building Limited (July 2003 – June 2009). He is Chairman of the Remuneration Committee and a member of the Audit and Compliance Committee.

#### **Greg Kilmister**

##### **Managing Director and Chief Executive Officer**

Mr Kilmister was appointed Managing Director and Chief Executive Officer of Campbell Brothers effective 1 September 2005. He joined the company in 1981 and was the General Manager of the company's highly successful ALS Laboratory Services group from 1992 through to 2005.

#### **Nerolie Withnall**

##### **Independent Non-Executive Director**

Mrs Withnall was appointed a director of Campbell Brothers in 1994. She is a director of PanAust Limited (appointed May 1996), Alchemia Limited (appointed October 2003), Redcape Property Fund Limited (formerly Hedley Leisure and Gaming Property Partners Limited) (appointed June 2007) and Computershare Limited (appointed July 2008). She was previously a director of QM Technologies Limited (September 2003 – April 2008) and the Major Sports Facilities Authority. She is a former member of the Takeovers Panel, the Corporations and Markets Advisory Committee, the Senate of the University of Queensland and the Council of the Australian National Maritime Museum. She is a former partner of Minter Ellison Lawyers. She is Chairman of the Audit and Compliance Committee.

## 1.4 Directors of ALS and Campbell Brothers Continued

### **Martin Kriewaldt**

#### **Independent Non-Executive Director**

Mr Kriewaldt was appointed a director of Campbell Brothers in 2001. He is Chairman of Opera Queensland Limited and a director of Macarthur Coal Limited (appointed October 2008), BrisConnections Management Company Limited (appointed October 2008), Oil Search Limited (appointed April 2002) and ImpediMed Limited (appointed March 2005). He was previously a director of Peptech Limited (October 2003 – August 2007), GWA International Limited (1992 – October 2008) and Suncorp-Metway Ltd (December 1996 – April 2010). He is a member of the Audit and Compliance Committee and the Remuneration Committee.

### **Ray Hill**

#### **Independent Non-Executive Director**

Mr Hill was appointed a director of Campbell Brothers in 2003. He retired in July 2002 after a career spanning 30 years with Queensland dairy company Parmalat Australia Ltd (formerly Pauls Limited), including the last eight years as Group General Manager/Managing Director. He is a non-executive director of Parmalat Australia Ltd (unlisted public company). He is a member of the Audit and Compliance Committee.

### **Bruce Brown**

#### **Independent Non-Executive Director**

Mr Brown was appointed a non-executive director of Campbell Brothers effective 1 October 2005. He retired as Managing Director and Chief Executive of the company on 31 August 2005 after 30 years service. He is a director of Transpacific Industries Group Ltd (appointed March 2005). He was previously a director of Flight Centre Limited (December 2005 – November 2007). He is a member of the Remuneration Committee.

### **Mel Bridges**

#### **Independent Non-Executive Director**

Mr Bridges was appointed a non-executive director of Campbell Brothers on 29 September 2009. He has over 30 years experience in the biotechnology and healthcare industries. During this period, he founded and managed successful diagnostics, biotechnology and medical device businesses. He is currently Chairman of Alchemia Limited (appointed a director in September 2003) and ImpediMed Limited (appointed a director in September 1999), and non-executive director of Benitec Limited (appointed October 2007), Genera Biosystems Limited (appointed December 2008) and Tissue Therapies Limited (appointed March 2009). He was previously Chairman of Peptech Limited (December 2002- November 2007) and Incitive Limited (November 2007 - June 2010).

## 1.5 Substantial shareholders and directors' interests

### **ORDINARY SHARES**

Campbell Brothers currently has 63,517,495 Campbell Brothers Shares quoted on the ASX. Campbell Brothers also has on issue 35,572 performance rights vesting on 1 July 2011 and 78,466 performance rights vesting on 1 July 2012. None of the performance rights on issue are quoted on the ASX.

The ten largest shareholders in Campbell Brothers as at 1 July 2010 are:

Shareholder	No. of Campbell Brothers Shares held	Interest in Campbell Brothers
RBC Dexia Investor Services Australia Nominees Pty Limited <Pipooled A/C>	4,140,679	6.52%
JP Morgan Nominees Australia Limited	3,348,946	5.27%
HSBC Custody Nominees (Australia) Limited	3,039,757	4.79%
National Nominees Limited	2,722,684	4.29%
Cogent Nominees Pty Limited	1,997,875	3.15%
Milton Corporation Limited	1,682,815	2.65%
UBS Nominees Pty Ltd	1,548,065	2.44%
Faircase Pty Ltd	1,268,712	2.00%
Citicorp Nominees Pty Limited	1,106,052	1.74%
Australian Foundation Investment Company Limited	739,929	1.16%

As at the date of this bidder’s statement, the directors of Campbell Brothers had the following Relevant Interests in Campbell Brothers Shares:

Director	Campbell Brothers Shares
Geoff McGrath	297,810
Greg Kilmister	151,636
Nerolie Withnall	2,513
Martin Kriewaldt	38,101
Ray Hill	14,000
Bruce Brown	50,000
Mel Bridges	2,018

### 1.6 Corporate Governance

The policies and procedures put in place by the Campbell Brothers board seek to meet or exceed the requirements of the ASX Corporate Governance Council’s Principles for Good Corporate Governance and Best Practice Recommendations.

Details on Campbell Brothers’ corporate governance procedures, policies and practices can be obtained from its website ([www.campbell.com.au](http://www.campbell.com.au)).

### 1.7 Historical financial information about Campbell Brothers

#### **BASIS OF PRESENTATION OF HISTORICAL FINANCIAL INFORMATION**

The historical financial information below relates to Campbell Brothers on a stand alone basis and accordingly does not reflect any impact of the Offer. It is a summary only and the full financial accounts for Campbell Brothers for the financial periods described below, which include the notes to the accounts, can be found in the annual reports of Campbell Brothers for those periods.



## 1.7 Historical financial information about Campbell Brothers Continued

### BALANCE SHEET

The historical balance sheets of Campbell Brothers as at 31 March 2009 and 31 March 2010 are set out below. Both balance sheets have been extracted from the audited consolidated balance sheet of Campbell Brothers as at 31 March 2009 and 31 March 2010 respectively.

\$'000; FYE 31 March	2010	2009
<b>Assets</b>		
Cash and cash equivalents	57,937	60,260
Trade and other receivables	160,532	140,573
Inventories	63,984	73,562
Other	12,036	12,108
<b>Total current assets</b>	<b>294,489</b>	<b>286,503</b>
Receivables	5,173	6,204
Associates	19,261	11,383
Investment property	11,138	11,255
Deferred tax assets	14,925	11,146
Property, plant and equipment	216,846	210,344
Intangible assets	393,092	268,090
Other investments	161	163
<b>Total non-current assets</b>	<b>660,596</b>	<b>518,585</b>
<b>Total assets</b>	<b>955,085</b>	<b>805,088</b>
<b>Liabilities</b>		
Bank overdraft	19	746
Trade and other payables	78,127	84,729
Loans and borrowings	8,364	169,365
Income tax payable	6,303	12,289
Employee benefits	26,043	18,192
<b>Total current liabilities</b>	<b>118,856</b>	<b>285,321</b>
Loans and borrowings	196,514	99,723
Deferred tax liabilities	2,068	2,708
Employee benefits	4,157	2,255
Other	3,746	2,013
<b>Total non-current liabilities</b>	<b>206,485</b>	<b>106,699</b>
<b>Total liabilities</b>	<b>325,341</b>	<b>392,020</b>
<b>Net assets</b>	<b>629,744</b>	<b>413,068</b>
<b>Equity</b>		
Share capital	456,734	242,724
Reserves	(18,199)	48
Retained earnings	189,772	169,140
Equity attributable to equity holders	628,307	411,912
Minority interest	1,437	1,156
<b>Total equity</b>	<b>629,744</b>	<b>413,068</b>

## INCOME STATEMENT

The summarised historical income statements of Campbell Brothers for the twelve month periods ended 31 March 2009 and 31 March 2010 shown below have been extracted from the audited consolidated income statements for the years ended 31 March 2009 and 31 March 2010 respectively.

\$'000; FYE 31 March	2010	2009
Revenue from sale of goods	267,057	291,098
Revenue from rendering of services	558,476	629,253
<b>Total revenue</b>	<b>825,533</b>	<b>920,351</b>
Other income	2,088	1,944
Changes in inventories of finished goods and work in progress	(6,335)	3,199
Raw materials and consumables purchased	(211,730)	(253,838)
Employee expense	(290,631)	(294,599)
Warehousing and distribution costs	(25,699)	(32,558)
Amortisation and depreciation	(39,944)	(37,139)
Selling expenses	(8,812)	(9,922)
Administration and other expenses	(129,154)	(133,805)
Share of net profits of associates	1,667	1,490
<b>Profit before financing costs and income tax</b>	<b>116,983</b>	<b>165,123</b>
Financial income	814	836
Financial expenses	(11,935)	(15,251)
<b>Net financing costs</b>	<b>(11,121)</b>	<b>(14,415)</b>
<b>Profit before income tax</b>	<b>105,862</b>	<b>150,708</b>
Income tax expense	(30,971)	(44,517)
<b>Profit for the period</b>	<b>74,891</b>	<b>106,191</b>
<b>Attributable to:</b>		
Equity holders of the company	75,301	106,209
Minority interest	(410)	(18)
<b>Profit for the period</b>	<b>74,891</b>	<b>106,191</b>

## 1.8 Information about Campbell Brothers in this bidder's statement

As ALS is offering Ammtec Shareholders the opportunity to receive Campbell Brothers Shares under the Offer, the Corporations Act requires this bidder's statement to include all information that would be required for a prospectus for an offer of Campbell Brothers Shares under sections 710 to 713 of the Corporations Act. Campbell Brothers and ALS do not need to issue a prospectus for the offer of Campbell Brothers Shares as the offer of those shares is being made under a takeover bid.

Campbell Brothers is a disclosing entity for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations imposed by the Listing Rules and the Corporations Act. In particular, Campbell Brothers is required to disclose to the ASX any information it has which a reasonable person would expect to have a material effect on the price or value of Campbell Brothers Shares, subject to certain limited exceptions.

Copies of announcements made by Campbell Brothers to the ASX are available from the ASX website ([www.asx.com.au](http://www.asx.com.au)) or from Campbell Brothers ([www.campbell.com.au](http://www.campbell.com.au)).

Copies of documents lodged with ASIC by, or in relation to, Campbell Brothers may be obtained from, or inspected, at any office of ASIC.

## 1.8 Information about Campbell Brothers in this bidder's statement Continued

Campbell Brothers will provide a copy of the following documents free of charge to any Ammtec Shareholder who requests such a document during the Offer Period:

- (a) the full year financial report for Campbell Brothers for the year ended 31 March 2010;
- (b) the half yearly financial statements for Campbell Brothers for the period ended 30 September 2009; and
- (c) any continuous disclosure notices given by Campbell Brothers after lodgement of its full year financial report for the year ended 31 March 2010 with ASX on 25 May 2010 and before lodgement of this bidder's statement with ASIC.

## 1.9 Recent announcements to the ASX by Campbell Brothers

Since lodgement of its full year financial report for the year ended 31 March 2010 with the ASX on 25 May 2010, the following announcements have been made by Campbell Brothers to the ASX:

Date	Description
01/07/2010	Change of Director's Interest Notice – N Withnall
01/07/2010	Change of Director's Interest Notice – M Kriewaldt
01/07/2010	Change of Director's Interest Notice – G Kilmister
01/07/2010	Appendix 3B – DRP Issue
29/06/2010	CPB First Half 2011 Profit Guidance
25/06/2010	Annual Report to shareholders
25/06/2010	Notice of Annual General Meeting/Proxy Form
22/06/2010	DRP price for final dividend FY2010
01/06/2010	AEC: RECOMMENDATION TO REJECT UNSOLICITED OFFER FROM CPB
27/05/2010	Change of Director's Interest Notice - M Bridges
26/05/2010	Annual Financial Report 31 March 2010
26/05/2010	AEC: OFFER REJECTED, UPDATED GUIDANCE
25/05/2010	Appendix 4E - Clarification
25/05/2010	Investors Update FY2010 Results

Copies of these announcements can be obtained from the ASX website [www.asx.com.au](http://www.asx.com.au) (Ref CPB).

## 2. Information about Campbell Brothers Shares

The following is a summary (though not an exhaustive or definitive statement) of the rights, privileges and restrictions which currently attach to Campbell Brothers Shares and which will attach to the shares being issued under this bidder's statement. Full details of the rights attaching to shares are set out in the Company's constitution, a copy of which is available on the Campbell Brothers website ([www.campbell.com.au](http://www.campbell.com.au)):

- (a) Each shareholder is entitled to receive notice of and attend personally, by proxy, attorney or representative, any general meeting of the Company.
- (b) Each shareholder has one vote on a show of hands and one vote per share on a poll for each fully paid share held.
- (c) Holders of ordinary shares are entitled to receive dividends, if declared. The directors may declare final and interim dividends and fix the time and method of payment.
- (d) Subject to the rights of persons (if any) entitled to shares with special rights in a winding up and to the provisions of the Corporations Act, all monies and property that are to be distributed among members on a winding up will be distributed in proportion to the amounts paid up on the shares held by them.
- (e) Subject to the constitution, the Corporations Act and the ASX Listing Rules, ordinary shares are transferable.
- (f) The directors may, subject to the provisions of the constitution, the Corporations Act and the ASX Listing Rules, allot, grant options over, or otherwise deal with or dispose of, shares in the Company as the directors think fit.
- (g) Shareholders may from time to time, by special resolution, vary the rights conferred on holders of any of the issued shares or vary the provisions of the constitution.



## 3. About Ammtec

### 3.1 Overview of Ammtec

Perth-based Ammtec is a leading metallurgical and mineral testing consultancy, having served the local and international mining industries since 1979. It is one of only a few comprehensive metallurgical testing firms globally, and currently operates laboratories in Western Australia, New South Wales, South Australia and Tasmania.

### 3.2 Ammtec's issued capital

According to documents lodged by Ammtec with the ASX, Ammtec has no other securities on issue apart from Ammtec Shares and Ammtec Options. The total number of securities are:

Class of security	Number on issue	Relevant interest of ALS in securities immediately before the date of this bidder's statement
Ammtec Shares	[36,515,694]	[3,227,748]
Ammtec Options	[4,031,139]	Nil

Immediately before the date of this bidder's statement, ALS held approximately 9.0% Ammtec Shares acquired in the manner described in section 5.1.

### 3.3 Voting power

As at the date of this bidder's statement, ALS' voting power in Ammtec was approximately 9.0%.

### 3.4 Ammtec's ASX announcements

Ammtec is a disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosing regimes.

The ASX maintains files containing publicly disclosed information about listed companies. Since lodgement of Ammtec's Half Year Report and Accounts, for the period ended 31 December 2009 on 15 February 2010, to the date of this bidder's statement, Ammtec has made the following announcements:

Date	Description
01/07/2010	Change in substantial holding – ALS
29/06/2010	Becoming a substantial holder – ALS
15/06/2010	APPENDIX 3B
15/06/2010	APPENDIX 3B
02/06/2010	APPENDIX 3B
01/06/2010	RECOMMENDATION TO REJECT UNSOLICITED OFFER FROM CPB
26/05/2010	OFFER REJECTED, UPDATED GUIDANCE
26/05/2010	INVESTOR BRIEFING
19/05/2010	Campbell Brothers LIMITED TAKEOVER BID FOR Ammtec
18/05/2010	Campbell Bros. Intends Making Offer for Ammtec
30/04/2010	Change of Director's Interest Notice
30/04/2010	Appendix 3B
29/04/2010	Appendix 3B
12/04/2010	DIVIDEND RE-INVESTMENT PLAN (DRP) – STRIKE PRICE
15/02/2010	Half Yearly Report and Accounts

### 3.4 Ammtec's ASX announcements Continued

Copies of these announcements can be obtained from the ASX website [www.asx.com.au](http://www.asx.com.au) (Ref AEC). ALS will provide to any person who requests it during the Offer Period a copy of any continuous disclosure notice given to ASX by Ammtec after 12 February 2010 and before lodgement of this bidder's statement with ASX or any other continuous disclosure notice referred to in this bidder's statement.

### 3.5 Historical financial information about Ammtec

As far as the Campbell Brothers Group is aware, there has not been a material change in the financial position of Ammtec since 31 December 2009 (the date of the condensed consolidated interim balance sheet in Ammtec's Half Yearly Report and Accounts for the period ended 31 December 2009 lodged with ASX on 15 February 2010).

### 3.6 Disclaimer

Ammtec is listed on the ASX and is obliged to comply with the continuous disclosure requirements of the ASX. A substantial amount of information about Ammtec has been disclosed to the ASX and is available through the announcements page of ASX at [www.asx.com.au](http://www.asx.com.au). Some of that material is referred to in section 3 of this bidder's statement.

Information about Ammtec in this bidder's statement is based on those publicly available sources and has not been independently verified. Neither ALS nor Campbell Brothers has had any access to any information regarding Ammtec from other sources nor makes any representation or warranty as to the accuracy or completeness of any information in this bidder's statement about Ammtec.

Please note that the Corporations Act only requires information disclosed by a bidder to be as up-to-date as it is reasonable to expect in the circumstances. Further, ALS does not have to disclose information if it would be unreasonable to require ALS to do so because the information had previously been disclosed to Ammtec Shareholders.

## 4. Profile of the Combined Group

### 4.1 Key benefits and rationale for the merger

If you choose to receive Campbell Brothers Shares you will join a well-positioned, global company and will participate in the compelling strategic benefits that will arise from the combination of ALS Minerals and Ammtec:

- > **Broader service offering** — The service offerings of ALS Minerals and Ammtec are complementary. The metallurgical and mineral analytical testing services provided by Ammtec, in which ALS Minerals currently only provides a rudimentary service, are immediately downstream to the services provided by ALS Minerals. The Combined Group will benefit from the broader service offering of ALS Minerals, including the ability to offer a more complete set of geochemical and metallurgical analytical testing services to existing and potential customers.
- > **Continuity of service to customers across the lifecycle of mining projects** — ALS Minerals is largely focused on the exploration and production stages, whereas Ammtec's services are predominantly provided during the feasibility study stage. The Combined Group will benefit from greater exposure to, and the ability to offer customers continuity of, services across the whole lifecycle of mining projects – from exploration through to development and production support.
- > **Roll-out of Ammtec's service offering at selected locations within Campbell Brothers' global network** — Campbell Brothers plans to capitalise on its strong brand and existing position in geochemical analytical testing to offer Ammtec's services at selected locations within Campbell Brothers' global network. This will occur in areas where ALS Minerals is already active, and the opportunity exists to offer metallurgical analytical testing services alongside ALS Minerals' service offering in markets that are currently underserved by existing service providers.
- > **Remove a source of competitive leakage** — While metallurgical testing often requires the same sample material used in geochemical analytical testing, it involves a different set of skills and competencies and, as a result, is a source of competitive leakage. The ability to offer a broader range and continuity of services will provide Campbell Brothers with a competitive advantage over those offering analytical testing services in only one stage of the project lifecycle.

The strategic benefits referred to above assume Campbell Brothers achieves 100% ownership in Ammtec. These strategic benefits may not be achievable or may only be achievable to a lesser degree at lower levels of Campbell Brothers ownership in Ammtec.

## 4.2 Review of business activities of Ammtec

ALS has only reviewed the information publicly released by Ammtec in relation to its current activities and plans. Accordingly, ALS does not currently possess all material information necessary to assess the operational, commercial, taxation and financial implications of the integration of the ALS and Ammtec businesses.

At the end of the Offer Period, Campbell Brothers intends to review Ammtec's business in the light of additional material that it expects will then be available to finalise plans for the ongoing integration of the businesses of Ammtec and ALS, and to determine whether other strategies are desirable, in addition to those referred to in section 4.3. The review will include a full evaluation of the performance, profitability and prospects of Ammtec's businesses.

ALS expects the review may identify duplicated functions and overlapping activities. Where this impacts on Ammtec's employees, ALS will, if feasible, seek to offer those employees redeployment to positions within the Campbell Brothers Group. If suitable alternative positions are not available and Ammtec employees are instead made redundant, they will receive their statutory and contractual entitlements. ALS is not in a position to determine how many (if any) Ammtec employees may be affected in this way or the nature or timing of any redundancies until it completes the detailed review referred to in this section 4.2.

ALS' intentions referred to in this section 4 have been formed with reference only to limited available information and without the benefit of any detailed review of Ammtec's business. Final decisions will only be reached after the review referred to in this section 4.2, and in the light of all material facts and circumstances.

## 4.3 Continuation of business of Ammtec

Subject to the review referred to in section 4.2, on the basis of information about Ammtec known to the Campbell Brothers Group, if the Bid is successful ALS intends to:

- (a) preserve and grow the existing business of Ammtec;
- (b) integrate the businesses of Ammtec with the laboratory group operated by ALS;
- (c) make the technical and managerial skills of the Campbell Brothers Group available for the benefit of the combined Ammtec and ALS businesses;
- (d) achieve synergies by eliminating duplicated functions arising as a result of the acquisition of Ammtec such as head office costs;
- (e) continue to utilise and strengthen the Ammtec businesses; and
- (f) continue to employ Ammtec's present employees who are still employees at the end of the Offer Period or who have not given notice of resignation before the end of the Offer Period.

## 4.4 Ammtec's board of directors

If the Bid is successful, then ALS will replace the board of Ammtec with its own nominees. The nominees have not yet been identified.

## 4.5 Compulsory acquisition

If, by the end of the Offer Period, ALS becomes entitled to compulsorily acquire all outstanding Ammtec Shares, ALS intends to:

- (a) acquire all Ammtec Shares that were issued before ALS issues a compulsory acquisition notice in accordance with the Corporations Act, including Ammtec Shares issued on the exercise of Ammtec Options;
- (b) acquire securities that will become Ammtec Shares due to the conversion of or exercise of rights attached to the securities within six weeks after ALS gives a compulsory acquisition notice in accordance with the Corporations Act;
- (c) delist Ammtec Shares from quotation on ASX; and
- (d) carry out the other intentions set out in sections 4.2, 4.3 and 4.4.

## 4.6 Intentions upon acquisition of less than 90% of Ammtec Shares

ALS reserves its right to declare the Offer free from the 90% minimum acceptance condition (and any other conditions) but has no present intention to do so. If ALS does waive this condition and does not acquire 90% or more of Ammtec Shares then:

- (a) ALS will endeavour to implement its intentions as outlined in sections 4.2, 4.3 and 4.4 to the extent to which it is able to do so subject to the Corporations Act, the ASX Listing Rules and the legal obligations of the Ammtec board to act in good faith in the best interests of Ammtec and for proper purposes; and
- (b) if ALS becomes entitled at some later time to compulsorily acquire all outstanding Ammtec Shares, ALS presently intends to exercise those rights.

## 4.7 Implications if ALS acquires less than 90% of the Ammtec Shares

If ALS waives the minimum acceptance condition (see section 10.8(a)(i)) and any other condition of the Offer which is not satisfied and does not acquire a relevant interest in at least 90% of the Ammtec Shares (so that ALS is not entitled to compulsorily acquire all outstanding Ammtec Shares as set out in section 4.5), ALS may nevertheless acquire sufficient Ammtec Shares to give ALS control of Ammtec.

In such a circumstance Ammtec Shareholders who do not accept the Offer may remain as minority shareholders of Ammtec. Possible consequences of this are:

- > liquidity of Ammtec Shares may be lower than at present;
- > ALS may be able to control the composition of the Ammtec board and the management of Ammtec as well as the strategic direction of Ammtec's businesses; and
- > if the Campbell Brothers Group holds 75% or more of the Ammtec Shares, this will enable it to pass a special resolution which could involve changing the constitution of Ammtec.

## 4.8 Statement of current intention

The statements contained in this section 4 are statements of current intention only and may vary as circumstances require depending, among other matters, on the outcome of the review referred to in section 4.2 and the outcome of the Bid.

## 4.9 Historical pro forma financial information for the Combined Group

The pro forma financial information below comprises pro forma balance sheets of the Combined Group together with supporting notes. The pro forma balance sheets presented in this section are for illustrative purposes only and are based on numerous assumptions that may or may not reflect the actual financial position of the Combined Group after completion of the Offer.

No forecasts have been included in this bidder's statement as Campbell Brothers only has access to Ammtec's public information and this is not a sufficient basis on which to provide a reliable and complete set of forecasts.

### **BASIS OF PREPARATION**

The pro forma balance sheets are based on the most recent publicly available balance sheets for Campbell Brothers (extracted from the full year financial report for the year ended 31 March 2010) and Ammtec (extracted from the half yearly financial report for the six months ended 31 December 2009). The pro forma balance sheets have not been audited.

Ammtec's cash and equity balances have been adjusted for the interim dividend announced in the half yearly financial report for the six months ended 31 December 2009 and the impact of the company's dividend reinvestment plan as stated in the company's announcements dated 12 April 2010 and 30 April 2010. Campbell Brothers' cash and equity balances have been adjusted for the final dividend announced in the full year financial report for the year ended 31 March 2010 and the impact of the company's dividend reinvestment plan as stated in the company's announcement dated 1 July 2010.

The aforementioned reports have been prepared in accordance with Australian Accounting Standards. The historical financial information in the pro forma balance sheets is presented in an abbreviated form insofar as it does not include all of the disclosures required by Australian Accounting Standards.

The pro forma balance sheets should be read in conjunction with other information contained in this bidder's statement and the accounting policies of Campbell Brothers and Ammtec as disclosed in their most recent financial reports. In particular,

Ammtec Shareholders should carefully consider the assumptions and risk factors when considering the information and assessing the performance of the Combined Group.

#### **ASSUMPTIONS UNDERLYING THE FINANCIAL PRESENTATIONS FOR THE COMBINED GROUP**

The pro forma balance sheets of the Combined Group as at 31 March 2010 assume Campbell Brothers achieves 100% acceptance of the Offer. As part of the Offer, Ammtec Shareholders will receive either cash or Campbell Brothers Shares. The pro forma balance sheets set out below reflect two scenarios, being either 100% share-based consideration (**Share Alternative**) or 100% cash consideration (**Cash Alternative**).

The pro forma balance sheets should be read together with the assumptions underlying their preparation as set out in this Section 4.9, and the risk factors contained in Section 7.

Other assumptions underlying the preparation of the pro forma balance sheets include:

- > acquisition was completed as at 31 March 2010;
- > the number of Ammtec diluted shares outstanding used in the calculation of the purchase consideration is the number of Ammtec Shares as disclosed in the Ammtec Appendix 3B dated 15 June 2010 (adjusted for on-market purchases of Ammtec Shares by Campbell Brothers prior to the acquisition) and the estimated dilutive effect of the Ammtec Options as outlined below;
- > all Ammtec Options as disclosed in the Ammtec Appendix 3B dated 15 June 2010 have been included in determining the estimated number of diluted shares outstanding where they are "in-the-money", that is, their exercise price is less than the Offer Consideration. In determining the effect of the Ammtec Options in the diluted shares outstanding, any unvested and/or unexercised options are assumed to have vested and/or exercised prior to the date the Offer closes;
- > under the Cash Alternative, the purchase consideration of \$121 million is calculated by multiplying the Offer Consideration of \$3.35 cash per Ammtec Share by the estimated number of diluted shares outstanding (adjusted for on-market purchases of Ammtec Shares by Campbell Brothers prior to the acquisition);
- > under the Share Alternative, the implied purchase consideration of \$[128] million is calculated by multiplying the implied value for Ammtec Shares based on an exchange ratio of 2 Campbell Brothers Shares for every 17 Ammtec Shares by the estimated number of diluted shares outstanding (adjusted for on-market purchases of Ammtec Shares by Campbell Brothers prior to the acquisition). As at the date of this bidder's statement, the implied value for Ammtec Shares is \$[3.53] based on the 2 day VWAP for Campbell Brothers Shares up to [2] July 2010 (inclusive) of \$[29.98];
- > under the Cash Alternative and the Share Alternative, Campbell Brothers will source any funds to be provided to ALS to meet its payment obligations in relation to the Offer by drawing down on loan facilities (**Facilities**) made available to Campbell Brothers by Australia and New Zealand Banking Group Limited, Commonwealth Bank of Australia and Westpac Banking Corporation;
- > pre tax transaction costs are estimated at \$3 million and include advisory fees and administrative costs in relation to the acquisition and brokerage costs associated with on-market purchases of Ammtec Shares incurred in relation to the Offer;
- > Campbell Brothers' cash balance is used to fund on-market purchases of Ammtec Shares prior to the acquisition and is otherwise required for operational purposes and retained in the pro forma balance sheets;
- > Ammtec's cash balance is used to repay Ammtec's drawn debt;
- > the Facilities are used to meet payment obligations under the Cash Alternative, as well as fund the estimated transaction costs;
- > the pro forma balance sheets of the Combined Group assume the fair value of assets and liabilities acquired are equal to their book value. The difference between the book value of assets acquired and the purchase consideration (adjusted for on-market purchases of Ammtec Shares by Campbell Brothers prior to the acquisition) is characterised as intangible assets in the pro forma balance sheets; and
- > Campbell Brothers has not undertaken a comprehensive assessment of the fair value of assets or liabilities acquired and intend to undertake such an assessment only after the acquisition is completed.

## 4.9 Historical pro forma financial information for the Combined Group Continued

### SUMMARY PRO FORMA COMBINED BALANCE SHEET

\$'000	Campbell Brothers 31 Mar 2010	Ammtec 31 Dec 2009	Combined Group 100% Scrip 31 Mar 2010	Combined Group 100% Cash 31 Mar 2010
<b>Assets</b>				
Cash and cash equivalents	57,937	8,570	35,347	35,347
Receivables	165,705	7,267	172,972	172,972
Intangibles	393,092	21,843	484,962	478,559
Other	338,351	40,565	379,950	379,920
<b>Total assets</b>	<b>955,085</b>	<b>78,245</b>	<b>1,073,232</b>	<b>1,066,799</b>
<b>Liabilities</b>				
Payables	78,127	5,438	83,565	83,565
Loans and borrowings	204,878	6,018	208,324	329,528
Other	42,336	5,492	47,828	47,828
<b>Total liabilities</b>	<b>325,341</b>	<b>16,948</b>	<b>339,717</b>	<b>460,921</b>
<b>Net assets</b>	<b>629,744</b>	<b>61,297</b>	<b>733,515</b>	<b>605,877</b>
<b>Equity</b>				
Share Capital	456,734	45,357	599,810	472,103
Retained earnings, reserves and minority interests	173,010	15,940	133,705	133,774
<b>Total equity</b>	<b>629,744</b>	<b>61,297</b>	<b>733,515</b>	<b>605,877</b>

## 5. Dealings by ALS in Ammtec Shares

### 5.1 Consideration in previous four months

On 30 June 2010, ALS and RBC Dexia Investor Services Trust as custodian for Perpetual's Ethical SRI Fund (**Perpetual**) entered into a share sale agreement. Perpetual agreed to sell, and ALS agreed to buy, 1,427,643 Ammtec Shares for \$3.35 per Ammtec Share (**Purchase Price**).

On 25 June 2010, ALS and BT Investment Management (RE) Limited (**BT**) entered into a share sale agreement. BT agreed to sell, and ALS agreed to buy, 729,055 Ammtec Shares for the Purchase Price.

Under these agreements:

- > provided that the Offer has been declared unconditional and no Competing Proposal offering a value per Ammtec Share higher than the Purchase Price has been made, ALS may give a notice to BT and Perpetual requiring them to accept the Offer for their Ammtec Shares (**Acceptance Notice**);
- > provided that ALS has not given an Acceptance Notice, each of BT and Perpetual may give a notice to ALS (**Completion Notice**) at any time between the end of the Offer Period and 10 Business Days after the first to occur of the end of the Offer Period or the date the Offer is withdrawn and the sale of the Ammtec Shares held by the party giving the Completion Notice to ALS must be completed on the third Trading Day (as that term is defined in the ASX Listing Rules) after that party gives the Completion Notice; and
- > if either BT or Perpetual does not accept the Offer and sells their Ammtec Shares to ALS under this agreement and ALS then sells those Ammtec Shares in connection with a Competing Proposal or those Ammtec Shares are cancelled



under a Competing Proposal, then ALS must cause the party that sold its Ammtec Shares to be paid a fee equal to the difference between the Purchase Price and the consideration per Ammtec Share received under the Competing Proposal within three business days of this consideration being received.

A copy of the agreement entered into between ALS and BT was provided to the ASX on 29 June 2010. A copy of the agreement entered into between ALS and Perpetual was provided to the ASX on 1 July 2010.

In addition, Campbell Brothers and its associates have acquired the following Shares during the four month period to the date of this bidder's statement.

Vendor	No. of Ammtec Shares purchased	Date	Consideration <sup>14</sup>
On-market purchases	220,000	23 April 2010	\$2.80
On-market purchases	560,973	20 May 2010	\$3.24
On-market purchases	192,691	21 May 2010	\$3.20
On-market purchases	46,791	24 May 2010	\$3.20
On-market purchases	70,830	25 May 2010	\$3.20
On-market purchases	29,765	26 May 2010	\$3.22

## 5.2 Benefits given, offered or agreed

During the four months before the date of this bidder's statement, neither ALS nor an associate gave, offered to give or agreed to give a benefit to another person that was likely to induce the other person or an associate to:

- (a) accept an Offer under the Bid; or
- (b) dispose of securities in the Bid class,

that was not offered to all holders of securities in the Bid class, other than as described in section 5.1.

## 6. How cash consideration will be provided

### 6.1 Cash required if all Offers accepted

If all the Offers are accepted and all Ammtec Shareholders choose to receive the Cash Alternative as their Offer Consideration, ALS will be obliged to pay approximately \$121,302,945<sup>15</sup> for Ammtec Shares.

### 6.2 Source of funds

ALS will fund any cash consideration required to be paid to Ammtec Shareholders using cash provided to it by Campbell Brothers.

### 6.3 Terms of Campbell Brothers funding

ALS has obtained an irrevocable and unconditional commitment from Campbell Brothers to ensure that ALS has sufficient funds to meet any payment obligations in relation to the Offers.

Campbell Brothers will source any funds to be provided to ALS by drawdown of loan facilities (**Facilities**) made available to Campbell Brothers by Australia and New Zealand Banking Group Limited, Commonwealth Bank of Australia and Westpac Banking Corporation (together the **Financiers**). In relation to the Facilities:

<sup>14</sup>For purchases in May, the figure represents the VWAP paid for Ammtec Shares purchased by Campbell Brothers on the specified date.

<sup>15</sup>Calculated as the estimated number of diluted shares outstanding (adjusted for on-market purchases of Ammtec Shares by Campbell Brothers and its associates prior to the acquisition) multiplied by the Cash Alternative. All Ammtec Options as disclosed in the Ammtec Appendix 3B dated 15 June 2010 have been included in determining the estimated number of diluted shares outstanding where they are "in-the-money". In determining the effect of the Ammtec Options in the diluted shares outstanding, any unvested and/or unexercised options are assumed to have vested and/or exercised prior to the date the Offer closes.

## 6.3 Terms of Campbell Brothers funding Continued

- (a) the relevant tranches of each Facility to be drawn are made available for the purposes of this and other acquisitions by the Campbell Brothers Group and are unsecured, other than a cross guarantee given between certain entities, including ALS and Campbell Brothers, in the Campbell Brothers Group;
- (b) Campbell Brothers is able to drawdown on each Facility by issuing drawdown notices to each Financier respectively;
- (c) the aggregate undrawn amounts of the Facilities are sufficient to fund the amount referred to in clause 6.1. These amounts are not required to meet any other obligations of Campbell Brothers. Campbell Brothers therefore has access to sufficient cash reserves or loan facilities to enable ALS to satisfy its maximum payment obligations under the Offers as and when they fall due and to cover all transaction costs associated with the Offers;
- (d) there are no restrictions to drawdown or approvals needed to drawdown other than satisfaction or waiver of any conditions precedent to drawdown. Other than conditions which have already been satisfied or waived or which Campbell Brothers considers are procedural in nature or within the control of Campbell Brothers, the following conditions precedent must be satisfied or waived before drawdown of the Facilities:
  - (i) each Financier is satisfied that no event of default or potential event of default subsists or will result from the drawdown; and
  - (ii) each Financier is satisfied that each representation and warranty given to it is correct and not misleading as at the date of the relevant drawdown notice and at the date of drawdown.

Campbell Brothers believes that the conditions precedent to drawdown will be satisfied or waived prior to the Offers becoming unconditional;

- (e) Campbell Brothers believes that the events of default, undertakings, representations and warranties applicable to or given in respect of each Facility are customary for borrowing arrangements of the nature of the Facilities;
- (f) subject to any early repayment triggers (such as occurrence of an event of default), Campbell Brothers must repay any principal outstanding under the Facilities as follows:
  - (i) Australia and New Zealand Banking Group Limited, in respect of the relevant facilities to be drawn, by 11 December 2010 and 31 May 2012, as applicable;
  - (ii) Commonwealth Bank of Australia, in respect of the relevant tranches to be drawn, by 6 February 2011 and 31 May 2011, as applicable; and
  - (iii) Westpac Banking Corporation, in respect of the relevant tranche to be drawn, by 20 November 2011.
- (g) amounts advanced under the Facilities are subject to interest at commercial rates.

At the date of this bidder's statement, there are no circumstances known to the Campbell Brothers Group which would entitle the Financiers to withdraw the availability of the Facilities.

## 7. Key risks

### 7.1 Introduction

If you are considering choosing the Share Alternative, there are a number of risks, both specific to Campbell Brothers and of a general nature, which may affect the future operating and financial performance of Campbell Brothers, its investment returns and the value of Campbell Brothers Shares. Many of the circumstances giving rise to these risks are beyond the control of Campbell Brothers. The value of the Campbell Brothers Shares issued to you if you choose to receive the Share Alternative will depend on the performance of Campbell Brothers. The past performance of Campbell Brothers is not a guide to the future performance of Campbell Brothers.

This section describes certain specific areas that are believed to be the major risks associated with an investment in Campbell Brothers if you choose the Share Alternative. Each of the risks described below could, if they eventuate, have a material adverse effect on Campbell Brothers' operating and financial performance. You should note that the risks in this section are not exhaustive of the risks faced if you choose the Share Alternative. You should consider carefully the risks described in this section, as well as other information in this presentation, and consult your financial or other professional adviser before choosing to receive the Share Alternative.

## 7.2 General risks

- (a) **Changes in economic conditions** — The financial performance of Campbell Brothers could be affected by changes in economic conditions in Australia and overseas. Such changes include:
- (i) changes in economic growth, unemployment levels and consumer confidence which may lead to a general fall in the demand for Campbell Brothers' products and services;
  - (ii) changes in underlying cost structures for labour and service charges;
  - (iii) changes in fiscal, monetary or regulatory policy by governments or government agencies or instrumentalities, including in relation to inflation and interest rates, which may impact the profitability of Campbell Brothers or a general fall in the demand for Campbell Brothers' products and services;
  - (iv) declines in aggregate investment and economic output in Australia or in key offshore regions; and
  - (v) national or international political and economic instability or the instability of national or international financial markets, including as a result of terrorist acts or war or the recent dislocation in credit and capital markets.

Campbell Brothers has in place a number of strategies to minimise the exposure to economic risk and will engage in prudent management practices to minimize its exposure to risk in the future. In the circumstances above, such factors may nonetheless have an adverse impact on Campbell Brothers' financial performance and position.

- (b) **Share price risk** — There are general risks associated with an investment in the share market. As such, the value of Campbell Brothers Shares may rise above or fall below the Issue Price, depending on the financial position and operating performance of Campbell Brothers and other factors. Further, broader market factors affecting the price of Campbell Brothers shares are unpredictable and may be unrelated or disproportionate to the financial or operating performance of Campbell Brothers. Recent turmoil in global credit markets has negatively affected economies across the globe and led to increased volatility in stock markets, including the ASX. Continued volatility in global markets could negatively impact

the

value of the Campbell Brothers Shares.

- (c) **Risks related to changes in taxation law** — Future changes in taxation law in Australia and in other jurisdictions, including changes in interpretation or application of the law by the courts or taxation authorities in Australia or other jurisdictions, may affect taxation treatment of an investment in Campbell Brothers shares, or the holding or disposal of those shares.
- (d) **Accounting standards** — Campbell Brothers prepares its general purpose financial statements in accordance with AIFRS and with the Corporations Act. Australian Accounting Standards are subject to amendment from time to time, and any such changes may impact on Campbell Brothers' statement of financial position or statement of financial performance.
- (e) **Asset impairment** — Under AIFRS, Campbell Brothers is required to review the carrying value of its non-financial assets, other than inventory and deferred tax assets, annually or whenever there is an indication of impairment. If there is any indication of impairment, then the assets recoverable amount is estimated. Changes in assumptions underlying the recoverable amount of certain assets of Campbell Brothers as a result of deteriorating market conditions or increasing cost of capital could result in an impairment of such assets, which may have a material adverse effect on Campbell Brothers' financial performance and position.

## 7.3 Risks specific to Campbell Brothers

- (a) **Strength of resources sector** — Campbell Brothers' business is influenced by the general state of the resources sector and a reduction in spending in resources exploration and development by other participants in this sector may have a negative impact on the volume throughput of Campbell Brothers' testing facilities. Other Campbell Brothers' businesses are impacted by general economic activity.
- (b) **Financial market risk** — The financial performance and value of Campbell Brothers Shares may fluctuate in response to factors such as actual or anticipated variations in the financial performance of Campbell Brothers and/or by external factors, including movements on domestic and international share markets, the level of interest rates and exchange rates, general domestic and international economic conditions, changes in taxation such as the proposed introduction of the Mineral Resources Rent Tax and proposed changes to the Petroleum Resources Rent Tax, and changes in government fiscal, monetary and regulatory policies and other matters.
- (c) **Liquidity risk** — Liquidity risk is the possibility of Campbell Brothers being unable to meet its financial commitments when they fall due as a result of mismatches in its cash flows from financial transactions. The availability of funding from uncertain financial markets may increase liquidity risk.

## 7.3 Risks specific to Campbell Brothers Continued

- (d) **Acquisition activities** — Campbell Brothers regularly evaluates acquisition opportunities and other corporate opportunities. Any acquisition or disposal would lead to a change in the sources of Campbell Brothers' earnings and could increase the volatility of its earnings. Integration of new businesses into the Campbell Brothers group may be costly and may not generate expected earnings and may occupy a large amount of management's time. There is no guarantee that future potential acquisitions or disposals will be available on favorable terms or that they will be successfully integrated.
- (e) **Dependence on key management personnel** — The operating and financial performance of Campbell Brothers is largely dependent on its ability to retain and attract key management personnel. Whilst Campbell Brothers makes every effort to retain key management personnel, there can be no guarantee that it will be able to do so. Any loss of key management personnel could adversely affect the company's business, results of operations or financial condition and performance.
- (f) **Changes in technology** — Technology plays an important role in the delivery of services to customers in a cost effective manner. Campbell Brothers' ability to compete effectively in the future will, in part, be driven by its ability to maintain an appropriate technology platform for the efficient delivery of its products and services.
- (g) **Industry competition** — There is substantial competition for the provision of analytical services in the markets in which Campbell Brothers operates. The effect of competitive market conditions may adversely impact the earnings and assets of Campbell Brothers.
- (h) **Debt refinancing risk** — Certain of Campbell Brothers' debt facilities will need to be refinanced at various maturity dates. The inability to refinance these facilities on satisfactory terms could adversely affect Campbell Brothers' financial performance.
- (i) **Credit risk** — Credit market conditions and the operating and financial performance of Campbell Brothers will affect borrowing costs as well as the company's capacity to repay, refinance or increase its debt. Campbell Brothers is subject to covenants in its debt facilities, including interest coverage and leverage tests. If Campbell Brothers were to breach any of these covenants, its debt could be immediately declared repayable and there is no guarantee that Campbell Brothers would have sufficient cash flow or be able to source refinancing on acceptable terms.
- (j) **Adverse foreign exchange movements** — The international scope of Campbell Brothers' activities exposes it to the financial risks of changes in foreign exchange rates. The currency of countries in which Campbell Brothers operates may be subject to fluctuation, which may negatively impact Campbell Brothers' reported financial performance.
- (k) **Health, safety and environmental** — The operations of Campbell Brothers are subject to health, safety and environmental laws and regulations. These laws and regulations set various standards regulating certain aspects of health, safety and environmental matters and provide for penalties and other liabilities for violations of such standards. Campbell Brothers operates in businesses and industries and with certain materials where certain health, safety and environmental standards and risks (including existing and potential government taxation related to environmental matters) are present and may from time to time materially impact on Campbell Brothers' business, results of operations or financial condition and performance.
- (l) **Litigation** — As with all businesses, Campbell Brothers is exposed to potential legal and other claims or disputes in the course of its business, including contractual disputes and other liability claims in relation to the services that it provides. Campbell Brothers takes legal advice in respect of such claims and, where relevant, makes provisions and disclosure regarding such claims in its consolidated financial statements. Although Campbell Brothers seeks to minimize the risk of such claims arising, and their impact if they do arise, such claims will arise from time to time and could adversely affect Campbell Brothers' business, results of operations or financial condition and performance.
- (m) **Future payment of dividends** — Campbell Brothers' future dividend and franking levels will be determined by the Campbell Brothers Board having regard to the operating results and financial position of Campbell Brothers.

## 7.4 Risks specific to the Offer and the Combined Group

- (a) **Merger integration risk** — Integrating Campbell Brothers and Ammtec may produce some risks, including that the planned integration may take longer than expected and that anticipated strategic benefits of the integration may be less than expected. These risks may include the potential loss of key personnel, possible differences in management culture and difficulties in integrating information systems.

- (b) **Issue of shares as consideration** — Ammtec Shareholders are being offered the option of consideration under the Offer that consists of a specified number of Campbell Brothers Shares, rather than a number of Campbell Brothers Shares with a specified market value. As a result, the value of the consideration will fluctuate depending upon the market value of Campbell Brothers Shares.

Furthermore, under the Offer, Campbell Brothers may issue a significant number of Campbell Brothers Shares. Some Ammtec Shareholders choosing the Share Alternative may not intend to continue to hold their Campbell Brothers Shares and may wish to sell them on the ASX. There is a risk that if a significant number of Ammtec Shareholders seek to sell their Campbell Brothers Shares, this may adversely impact the price of Campbell Brothers Shares.

- (c) **Acquisition of a controlling stake but less than 90% of Ammtec Shares** — The Offer is conditional on ALS acquiring a minimum of 90% of Ammtec Shares. ALS has no intention to waive this condition. However, ALS reserves the right to waive the 90% minimum acceptance condition (or any other condition) to the Offer in accordance with the Corporations Act.

The impact on the Combined Group of ALS acquiring less than 100% of Ammtec Shares will depend on the ultimate level of ownership acquired but, in any event, the existence of a minority interest in Ammtec may have an impact on the Combined Group's capacity to realise synergies from the acquisition of Ammtec.

Under the current law, if, after the Offer, ALS does not hold 80% or more of the Ammtec Shares, Ammtec Shareholders who are Australian residents for income tax purposes and who make a capital gain from their disposal of Ammtec Shares will be unable to elect to receive CGT roll-over relief (see section 8 below). Changes are proposed to the law which would remove this 80% holding requirement. If enacted, the proposed changes will take effect from 6 January 2010. However, the proposed changes are not yet before Parliament (only an Exposure Draft of the amending Bill has been released) and the proposed changes may not be enacted before the end of the Offer Period.

- (d) **Change of control risk** — As the Offer may result in a change in control of Ammtec, there could be adverse consequences for the Combined Group. Examples include contracts to which Ammtec is currently a party becoming subject to review or termination in the event of a change of control.

## 8. Tax considerations

### 8.1 Introduction

The following is a general description of the Australian income and CGT consequences to Ammtec Shareholders on disposing of their Ammtec Shares (through acceptance of the Offer) in return for either the Cash Alternative or the Share Alternative. The comments set out below are relevant only to those Ammtec Shareholders who hold their Ammtec Shares on capital account. These comments relate to Ammtec Shares only, and not to Ammtec Options or other rights held over Ammtec Shares.

Certain Ammtec Shareholders (such as those engaged in a business of trading or investment, those who acquired their Ammtec Shares for the purpose of resale at a profit or those which are banks, insurance companies, tax exempt organisations, superannuation funds, persons who are temporary residents for Australian tax purposes or persons who acquire their Ammtec Shares in respect of their employment with Ammtec) will or may be subject to special or different tax consequences peculiar to their circumstances.

Ammtec Shareholders who are not resident in Australia for tax purposes should also take into account the tax consequences, under the laws of their country of residence, as well as under Australian law, of the disposal of their Ammtec Shares under the Offer.

The following description is based upon taxation law and practice in effect as at the date of this bidder's statement. It is not intended to be an authoritative or complete statement or analysis of the taxation laws applicable to the particular circumstances of every Ammtec Shareholder. Ammtec Shareholders should seek independent professional advice regarding the taxation consequences of disposing of their Ammtec Shares in the light of their own particular circumstances.

## 8.2 Acceptance of the Offer and disposal of Ammtec Shares

Acceptance of the Offer will involve the disposal by Ammtec Shareholders of their Ammtec Shares, by way of transfer to ALS. The disposal of Ammtec Shares will constitute a 'CGT event' for CGT purposes.

Australian resident Ammtec Shareholders may make a capital gain or capital loss on the disposal of their Ammtec Shares under the Offer.

Capital gains and capital losses of a taxpayer in a year of income are aggregated to determine whether there is a net capital gain. The net capital gain, after applying any carried forward capital losses, is included in the taxpayer's assessable income and is subject to income tax. The 'CGT Discount' may be available to reduce the taxable gain for certain Ammtec Shareholders (see further below).

Where a taxpayer generates a capital loss, those capital losses may only be offset against capital gains realised in the same income year or be carried forward to be offset against future capital gains.

### (a) Capital proceeds

A capital gain will arise if the capital proceeds exceed the CGT cost base of the Ammtec Shares. For the purpose of calculating a capital gain or capital loss on the disposal of Ammtec Shares, the capital proceeds will be equal to the amount of cash received as consideration for Ammtec Shares under the Cash Alternative or the market value of the Campbell Brothers Shares received under the Share Alternative on the date the Offer is accepted by the Ammtec Shareholder. It should be noted that the market value of Campbell Brothers Shares at the date the Offer is accepted by an Ammtec Shareholder may differ from the value placed on Campbell Brothers Shares for the purposes of this Offer. A capital loss will arise where the capital proceeds are less than the reduced cost base of the Ammtec Shares.

### (b) Cost base

The cost base of Ammtec Shares is generally their cost of acquisition or deemed cost of acquisition. Certain other amounts associated with acquisition and disposal, such as brokerage or stamp duty, may be added to the cost base.

### (c) 'CGT Discount'

An Ammtec Shareholder who is an individual, complying superannuation entity or trustee of a trust, may claim a 'CGT Discount' if they acquired (or are deemed to have acquired) their Ammtec Shares 12 months or more before the time they accept the Offer (for example, as a result of the exercise of Ammtec Options more than 12 months prior to acceptance). This means that:

- > in the case of an individual and a trust, only one-half of their net capital gain on those shares (after deducting available capital losses) will be taxable; and
- > in the case of a complying superannuation entity, only two-thirds of their net capital gain on those shares (after deducting available capital losses) will be taxable.

No 'CGT Discount' is available for companies.

In relation to Ammtec Shareholders that are trusts, where no beneficiaries are presently entitled to the net income of the trust, the trustee will be assessable on the net income of the trust, which will generally include the full amount of any capital gain in respect of the disposal of Ammtec Shares.

Where individual beneficiaries are presently entitled and the net capital gain for the trust has been determined with the benefit of the 50% 'CGT Discount' (refer above), upon distribution by the trustee the net capital gain would be grossed up to 100% in the hands of beneficiaries. Beneficiaries that are individuals or complying superannuation entity should then be entitled to the 50% 'CGT Discount' for individuals and 33.33% CGT Discount for complying superannuation entities in respect of the disposal of the Ammtec Shares by the trust. Beneficiaries that are companies are not entitled to the 'CGT Discount'.

Ammtec Shareholders that are trusts should obtain specific tax advice as to whether they or their beneficiaries are entitled to obtain the benefit of the 50% CGT Discount and in relation to the tax consequences of distributions attributable to discounted capital gains.



(d) **CGT roll-over relief**

CGT roll-over relief may be available for Ammtec Shareholders that choose to receive the Share Alternative where, as a result of the Offer, ALS holds 80% or more of the original voting shares in Ammtec and the relevant Ammtec Shareholder:

- > exchanges their Ammtec Shares for Campbell Brothers Shares by accepting the Offer;
- > acquired their Ammtec Shares on or after 20 September 1985 and, but for the roll-over, a capital gain would arise from the exchange (see section 8.2(a) above);
- > is an Australian resident or otherwise holds their shares as taxable Australian property; and
- > chooses that the CGT roll-over applies.

If CGT roll-over relief is available, then any capital gain resulting from the disposal by Ammtec Shareholders of Ammtec Shares pursuant to the Offer may be disregarded. Any CGT implications are deferred either until the relevant Ammtec Shareholders dispose of the Campbell Brothers Shares acquired pursuant to the Offer or upon the happening of another taxable event in respect of the Campbell Brothers Shares.

The cost base of the Campbell Brothers Shares will be equal to the cost base of the Ammtec Shares for which they were exchanged plus any other incidental costs that can be included in the cost base (see section 8.3(c) below).

To choose CGT roll-over relief, an Ammtec Shareholder must make a choice before lodging an income tax return for the tax year in which the Offer is accepted. The manner in which the Ammtec Shareholder prepares the income tax return will be evidence of the choice (i.e. no notice is required to be lodged with the Australian Taxation Office).

It is a condition of the Offer that Campbell Brothers has a relevant interest in at least 90% (by number) of all Ammtec Shares but Campbell Brothers reserves the right to waive this Condition and is not in a position to confirm that the "80% requirement" referred to above will be satisfied for the purposes of determining whether CGT roll-over relief will be available to eligible Ammtec Shareholders.

Amendments have been proposed by the Australian Government to the CGT roll-over rules which, if enacted, will apply from 6 January 2010. In short, if enacted the amendments will remove the "80% requirement" and will make the CGT roll-over relief available for any bid which is a complying takeover bid for the purposes of Australia's corporations law. The present offer would be such a complying takeover bid. At present, we do not know when, or if, the proposed provisions will be enacted. For this reason, you should consult your own professional advisers in this regard.

All Ammtec Shareholders, and particularly those not covered by this outline as noted above, should obtain their own independent professional taxation advice as to whether and how a CGT roll-over election should be made.



## 8.3 Additional considerations in relation to the Share Alternative

### (a) Ownership of Campbell Brothers Shares

The income tax consequences for Ammtec Shareholders owning Campbell Brothers Shares that are issued as Offer Consideration should be substantially the same as the consequences of owning Ammtec Shares.

### (b) Dividends in relation to Campbell Brothers Shares issued as consideration

During the period which Ammtec Shareholders hold Campbell Brothers Shares that are issued as Offer Consideration, they may receive dividends which may be either franked or unfranked (subject to the terms of the Campbell Brothers Shares in relation to the entitlement to receive dividends).

The dividends, grossed up for any imputation (franking) credits, will be included in the Ammtec Shareholder's assessable income and they will receive a tax offset (rebate) equal to the imputation credit included in their income.

There are rules that limit the availability of imputation credits in certain circumstances (e.g. you are generally required to have held your Campbell Brothers Shares at risk for at least 45 days). These rules are complex and you should consult your independent professional taxation adviser regarding their operation.

In some circumstances, to the extent that an individual taxpayer has excess imputation credits (i.e. over and above the taxpayer's tax liability for the relevant tax year), they may be entitled to a refund of the excess amount. Again, Ammtec Shareholders should consult their own independent professional taxation advisers in this regard.

### (c) Disposal of Campbell Brothers Shares issued as consideration

The income tax consequences of any disposal by an Ammtec Shareholder of Campbell Brothers Shares that are issued as Consideration will generally be the same as for the disposal of Ammtec Shares as described in section 8.2, subject to the differences outlined below and to the law which applies at the time.

#### (i) Campbell Brothers Shares acquired where CGT roll-over election was made

Where a choice to apply CGT roll-over relief was made by an Ammtec Shareholder in respect of the disposal of Ammtec Shares, the cost base of the Campbell Brothers Shares issued to the Ammtec Shareholder as Consideration is equal to the cost base of the Ammtec Shares that were exchanged for the Campbell Brothers Shares (plus any incidental costs that can be included in the cost base) which will be apportioned across the Campbell Brothers Shares on a reasonable basis.

An Ammtec Shareholder will be taken to have acquired the Campbell Brothers Shares issued under the Offer at the time the Ammtec Shares were acquired for CGT purposes.

Consequently, the Campbell Brothers Shareholder will be entitled to add together the ownership periods for both the Ammtec Shares and Campbell Brothers Shares to determine whether the 12 month ownership requirement is satisfied for the 'CGT Discount' rules.

#### (ii) Campbell Brothers Shares acquired where CGT roll-over relief does not apply

Where CGT roll-over does not apply to the disposal of Ammtec Shares, the cost base of the Campbell Brothers Shares which are received in exchange for those Ammtec Shares is the market value of Ammtec Shares at the date of acceptance of the Offer which will be apportioned across the Campbell Brothers Shares on a reasonable basis.

To the extent Campbell Brothers Shareholders hold their Campbell Brothers Shares for at least 12 months before disposing of them, the 50% 'CGT Discount' to any net capital gain realised on the disposal of Campbell Brothers Shares may be available.

Campbell Brothers Shareholders will not be entitled to add together the ownership periods for both the Ammtec Shares and Campbell Brothers Shares to determine whether at the time the Campbell Brothers shares are disposed of by Campbell Brothers Shareholders, the 12 month ownership requirement is satisfied for the 'CGT Discount' rules.

## 8.4 Non-Australian resident Ammtec Shareholders

### (a) Disposal of Ammtec Shares held on revenue account

Gains or losses realised by shareholders that hold their shares on revenue account may be assessable or deductible as ordinary income if the income has an Australian source, subject to the provisions of any relevant Double Tax Agreement between Australia and the country of residence of the shareholder.

### (b) CGT on disposal of Ammtec Shares

Generally, a Ammtec Shareholder who is not a resident for Australian tax purposes and who holds their Ammtec Shares on capital account, will not be subject to CGT on the disposal of their Ammtec Shares unless, broadly:

- (i) that shareholder, (either alone or together with its associates) owned or had an option or right to acquire, at the time of disposal or for any continuous 12 month period within two years preceding the disposal, 10 % or more of Ammtec Shares; and
- (ii) more than 50% of Ammtec's assets (calculated by value) are direct or indirect interests in taxable Australian real property.

Also, non-residents are subject to CGT in respect of the sale of assets used in carrying on a business through a permanent establishment (PE) in Australia. If the Ammtec shares are used in carrying on business through a PE, then a capital gain or loss may be made.

A shareholder that satisfies any of these criteria may be affected by any Double Tax Agreement between Australia and the Ammtec Shareholder's country of residence. Shareholder to whom these criteria might apply should consult their own professional advisers in this regard.

## 8.5 Stamp duty

No Australian stamp duty should arise on the disposal of the Ammtec Shares by Ammtec Shareholders to ALS.

The issue of Campbell Brothers Shares to Ammtec Shareholders will not give rise to any Australian stamp duty if:

- (a) at the time of the issue of the shares, Campbell Brothers does not (directly or indirectly) have any landholdings (meaning any interest in land, including any leasehold interest) in any Australian State or Territory; or
- (b) Campbell Brothers does have such landholdings however:
  - (i) Campbell Brothers is listed on the ASX and its shares are quoted, at the time the shares are issued; and
  - (ii) as a result of the issue of the Campbell Brothers Shares no Ammtec Shareholder (on an associate inclusive basis) will:
    - (A) commence to hold an interest of 90% or more in Campbell Brothers; or
    - (B) having such a 90% or more interest, acquire a further interest in Campbell Brothers.

No Australian stamp duty should be payable on the future disposal of the Campbell Brothers Shares.

## 8.6 GST

The provision, acquisition or disposal of shares for monetary or non-monetary consideration is an input taxed supply for GST purposes and is not subject to GST. Accordingly, no GST should be payable on:

- (a) the disposal of the Ammtec Shares to ALS;
- (b) the issue of Campbell Brothers Shares; or
- (c) the future disposal of Campbell Brothers Shares.

GST will be payable on any fees or charges that a Controlling Participant (in respect of Ammtec Shares in a CHES Holding) or a broker, bank, custodian or other nominee (in respect of Ammtec Shares held for a separate beneficial owner) may charge in connection with acceptance of the Offer.

## 9. Other material information

### 9.1 Implication of Offer for Ammtec Options

The Offer extends to Ammtec Shares that are issued on the exercise of Ammtec Options during the period to the end of the Offer Period.

### 9.2 Record Date

For the purposes of section 633 of the Corporations Act, the date for determining the people to whom information is to be sent under items 6 and 12 of section 633(1) of the Corporations Act is the Record Date.

### 9.3 Disclosure of interests and benefits relating to the Offer

#### (a) Interests

Except as set out in this bidder's statement, no:

- (i) director or proposed director of Campbell Brothers;
- (ii) person named in this bidder's statement as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this bidder's statement; or
- (iii) promoter of Campbell Brothers,  
(together **Interested Persons**) holds, or held at any time during the 2 years before the date of this bidder's statement, any interest in:
- (iv) the formation or promotion of Campbell Brothers;
- (v) property acquired or proposed to be acquired by Campbell Brothers in connection with:
  - (A) its formation or promotion; or
  - (B) the offer of Campbell Brothers Shares under the Offer; or
- (vi) the offer of Campbell Brothers Shares under the Offer.

#### (b) Benefits

Aside from:

- (i) the fees paid to non-executive Campbell Brothers directors, which for the financial year ended 31 March 2010, were \$567,312 (including superannuation contributions)
- (ii) deeds providing Campbell Brothers' officers with rights of access to certain documents of Campbell Brothers and requiring Campbell Brothers to maintain directors and officers' liability insurance, and indemnities in respect of liabilities and costs incurred in their capacity as officers;
- (iii) the indemnity which each officer is given by Campbell Brothers under its Constitution against all costs, losses, expenses and liabilities incurred by the Officer in his or her capacity as an officer of Campbell Brothers to the extent permitted by law and which do not arise out of any negligence, breach of duty or breach of trust; and
- (iv) payments made or agreed to be paid by Campbell Brothers to Minter Ellison and J.P. Morgan Australia Limited as disclosed below,

no person has paid or agreed to pay any fees, or provided or agreed to provide any benefit to:

- (v) a director or proposed director of Campbell Brothers to induce them to become or to qualify as a director of Campbell Brothers; or
- (vi) any Interested Person for services provided by that person in connection with:
  - (A) the formation or promotion of Campbell Brothers; or
  - (B) the offer of Campbell Brothers Shares under the Offer, within the last two years, or within the last five years for material amounts or benefits.

Minter Ellison has acted as legal adviser to Campbell Brothers and ALS in relation to the Offer. Minter Ellison will be entitled to receive professional fees in accordance with their normal time-based charges.

J.P. Morgan Australia Limited has acted as financial adviser to Campbell Brothers in relation to the Offer. J.P. Morgan Australia Limited will be entitled to receive professional fees on a commercial basis for these services.

KPMG has been engaged by the directors of Campbell Brothers to perform limited, non-audit procedures in relation to certain financial information included in the bidder's statement. KPMG will be entitled to receive professional fees in accordance with their normal time-based charges.

## 9.4 Consents

This bidder's statement contains statements made by, or statements stated in this bidder's statement to be based on statements made by, Campbell Brothers. Campbell Brothers has given, before the date of this bidder's statement, and has not withdrawn, its consent to the inclusion of such statements in the form and context in which they appear.

J.P. Morgan Australia Limited has given, before the date of this bidder's statement, and has not withdrawn, its consent to be named in this bidder's statement as financial adviser to the Bid. J.P. Morgan Australia Limited takes no responsibility for any part of this bidder's statement, including (without limitation) any information in relation to taxation matters, other than any reference to its name.

Minter Ellison has given, before the date of this bidder's statement, and has not withdrawn, its consent to be named in this bidder's statement as legal adviser to the Bid. Minter Ellison takes no responsibility for any part of this bidder's statement, including (without limitation) any information in relation to taxation matters, other than any reference to its name.

KPMG has given, before the date of this bidder's statement, and has not withdrawn, its consent to be named in this bidder's statement as the auditor of Campbell Brothers and ALS. With the exception of this consent, KPMG has not authorised the issue of the bidder's statement. Accordingly, it makes no representation regarding, and takes no responsibility for, any other statements, or material in, or omissions from, this bidder's statement, including (without limitation) any information in relation to taxation matters.

Computershare Investor Services Pty Limited has given, before the date of this bidder's statement, and has not withdrawn, its consent to be named in this bidder's statement as share registry for the Bid. Computershare Investor Services Pty Limited takes no responsibility for any part of this bidder's statement other than any reference to its name.

This bidder's statement also includes statements which are made in, or based on statements made in, documents lodged with ASIC or on the company announcements platform of the ASX (including by Ammtec). Under the terms of ASIC Class Order 01/1543, the parties making these statements are not required to consent to, and have not consented to, the inclusion of those statements in the bidder's statement. Copies of any of these documents will be supplied by ALS upon request.

In addition, and as permitted by ASIC Class Order 07/429, this bidder's statement contains ASX share price trading information prepared by IRESS Market Technology Limited without its consent.

## 9.5 Broker handling fee

ALS may, at its discretion, offer to pay a handling fee to any broker who can demonstrate that they have initiated acceptances of Offers from their clients. Any handling fee payments will be paid only in respect of parcels of Ammtec Shares held by an Ammtec Shareholder who is not a broker or an associate of a broker (determined at the discretion of ALS). In the event a handling fee is paid, it will not exceed 0.75% of the value of the parcels of Ammtec Shares held by any Ammtec Shareholders who accept the Offer and will be subject to minimum payments (not less than \$50) and maximum payments (not more than \$200) for each acceptance.

If a handling fee is offered, it will be payable to brokers only and subject to the condition that no part of the fee will be able to be passed on or paid to Ammtec Shareholders. It is ALS' intention that, if an offer of a handling fee has been made to any broker by ALS, the handling fee arrangement will remain in place for the balance of the Offer Period and the amount of the handling fee offered will not be increased for the balance of the Offer Period.



## 10. Terms of the Offer

### 10.1 Offer

- (a) ALS offers to acquire, on the terms and subject to the conditions of this Offer, and for the Offer Consideration, all Ammtec Shares held by you (including Ammtec Shares issued following the exercise of Ammtec Options) and all Rights attaching to them.
- (b) An Offer in the same form and with the same date is being made to and will be sent to each registered holder of Ammtec Shares at 5.00pm Perth time on the Record Date.
- (c) This Offer is dated [ ], being the date on which the first of the Offers are sent to the persons referred to in section 10.1(b).
- (d) The Offers will remain open for the period:
  - (i) starting on the Offer Date; and
  - (ii) ending at 5.00pm Perth time on [ ] 2010,
 unless this period is extended or the Offers are withdrawn in accordance with the Corporations Act.
- (e) Each of the Offers is subject to the conditions in section 10.8.
- (f) If you have sold some or all of your Ammtec Shares when this Offer is made to you, or sell some or all of your Ammtec Shares during the Offer Period, please refer to section 10.5(a).
- (g) If you are a trustee or nominee of some or all of your Ammtec Shares, please refer to section 10.5(b).

### 10.2 Offer Consideration

- (a) You may choose either of the following alternatives as your Offer Consideration:
  - (i) **Cash Alternative** being \$3.35 cash per Ammtec Share; or
  - (ii) **Share Alternative** being 2 Campbell Brothers Shares for every 17 Ammtec Shares held by you.
- (b) If you do not make a choice, or your choice is indistinct, between the alternative forms of Offer Consideration for the purposes of clause 10.2(a) then you will be deemed to have chosen the Cash Alternative.
- (c) If you become entitled as a result of the calculation of your Offer Consideration to Offer Consideration which includes a fraction of a Campbell Brothers Share then that fraction will be rounded up to the nearest whole number if it is 0.5 or more and rounded down to the nearest whole number if it is less than 0.5.
- (d) Campbell Brothers Shares issued in accordance with this Offer will participate in all distributions and rank equally in all respects with all issued Campbell Brothers Shares from the date of issue.
- (e) If at the time this Offer is made to you, you are an Ineligible Foreign Shareholder, any Campbell Brothers Shares offered to you will be dealt with in accordance with section 10.10.

### 10.3 Time for receiving Offer Consideration

- (a) If the Acceptance Form does not require you to give another document for your acceptance, ALS will (depending on whether you have chosen to receive the Cash Alternative or the Share Alternative) pay you for your Ammtec Shares or procure the issue to you with the Campbell Brothers Shares to which you are entitled on or before the earlier of:
  - (i) 21 days after the Offer Period; or
  - (ii) one month after the later of:
    - (A) the date this Offer is accepted by you; or
    - (B) if this Offer is subject to a defeating condition, the date the contract resulting from your acceptance of this Offer becomes or is declared unconditional.
- (b) If the Acceptance Form requires another document to be given for your acceptance (like a power of attorney):
  - (i) if the document is given with your acceptance, ALS will pay you according to section 10.2(b);



- (ii) if the document is given after your acceptance and before the end of the Offer Period and, at the time ALS is given the document, the contract resulting from your acceptance of this Offer is subject to a defeating condition, ALS will (depending on whether you have chosen to receive the Cash Alternative or the Share Alternative) pay you for your Ammtec Shares or procure the issue to you with the Campbell Brothers Shares to which you are entitled:
    - (A) one month after the contract resulting from your acceptance of this Offer becomes or is declared unconditional; or
    - (B) 21 days after the end of the Offer Period;
  - (iii) if the document is given after your acceptance and before the end of the Offer Period and, at the time ALS is given the document, the contract resulting from your acceptance of this Offer is unconditional, ALS will (depending on whether you have chosen to receive the Cash Alternative or the Share Alternative) pay you for your Ammtec Shares or procure the issue to you with the Campbell Brothers Shares to which you are entitled:
    - (A) one month after ALS is given the document; or
    - (B) 21 days after the end of the Offer Period;
  - (iv) if the document is given after your acceptance and after the end of the Offer Period and, at the time ALS is given the document, the contract resulting from your acceptance of this Offer is unconditional, ALS will (depending on whether you have chosen to receive the Cash Alternative or the Share Alternative) pay you for your Ammtec Shares or procure the issue to you with the Campbell Brothers Shares to which you are entitled on or before 21 days after ALS is given the document; or
  - (v) if the document is given after your acceptance and after the end of the Offer Period and, at the time the ALS is given the document, the contract resulting from your acceptance of this Offer is subject to a defeating condition that relates only to the happening of a Prescribed Occurrence, ALS will (depending on whether you chose to receive the Cash Alternative or the Share Alternative) pay you for your Ammtec Shares or procure the issue to you with the Campbell Brothers Shares to which you are entitled on or before 21 days after the contract becomes unconditional.
- (c) Payment will be by cheque in Australian currency drawn on an Australian bank branch. The cheque will be sent to you at your address stated on the copy of the Ammtec share register maintained by ALS and updated from time to time by Ammtec.
  - (d) ALS may avoid a contract between ALS and you if ALS has not been given a document required in the Acceptance Form within one month after the end of the Offer Period.

## 10.4 How to accept

- (a) Subject to section 10.5(b), you may only accept this Offer during the Offer Period for all of the Ammtec Shares you hold as at the date of your acceptance.
- (b) If your Ammtec Shares are in a CHESS Holding and you are not a broker or another CHESS Participant, you may:
  - (i) instruct your Controlling Participant to initiate acceptance of this Offer for your Ammtec Shares in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Offer Period (5.00pm Perth time on [ ] 2010, unless the Offer Period is extended); or
  - (ii) authorise ALS to instruct your Controlling Participant on your behalf to initiate acceptance of this Offer in accordance with Rule 14.14 of the ASTC Settlement Rules, by completing, signing and returning the enclosed Acceptance Form in accordance with the instructions on it. The Acceptance Form must be received at the address stated on it in sufficient time before the end of the Offer Period (5.00pm Perth time on [ ] 2010, unless the Offer Period is extended) so that your Controlling Participant can accept the Offer before that time.

Your Ammtec Shares are in a CHESS Holding if they are sponsored by a broker or other CHESS Participant.

- (c) If your Ammtec Shares are in a CHESS Holding and you are a direct CHESS participant, acceptance of this Offer may be initiated in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Offer Period (5.00pm Perth time on [ ] 2010, unless the Offer Period is extended).
- (d) If you hold Ammtec Shares that are not in a CHESS Holding, to accept this Offer you must:

## 10.4 How to accept Continued

- (i) complete and sign the Acceptance Form in accordance with the instructions on it; and
- (ii) send it, and all other documents required by the instructions on the Acceptance Form, so that they are received before the end of the Offer Period (5.00pm Perth time on [ ] 2010, unless the Offer Period is extended) at the address stated on the Acceptance Form.

A reply paid return addressed envelope is enclosed for your use.

- (e) At any time before the end of the Offer Period, ALS may in its absolute discretion waive all or any of the requirements set out in the Acceptance Form, but you will not be paid or be issued Campbell Brothers Shares until:
  - (i) an irregularity has been resolved; and
  - (ii) any another document required to enable ALS to be registered as the holder of your Ammtec Shares has been given to ALS.

## 10.5 Application of this Offer

- (a) If, when this Offer is made to you, or at any time during the Offer Period, another person is registered as the holder of some or all of your Ammtec Shares (**Transferred Shares**) then ALS will be taken to have:
  - (i) made to the other person a corresponding offer for the Transferred Shares;
  - (ii) made you a corresponding offer for your Ammtec Shares except the Transferred Shares; and
  - (iii) withdrawn this Offer.
- (b) If at any time during the Offer Period you are a trustee for or nominee of two or more persons or your Ammtec Shares for some other reason consist of two or more separate and distinct portions within the meaning of section 653B of the Corporations Act, then:
  - (i) a separate Offer will be taken to have been made to you in relation to each of the distinct portions of your Ammtec Shares; and
  - (ii) an acceptance by you of the Offer for a distinct portion of your Ammtec Shares will be ineffective unless:
    - (A) you have given ALS a notice, delivered in accordance with section 10.5(c), stating that your Ammtec Shares consist of distinct portions; and
    - (B) your acceptance specifies the number of Ammtec Shares in the distinct portions to which the acceptance relates.
- (c) A notice in accordance with section 10.5(b)(ii) must:
  - (i) if it relates to Ammtec Shares held in certificated form, be in writing; or
  - (ii) if it relates to Ammtec Shares in a CHESS Holding, be in an electronic form approved under the ASTC Settlement Rules.

## 10.6 Effect of acceptance

By initiating acceptance of this Offer through CHESS in accordance with section 10.4(b), or signing and ALS receiving an Acceptance Form in accordance with sections 10.4(b) or 10.4(d), you will have:

- (a) accepted this Offer (and each variation of this Offer (if any) permitted under Part 6.6 of the Corporations Act) for all of the Ammtec Shares held by you at the date of your acceptance;
- (b) unless a specific choice is made to receive the Cash Alternative or the Share Alternative, chosen to receive the Cash Alternative;
- (c) subject to this Offer being declared free from the conditions in section 10.8(a) (or those conditions being fulfilled), agreed to transfer your Ammtec Shares to ALS;
- (d) represented and warranted to ALS that:
  - (i) your Ammtec Shares are and will on registration be fully paid up and free from all mortgages, charges, liens and other encumbrances and restrictions on transfer of any kind; and
  - (ii) you have full power and capacity to sell and transfer your Ammtec Shares;
- (e) irrevocably authorized ALS (by its servants or agents) to complete the Acceptance Form on your behalf, correct details of your Ammtec Shares, fill in any blanks remaining on the Acceptance Form and rectify an error in or omission from the Acceptance Form necessary to make the Acceptance Form an effective acceptance of this Offer;

- (f) if any of your Ammtec Shares are held in a CHESSE subregister and you have signed an Acceptance Form for them, authorized ALS (by its servants or agents) to:
- (i) instruct your Controlling Participant to initiate acceptance of this Offer for those Ammtec Shares in accordance with the ASTC Settlement Rules; and
  - (ii) give any other instructions in relation to those Ammtec Shares to your Controlling Participant on your behalf under the Sponsorship Agreement between you and the Controlling Participant;
- (g) irrevocably appointed ALS and its directors, secretaries and officers jointly and each of them severally as your attorney, with effect from the date this Offer or any contract resulting from the acceptance of this Offer is declared free from all its conditions or those conditions are fulfilled, with power to exercise the powers and rights which you could lawfully exercise as the registered holder of your Ammtec Shares including:
- (i) attending and voting at a meeting of Ammtec;
  - (ii) demanding a poll for a vote taken at or proposing or seconding a resolution to be considered at a meeting of Ammtec;
  - (iii) requisitioning a meeting of Ammtec;
  - (iv) signing any form, notice or instrument relating to your Ammtec Shares; and
  - (v) doing all things incidental and ancillary to any of sections 10.6(g)(i) to (iv);
- and you acknowledge and agree that the attorney may exercise those powers in the interests of ALS as the intended registered holder of your Ammtec Shares;
- (h) irrevocably authorized and directed Ammtec to pay or account to ALS for all Rights subject to ALS accounting to you for any Rights received by it if this Offer is withdrawn or the contract resulting from your acceptance of this Offer is rescinded under section 10.8(c) or is rendered void under section 10.8(f); and
- (i) except where Rights have been paid or accounted for under section 10.6(h), irrevocably authorized ALS to deduct from the consideration payable for your Ammtec Shares, the amount or value of all Rights under section 10.7.

Once you have accepted this Offer, you will be unable to revoke your acceptance, the contract resulting from your acceptance will be binding on you and you will be unable to withdraw your Ammtec Shares from the Offer or otherwise dispose of your Ammtec Shares unless:

- (j) the Offer lapses because at least one of the conditions in section 10.8(a) is not freed or fulfilled by the end of the Offer Period; or
- (k) ALS varies the Offer (while it remains subject to conditions) in a way that postpones, for more than a month, the time when ALS needs to meet its obligations under the Offer.

## 10.7 Dividends and other entitlements

- (a) If any cash Rights are declared, paid, made, arise or accrue to you as the holder of your Ammtec Shares, ALS may, to the extent permitted by law, reduce the price specified in section 10.2 by the amount of the Rights (as reasonably determined by ALS), unless the benefit of the Rights is passed to ALS under section 10.6(h). If you have chosen to receive the Share Alternative this may include reducing the number of Campbell Brothers Shares to which you may otherwise be entitled.
- (b) If any non-cash Rights are issued, made, arise or accrue to you as the holder of your Ammtec Shares, ALS may reduce the price specified in section 10.2 by the value (as reasonably determined by ALS) of the non-cash Rights, unless the benefit of the Rights is passed on to ALS under section 10.6(h). If you have chosen to receive the Share Alternative this may include reducing the number of Campbell Brothers Shares to which you may otherwise be entitled.

## 10.8 Conditions of the Offer

- (a) Subject to section 10.8(b), this Offer and a contract resulting from your acceptance of this Offer is subject to the following conditions:
  - (i) **Minimum acceptance condition**  
Before the end of the Offer Period the Campbell Brothers Group have relevant interests in at least 90% (by number) of all the Ammtec Shares then on issue.

## 10.8 Conditions of the Offer Continued

### (ii) Earnings confirmation

Ammtec's target's statement containing a statement expressed to be made with the approval of the Ammtec Board (**Earnings Confirmation**) which confirms, to the best of the knowledge and belief of the Ammtec Board, after having made due enquiry, each of the matters set out below in respect of the Ammtec financial year ending 30 June 2010 (on the basis of the application of accounting principles consistent with those applied to the Ammtec results for the half year to 31 December 2009 announced to the ASX on 15 February 2010), and the Earnings Confirmation not being materially varied, revoked or qualified (whether in any supplementary Target's Statement or otherwise) prior to the end of the offer period:

- (A) Revenue from continuing operations will be greater than \$52.5 million;
- (B) Operating EBITDA will be greater than \$12.4 million; and
- (C) Operating EBIT will be greater than \$10.3 million.

### (iii) Market fall

Between the date of announcement of the Offer (**Announcement Date**) and the end of the offer period, the S&P/ASX 200 Index does not close below 3,800 on any two consecutive trading days.

### (iv) Material adverse effect

During and at the end of the Offer Period (each inclusive), no event, matter, change or condition occurs, is announced or becomes known to ALS (whether or not it becomes public) where the event, matter, change or condition has had or could reasonably be expected to have, a material adverse effect on the business, assets, liabilities, financial or trading position, profitability or prospects of Ammtec taken as a whole.

### (v) Prescribed Occurrences

During the period from the Announcement Date to the end of the Offer Period (each inclusive), none of the following occurrences (being the prescribed occurrences listed in section 652C of the Corporations Act) happens:

- (A) Ammtec converts all or any of its shares into a larger or smaller number of shares under section 254H of the Corporations Act;
- (B) Ammtec or any member of the Ammtec Group resolves to reduce its share capital in any way;
- (C) Ammtec or any member of the Ammtec Group enters into a buy-back agreement or resolves to approve the terms of a buy-back agreement under section 257C(1) or 257D(1) of the Corporations Act;
- (D) Ammtec or any member of the Ammtec Group issues shares (other than as a result of the exercise of the Options) or grants an option over its shares, or agrees to make such an issue or grant such an option;
- (E) Ammtec or any member of the Ammtec Group issues, or agrees to issue, convertible notes;
- (F) Ammtec or any member of the Ammtec Group disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;
- (G) Ammtec or any member of the Ammtec Group charges, or agrees to charge, the whole, or a substantial part, of its business or property;
- (H) Ammtec or any member of the Ammtec Group resolves to be wound up;
- (I) a liquidator or provisional liquidator of Ammtec or of any member of the Ammtec Group is appointed;
- (J) a court makes an order for the winding up of Ammtec or of a member of the Ammtec Group;
- (K) an administrator of Ammtec or of any member of the Ammtec Group is appointed under section 436A, 436B or 436C of the Corporations Act;
- (L) Ammtec or any member of the Ammtec Group executes a deed of company arrangement; or
- (M) a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of Ammtec or a member of the Ammtec Group.

(vi) **Regulatory approvals**

Between the Announcement Date and the end of the offer period, all necessary approvals for the proposed transaction, including (without limitation):

- (A) All approvals which are required by law or any public authority to permit the Offer to be made and accepted by Ammtec shareholders in all applicable jurisdictions; and
- (B) All approvals which are required by law or by any public authority as a result of the Offer or the acquisition of the Ammtec shares and which are necessary for the continued operation of the business of Ammtec and its subsidiaries or of Campbell Brothers and its subsidiaries,

are granted, given, made or obtained on an unconditional basis and, at the end of the offer period, remain in full force and effect in all respects and are not subject to any notice, intention or indication of intention to revoke, suspend, restrict, modify or not renew the same.

(vii) **No regulatory actions**

Between the Announcement Date and the end of the Offer Period, there is not in effect any preliminary or final decision, order or decree issued by a governmental agency (provided that this condition will not be triggered by any order or action by the Takeovers Panel or ASIC), no action or investigation is taken by any governmental agency and no application is made to any governmental agency which restrains, prohibits or may otherwise materially adversely impact upon the completion of the Offer.

(viii) **No material transactions**

Between the Announcement Date and the end of the offer period, Ammtec does not enter into any material acquisitions, disposals or new commitments outside of the ordinary course of business.

(ix) **Conduct of business**

Between the Announcement Date and the end of the offer period, no member of the Ammtec group:

- (A) Gives or agrees to give any mortgage, charge, lien or other encumbrance over any of its assets otherwise than in the ordinary course of business;
- (B) Makes or proposes to make any material change to its constitution;
- (C) Increases or agrees to increase its level of indebtedness (including financial liabilities incurred under finance leases) or issues or agrees to issue any indebtedness or debt securities other than advances under existing credit facilities in the ordinary course of business;
- (D) Makes or agrees to make any loans, advances or capital contributions to, or investments in, any other person other than in the ordinary course of business;
- (E) Increases the remuneration of, pays any bonus (other than in accordance with existing contractual entitlements as at the Announcement Date), issues any securities, options or performance rights or otherwise varies the employment arrangements with any of the directors of Ammtec (collectively, **Relevant Employees**);
- (F) Accelerates the rights of any of the Relevant Employees to compensation or benefits of any kind (including under an executive or employee share or option plan and including by vesting the outstanding performance rights)
- (G) Pays any of the Relevant Employees termination or retention payments (otherwise than in accordance with existing contractual entitlements at the Announcement Date);
- (H) Offers to acquire (including, without limitation, by making takeover offers under Chapter 6 of the Corporations Act) or agrees to acquire one or more companies, businesses, assets or shares (or any interest in one or more companies, businesses, assets, or shares) for an amount, in aggregate, greater than \$5 million;
- (I) Disposes of, offers to dispose of or agrees to dispose of one or more companies, businesses, assets or shares (or any interest in one or more companies, businesses, assets or shares), the value of which exceeds \$2 million;
- (J) Enters into, or offers to enter into or agrees to enter into, any agreement, joint venture, asset or profit share, partnership or commitment which would require expenditure, or the foregoing of revenue, by Ammtec and/or its subsidiaries of an amount which is, in aggregate, more than \$2 million, other than in the ordinary course of business;
- (K) Enters into, amends, or terminates any material contract; or
- (L) Resolves, agrees, commits or announces an intention to do any of the things referred to in paragraphs 10.8(a)(ix) A) - 10.8(a)(ix)(K) above.

## 10.8 Conditions of the Offer Continued

(x) **Third party rights and consents**

If Ammtec is a party to, is bound by, or is subject to, an agreement, arrangement or understanding which as a result of the acquisition of Ammtec shares by Campbell Brothers under the Offer or a change in control of Ammtec as a result of the Offer, entitles a third party to exercise any rights (including termination rights or preemptive rights), and the exercise of those rights would have a material adverse impact on the business, assets, liabilities, financial or trading position, profitability or prospects of Ammtec, then, between the Announcement Date and the end of the offer period, the third party:

- (A) Agrees to not exercise, purport to exercise, or state an intention or claim a right to exercise, those rights; and
- (B) Gives its consent or waiver in a form reasonably acceptable to Campbell Brothers to the acquisition of Ammtec shares by Campbell Brothers.

(xi) **No dividends or distributions**

Between the Announcement Date and the end of the offer period, none of Ammtec, or any body corporate which is or becomes a subsidiary of Ammtec, without the prior written consent of Campbell Brothers declares, or distributes any dividend, bonus or other share of its profits or assets.

(xii) **No break fees**

Between the Announcement Date to the end of the offer period, neither Ammtec nor any subsidiary of Ammtec agrees (whether on a conditional or contingent basis or otherwise) to pay or provide any amount or benefit to any person, or to forego or otherwise reduce any payment or benefit to which it would otherwise be entitled, for the purpose of soliciting, encouraging or facilitating or otherwise in connection with a proposal or offer by that person, or by any other person, in relation to a transaction under which:

- (A) Any person (together with its associates) may acquire voting power of 10% or more in Ammtec or any subsidiary of Ammtec (whether by way of takeover bid, compromise or arrangement under Part 5.1 of the Corporations Act or otherwise);
- (B) Any person may acquire, directly or indirectly (including by way of joint venture, dual listed company structure or otherwise), any interest in all or a substantial part of the business or assets of Ammtec or of any subsidiary of Ammtec; or
- (C) Any person may otherwise acquire control of or merge or amalgamate with Ammtec or any subsidiary of Ammtec.

- (b) ALS may, subject to the Corporations Act, declare this Offer and all contracts resulting from the acceptance of Offers free from the conditions (or any one or more or any part of them) in section 10.8(a).

Subject to compliance with sections 630 and 650F of the Corporations Act, a declaration made under this section 10.8(b) must be made by ALS by notice in writing to Ammtec:

- (i) in the case of conditions relating to the happening of a Prescribed Occurrence, not later than 3 Business Days after the end of the Offer Period; and
- (ii) in any other case, not less than 7 days before the end of the Offer Period.

- (c) Each of the conditions in section 10.8(a) is a condition subsequent and does not prevent a contract to sell your Ammtec Shares resulting from an acceptance of this Offer. However, if a condition in section 10.8(a) is breached or not fulfilled, ALS may by notice in writing to you rescind that contract as if that contract had not been formed.

- (d) Subject to the Corporations Act:

- (i) ALS alone has the benefit of the conditions in section 10.8(a);
- (ii) a breach or non-fulfillment of any of those conditions may be relied on only by ALS; and
- (iii) ALS may, at its sole discretion, waive the breach or non-fulfillment of all or any of those conditions.

- (e) The date for giving the notice referred to in section 630(1) of the Corporations Act relating to the status of the conditions in section 10.8(a) is [ ] 2010. This date may be extended in accordance with section 630(2) of the Corporations Act if the Offer Period is extended.

- (f) If at the end of the Offer Period:

- (i) ALS has not declared this Offer and all contracts resulting from the acceptance of Offers free from the conditions in section 10.8(a); or



(ii) the conditions in section 10.8(a) have not been fulfilled,

all contracts resulting from the acceptance of Offers and all Offers that have been accepted but have not yet resulted in creation of a binding contract, will be automatically void. In that event ALS will, if you have accepted this Offer, return at your risk your Acceptance Form together with all documents forwarded by you with the Acceptance Form to your address shown in the Acceptance Form.

## 10.9 Statutory condition

This Offer and any contract that results from your acceptance of it are subject to a statutory condition that:

- (a) an application for admission to quotation will be made within seven days after the date on which the bidder's statement is sent to Ammtec; and
- (b) permission for admission to official quotation by the ASX of Campbell Brothers Shares to be issued pursuant to the Offers which are accepted by Ammtec Shareholders that choose to receive the Share Alternative being granted no later than seven days after the end of the Offer Period.

If this condition is not fulfilled, all contracts resulting from the acceptance of the Offers will be void.

## 10.10 Ineligible Foreign Shareholders

- (a) If you are an Ineligible Foreign Shareholder and you choose to receive the Share Alternative, ALS will:
  - (i) arrange for the allotment to the Nominee of the number of Campbell Brothers Shares to be issued in accordance with the Offer to which you would have been entitled but for this section 10.10;
  - (ii) cause those Campbell Brothers Shares so allotted to be offered for sale on the ASX; and
  - (iii) pay to you the net proceeds of sale after deducting the costs and expenses of the sale.
- (b) Payment will be made by cheque in Australian currency drawn on Australian bank branch. The cheque will be sent to you at your risk by ordinary mail (or, in the case of overseas holders, by airmail) to your address as shown on the register of Ammtec Shareholders. Under no circumstances will interest be paid on the proceeds of this sale, regardless of any delay in remitting those proceeds to you.
- (c) If at the time you accept this Offer, or at the time the consideration is provided under it, you are a resident in or a resident of a place, or you are a person to whom or to whose assets:
  - (i) the *Banking (Foreign Exchange) Regulations 1959* (Cth) or any instrument issued under those regulations;
  - (ii) any regulations made under the *Charter of the United Nations Act 1945* (Cth), including the *Charter of United Nations (Dealing with Assets) Regulations 2008* (Cth); or
  - (iii) any other law of Australia or elsewhere that would make it unlawful for ALS to provide consideration for your Ammtec Shares,

apply, then your acceptance of this Offer does not create or transfer to you any right (including any contractual or contingent right) to receive payment under this Offer unless and until all requisite authorities and clearances have been obtained by you.

## 10.11 Withdrawal

ALS may withdraw this Offer at any time with the written consent of ASIC. That consent may be given subject to any conditions specified in the consent.

## 10.12 Variation

- (a) ALS may at any time before the end of the Offer Period vary this Offer in accordance with the Corporations Act:
  - (i) by extending the Offer Period;
  - (ii) by increasing the consideration payable under this Offer; and
  - (iii) with the written consent of ASIC, and subject to any conditions specified by ASIC in that consent, in the manner that ASIC permits.

## 10.12 Variation Continued

- (b) If ALS extends the Offer Period you will be sent notice of the extension, unless, at the date of the extension, you have already accepted this Offer and this Offer has become free from the conditions in section 10.8(a) or those conditions have been fulfilled.

## 10.13 Governing law

This Offer and any contract that results from your acceptance of it are to be governed by the laws in force in Queensland, Australia.

## 10.14 Notices

- (a) ALS may give a notice to Ammtec under the Bid by leaving it at, or sending it by prepaid ordinary post to, the registered office of Ammtec.
- (b) You or Ammtec may give a notice to ALS under the Bid by leaving it at or sending it by prepaid ordinary post to ALS at the address set out in the Acceptance Form.
- (c) ALS may give a notice to you under the Bid by leaving it at or sending it by prepaid ordinary post or by airmail (if your address is outside Australia), to your address given to ALS by Ammtec under section 641 of the Corporations Act.

# 11. Defined terms and interpretation

## 11.1 Defined terms

In this bidder's statement and in the Acceptance Form, except where the context otherwise requires, the following terms have the meanings shown below:

<b>Acceptance Form</b>	means the form of acceptance and transfer enclosed with this bidder's statement and which forms part of this Offer.
<b>ALS</b>	means Australian Laboratory Services Pty Ltd ACN 009 936 029.
<b>Ammtec</b>	means Ammtec Limited ACN 063 332 516.
<b>Ammtec Group</b>	means Ammtec and each of its Related Bodies Corporate for the purposes of the Corporations Act.
<b>Ammtec Options</b>	means options to acquire unissued Ammtec Shares granted by Ammtec.
<b>Ammtec Shareholder</b>	means a person registered as a holder of Ammtec Shares.
<b>Ammtec Shares</b>	means fully paid ordinary shares in the capital of Ammtec.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASTC Settlement Rules</b>	means the operating rules of the clearance and settlement facility operated by ASX Settlement and Transfer Corporation Pty Limited ACN 008 504 532.
<b>ASX</b>	means ASX Limited ACN 008 624 691, and, where the context requires, a financial product market operated by it.
<b>Bid</b>	means the off-market bid constituted by the Offers.
<b>Campbell Brothers</b>	means Campbell Brothers Limited ACN 009 657 489.
<b>Campbell Brothers Group</b>	means Campbell Brothers, ALS and each of their Related Bodies Corporate for the purposes of the Corporations Act.
<b>Campbell Brothers Shareholder</b>	means a person registered as a holder of Campbell Brothers Shares.

<b>Campbell Brothers Shares</b>	means fully paid ordinary shares in the capital of Campbell Brothers.
<b>CBL</b>	means Campbell Brothers Limited ACN 009 657 489.
<b>CGT</b>	means capital gains tax.
<b>Cash Alternative</b>	means the offer consideration referred to as the Cash Alternative in section 10.2(a).
<b>CHESS</b>	means the Clearing House Electronic Subregister System established and operated by ASX Settlement and Transfer Corporation Pty Limited for the clearing, settlement, transfer and registration of approved securities.
<b>CHESS Holding</b>	means a holding of Ammtec Shares on the CHESS Subregister of Ammtec (a CHESS holding will be administered through a Controlling Participant who is normally your broker).
<b>Combined Group</b>	means the Campbell Brothers Group and the Ammtec Group.
<b>Competing Proposal</b>	means a bona fide proposal or offer by any person with respect to any transaction (by purchase, scheme of arrangement, takeover bid or otherwise) that may result in any person (or group of persons) other than ALS or its associates acquiring voting power of more than 50% in Ammtec arising on or before the earlier of when ALS becomes the registered holder of all of the Ammtec Shares or the sixth business day after the end of the Offer Period.
<b>Controlling Participant</b>	means the broker or another participant in CHESS who is designated as the Controlling Participant for securities in a CHESS Holding in accordance with the ASTC Settlement Rules (e.g. your broker).
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>EBIT</b>	means earning before interest and tax.
<b>EBITDA</b>	means earning before interest, tax, depreciation and amortisation.
<b>EPS</b>	means earnings per share according to Australian Accounting Standards and Interpretations adopted by the Australian Accounting Standards Board and the Corporations Act, and the IFRSs and Interpretations adopted by the International Accounting Standards Board.
<b>Foreign Shareholder</b>	means any holder of Ammtec Shares whose address is shown in Ammtec's register of shareholders as being in a place outside Australia or its external territories.
<b>Ineligible Foreign Shareholder</b>	means any holder of Ammtec Shares whose address is shown in Ammtec's register of shareholders as being in a place outside Australia or its external territories or New Zealand.
<b>Issuer Sponsored Holding</b>	means a holding of Ammtec Shares on Ammtec's issuer sponsored subregister (i.e. where there is no Controlling Participant).
<b>Nominee</b>	means a nominee approved by ASIC for the purposes of section 619(3) of the Corporations Act.
<b>NPAT</b>	means net profit after tax according to Australian Accounting Standards and Interpretations adopted by the Australian Accounting Standards Board and the Corporations Act, and the IFRSs and Interpretations adopted by the International Accounting Standards Board.
<b>Offer</b>	means the offer contained in section 10.1(a).
<b>Offer Consideration</b>	means the consideration described in section 10.2.
<b>Offer Date</b>	means the date referred to in section 10.1(c).
<b>Offer Period</b>	means the period referred to in section 10.1(d).
<b>Offers</b>	means the offers referred to in section 10.1(b).
<b>Perth time</b>	means the time in Perth, Western Australia.
<b>Prescribed Occurrence</b>	means an occurrence listed in section 10.8(a)(v).
<b>Record Date</b>	means 5.00pm Perth time on 12 July 2010.
<b>Rights</b>	means all accretions and rights that accrue to or arise from Ammtec Shares after the date this bidder's statement is lodged with ASIC, including all rights to receive dividends, to receive or subscribe for shares, notes, options or other securities and all other distributions or entitlements declared, paid, made or issued by Ammtec after that date.
<b>Share Alternative</b>	means the offer consideration referred to as the Share Alternative in section 10.2(a).
<b>VWAP</b>	means the volume weighted trading average trading price of Ammtec Shares on ASX.

## 11.2 Interpretation

In this bidder's statement, except where the context otherwise requires:

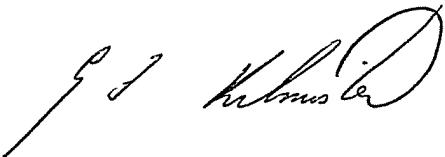
- (a) the singular includes the plural and vice versa and a gender includes other genders;
- (b) another grammatical form of a defined word or expression has a corresponding meaning;
- (c) a reference to a person includes a natural person, partnership, body corporate, association, governmental or local authority or agency or other entity;
- (d) a reference in this bidder's statement to a clause, paragraph, section or part is to a clause, paragraph, section or part of this bidder's statement;
- (e) a reference to AUD, A\$, \$A, dollars, \$, cents or ¢ is to Australian currency;
- (f) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them; and
- (g) a word or phrase defined in the Corporations Act, the listing rules of ASX or the ASTC Settlement Rules has the meaning given to it in that Act or those rules.

## 11.3 Headings

Headings are for ease of reference only and do not affect interpretation.

**DATED: 5 July 2010**

Signed on behalf of Australian Laboratory Services Pty Ltd according to a unanimous resolution of the directors of Australian Laboratory Services Pty Ltd dated 5 July 2010.

A handwritten signature in black ink, appearing to read 'G J Kilmister', written in a cursive style.

**Greg Kilmister**  
**Managing Director and Chief Executive Officer**

# Corporate information for Campbell Brothers

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## **Directors of Campbell Brothers Limited**

Geoff McGrath (Chairman)  
Greg Kilmister (Managing Director)  
Nerolie Withnall  
Martin Kriewaldt  
Ray Hill  
Bruce Brown  
Mel Bridges

## **Directors of Australian Laboratory Services Pty Ltd**

Geoff McGrath  
Greg Kilmister

## **Company Secretary**

Tim Mullen

## **Registered Office**

Level 2  
299 Coronation Drive  
Milton QLD 4064

## **Share registry**

Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne VIC 3001

## **Legal adviser**

Minter Ellison Lawyers  
Level 22, Waterfront Place  
1 Eagle Street  
Brisbane QLD 4000

## **Financial adviser**

J.P. Morgan Australia Limited  
Level 32  
225 George Street  
Sydney NSW 2000

## **Auditors**

KPMG  
Level 16, Riparian Plaza  
71 Eagle Street  
Brisbane QLD 4000