

## Share Purchase Plan Booklet



**Closing Date:** 5.00 p.m. Melbourne time on 8 March 2011

### **Important Notice**

This is an important document. If you do not understand it, or are in doubt as to what you should do with it, you should consult your financial or other professional adviser.

# CORPORATE INFORMATION

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This Offer Memorandum does not create or constitute any offer in any jurisdiction other than Australia and New Zealand.

## DIRECTORS

**Mr Sal Catalanò**

Executive Chairman  
and CEO

**Mr Ian Pattison**

Executive Director  
and CFO

**Mr Gary Mueller**

Executive Director  
and COO

## COMPANY SECRETARY

Ian Pattison

## REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

349 Collins Street  
Melbourne, Victoria, 3000  
Australia

## OTHER OFFICES

1775 Wiehle Avenue  
Suite 400, Reston,  
VA 20190  
United States of America

Eggmann Rohrer & Partner  
Bellerivestrasse 58008,  
Zurich  
Switzerland

## SHARE REGISTRY

**Computershare Investor Services Pty Limited**

Yarra Falls, 452 Johnston Street  
Abbotsford Victoria 3067

Tel: 1300 038 823 (within Australia)  
+613 9415 4288 (outside Australia)

Fax: + 61 3 9473 2500

## AUDITORS

**Hayes Knight Audit Pty Ltd**

Level 6, 31 Queen Street  
Melbourne, Victoria, 3000

Tel: +61 3 8613 8888

Fax: +61 3 8613 8800

# CORPORATE INFORMATION

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## **UNDERWRITER TO THE SHARE PURCHASE PLAN**

### **Chimaera Capital Limited**

349 Collins Street  
Melbourne, Victoria, 3000  
Australia

## **SOLICITORS**

### **Mallesons Stephen Jacques**

Level 50, Bourke Place  
600 Bourke Street  
Melbourne, Victoria, 3000

Tel: +61 3 9643 4000

Fax: +61 3 9643 5999

### **Arnold Bloch Leibler**

Level 21, 333 Collins Street  
Melbourne, Victoria, 3000

Tel: +61 3 9229 9999

Fax: +61 3 9916 9321

## **AUSTRALIAN SECURITIES EXCHANGE LISTING**

Luminus Systems Limited shares are listed on the Australian Stock Exchange (Stock code: LSL).

## **INTERNET ADDRESS**

[www.luminsys.com](http://www.luminsys.com)

# KEY DATES

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Event	Date
<b>SPP Record Date</b>	Thursday, 27 January 2011
<b>Announcement</b> – Filing of announcement of SPP	Friday, 28 January 2011
<b>Notice Date</b> – Notice of EGM, Offer documents sent to shareholders, File at ASIC s.708A(5) Notice, File at ASX Appendix 3B details.	Monday, 7 February 2011
<b>Opening Date</b> – opening of offer	Tuesday, 8 February 2011
<b>Closing Date</b> – Last day for receipt of Entitlement and Acceptance Forms (5.00 p.m. Melbourne time)	Tuesday, 8 March 2011
<b>EGM Date</b> – Day for extraordinary meeting of shareholders to approve the share purchase plan.	Wednesday, 9 March 2011
<b>SPP Shortfall Notification Date</b> – Date to notify shortfall in acceptances to ASX and underwriter.	Wednesday, 16 March 2011
<b>SPP Allotment Date</b> – Date of allotment of New Shares under the SPP Issue	Friday, 18 March 2011
<b>Despatch Holding Statements</b> – Share registry to send holding statements to participating shareholders	Monday, 21 March 2011

**Subject to the law and ASX Listing Rules, the directors may vary the dates for the SPP at their discretion. If this occurs, there will be a consequential effect on the anticipated date of issue and normal trading of the shares issued pursuant to the SPP.**

**Where applicable, amounts stated in this share purchase plan booklet have been rounded to the nearest whole dollar.**

# CHAIRMAN'S MESSAGE

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On behalf of the board of Luminus Systems Limited, I am pleased to provide you with details of your entitlement to participate in the 2011 Share Purchase Plan (2011 SPP)

The 2011 SPP is a further step in restoring financial stability to the Company and providing it with the working capital needed for its investments business.

The Board believes that the 2011 SPP has been attractively packaged and priced in order to reflect the current financial position of the Company. We are confident that the Company will be well placed to move forward with its investments strategy as market conditions continue to improve.

As previously foreshadowed, the Board is committed to strategic acquisitions of companies or assets that are, in the current environment, significantly undervalued.

For the present, I commend the 2011 SPP to you and ask for your full participation.



**Sal Catalano**  
Chairman

# SHARE PURCHASE PLAN

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## 1. OFFER

Luminus Systems Limited (the Company) offers eligible shareholders (see paragraph 2.1 below) the opportunity to purchase up to 333,333 fully paid ordinary shares (Shares) each at an issue price of A\$0.045 (Issue Price) in accordance with the following terms and conditions (Offer).

## 2. ELIGIBILITY

2.1. You are eligible to participate in the 2011 SPP if you:

- (a) are registered in the Company's share register at 5.00pm (Melbourne time) on 27 January 2011 (Record Date), as a registered holder of Shares; and
- (b) have an address (as recorded in the Company's share register) in Australia or New Zealand.

2.2 For the purposes of determining eligibility:

- (a) directors and employees of the Company, who are eligible to participate, may participate in the 2011 SPP;
- (b) the Company has determined that, because of foreign securities laws, it is not practical for holders of Shares with registered addresses in jurisdictions outside Australia or New Zealand to participate in the 2011 SPP;
- (c) in accordance with relevant New Zealand securities law, a person who, on the Record Date was registered as a holder of Shares with a New Zealand address but who, as at the time of this Offer no longer holds Shares is not eligible to participate in the 2011 SPP;
- (d) shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand or who are "U.S. persons" (as defined in Regulation S under the United States Securities Act of 1933) ("U.S. Persons") or who act for the account or benefit of a U.S. Person are not entitled to participate in the 2011 SPP. The Shares to be issued under the 2011 SPP have not been and will not be registered under the United States Securities Act of 1933. Accordingly, shareholders who are located in the "United States" (as defined in Regulation S under the United States Securities Act of 1933) or who are, or are acting for the account or benefit of, U.S. Persons, are not entitled to participate in the 2011 SPP;
- (e) joint holders of Shares are taken to be a single registered holder of Shares and the certification under paragraph 7.4(e) by one joint holder will be effective in respect of the other joint holder(s). Joint holders are only entitled to participate in the 2011 SPP in respect of that single holding. If the same joint holders receive more than one offer under the 2011 SPP due to multiple identical holdings, the joint holders may only apply for up to one maximum amount of A\$15,000 of Shares; and
- (f) where a trustee or nominee is expressly noted on the Company's share register as holding Shares on account of a named beneficiary, the named beneficiary will be taken to be the registered holder of those Shares, and on application for Shares under the 2011 SPP, certification or issue of Shares to the trustee or nominee will be taken to be an application or certification by, or an issue to, the named beneficiary.

# SHARE PURCHASE PLAN

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- 2.3 If you are a “custodian” (as defined in ASIC Class Order CO 09/425 or in any more specific relief granted to the Company in relation to this Offer) and hold Shares on behalf of one or more persons (“beneficiaries”), this Offer is made to you and you have the discretion whether to extend this Offer to the beneficiaries on whose behalf you hold shares. If you apply for Shares on behalf of a beneficiary, the Company will not issue Shares to you unless you certify the following in writing to the Company:
- (a) that you hold the Shares on behalf of one or more persons (each a “participating beneficiary”) on the Record Date who have subsequently instructed you to apply for Shares on their behalf under the 2011 SPP;
  - (b) the number of participating beneficiaries;
  - (c) the name and address of each participating beneficiary;
  - (d) the number of Shares that you hold on behalf of each participating beneficiary;
  - (e) the number and dollar amount of Shares which each participating beneficiary has instructed you to apply for on their behalf;
  - (f) there are no participating beneficiaries in respect of which the total of the aggregate application price for the following exceeds A\$15,000:
    - (i) the Shares applied for by you on behalf of a participating beneficiary under the 2011 SPP; and
    - (ii) any Shares issued to you in the 12 months before the application as a result of an instruction given by a participating beneficiary to you to apply for Shares on their behalf under an arrangement similar to the 2011 SPP;
  - (g) that a copy of the 2011 SPP offer document was given to each beneficiary; and
  - (h) where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

Custodians should request a Custodian Certificate when making an application on behalf of participating beneficiaries. To request a Custodian Certificate, and if you would like further information on how to apply, you should contact our share registry Computershare Investor Services Pty Limited (“Share Registry”) on 1300 038 823 (within Australia) or +61 3 9415 4288 (outside Australia) between 8.30am to 5.00pm (Melbourne time) Monday to Friday.

### **3. ISSUE PRICE**

- 3.1 The issue price for each new Share is A\$0.045. This price represents an 10% discount from the last closing price of the Company’s Shares traded on ASX Limited (“ASX”) prior to the announcement on 28 January 2011.
- 3.2 The current Share price can be obtained from the Company’s website at [www.Luminsys.com.au](http://www.Luminsys.com.au) or from the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: LSL) and is listed in the financial and business section of major daily newspapers circulated in Australia.
- 3.3 You should note that the market price of Shares may rise or fall between the date of this Offer and the date the Shares are allotted under the 2011 SPP (“Allotment Date”). The Issue Price however is fixed at A\$0.045.
- 3.4 No brokerage, commissions or other transaction costs are payable by you in respect of the application for, and allotment of, shares under the 2011 SPP.

# SHARE PURCHASE PLAN

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## 4. NUMBER OF SHARES OFFERED

4.1 The maximum number of Shares currently offered under the 2011 SPP is 111,111,111 Shares, being 111% of the Company's issued share capital at the date of this Offer. The aggregate Issue Price that the Company will receive if the maximum number of shares is issued ("2011 SPP Issue Proceeds") is A\$5,000,000. However, the Company may decide, in its absolute discretion, to increase the number of Shares offered under the 2011 SPP, leading to an increase in the 2011 SPP Issue Proceeds, provided always that the number of Shares issued under the 2011 SPP does not exceed 175,000,000. If the Company increases the number of shares offered under the SPP, these shares will be offered at an issue price of \$0.045 per share and would be offered on the same terms to all shareholders. If you are eligible to participate in the 2011 SPP, you may apply for the following number of Shares:

- (a) 333,334 shares at A\$0.045 per share - A\$15,000; or
- (b) 222,223 shares at A\$0.045 per share - A\$10,000; or
- (c) 166,667 shares at A\$0.045 per share - A\$7,500; or
- (d) 111,112 shares at A\$0.045 per share - A\$5,000; or
- (e) 55,556 shares at A\$0.045 per share - A\$2,500.

## 5. SCALE BACK

- 5.1 If the total value of applications for Shares under the 2011 SPP is greater than A\$5,000,000, the Company may in its absolute discretion reduce the number of Shares allotted to each applicant to the extent and in the manner that it sees fit ("Scale back"). If undertaken, the Scale back will apply to all applications received on a pro-rata basis.
- 5.2 If there is a Scale back you may receive less than the parcel of Shares for which you have applied. If a Scale back produces a fractional number of Shares when applied to your parcel, the number of Shares you will be allocated will be rounded to the nearest whole number of Shares.
- 5.3 If there is a Scale back, the difference between the application monies received from you, and the number of Shares allocated to you multiplied by the Issue Price, will be refunded to you by direct credit to your nominated bank account (as recorded by the Share Registry) or cheque as soon as possible, without interest.

## 6. OFFER TIMETABLE

6.1 Subject to paragraph 6.2, the timetable for the 2011 SPP is:

Event	Date
<b>SPP Record Date</b>	Thursday, 27 January 2011
<b>Announcement</b> – Filing of announcement of SPP	Friday, 28 January 2011
<b>Notice Date</b> – Notice of EGM, Offer documents sent to shareholders, File at ASIC s.708A(5) Notice, File at ASX Appendix 3B details.	Monday, 7 February 2011
<b>Opening Date</b> – opening of offer	Tuesday, 8 February 2011



# SHARE PURCHASE PLAN

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<b>Closing Date</b> – Last day for receipt of Entitlement and Acceptance Forms (5.00 p.m. Melbourne time)	Tuesday, 8 March 2011
<b>EGM Date</b> – Day for extraordinary meeting of shareholders to approve the share purchase plan.	Wednesday, 9 March 2011
<b>SPP Shortfall Notification Date</b> – Date to notify shortfall in acceptances to ASX and underwriter.	Wednesday, 16 March 2011
<b>SPP Allotment Date</b> – Date of allotment of New Shares under the SPP Issue	Friday, 18 March 2011
<b>Despatch Holding Statements</b> – Share registry to send holding statements to participating shareholders	Monday, 21 March 2011

6.2 The Company has a discretion to change, at any time, any of the Closing Date, Allotment Date and Despatch Date to later dates (notwithstanding that the Offer has opened, or applications have been received) by lodging a revised timetable with ASX.

## 7. HOW TO ACCEPT THE OFFER

7.1 Participation in the 2011 SPP is optional. If you wish to accept the Offer, and you are eligible to do so, you can apply by either:

- (a) providing payment by cheque or money order by:
  - (i) completing the Application Form (that accompanies this Offer);
  - (ii) preparing a cheque or money order for the appropriate amount in Australian dollars (being either A\$2,500, A\$5,000, A\$7,500, A\$10,000 or A\$15,000), made payable to “Luminus Systems Limited ; and
  - (iii) sending the signed Application Form together with the cheque or money order to the following address:

Computershare Investor Services Pty Limited,  
GPO Box 52  
Melbourne, Victoria, 3001  
Australia

OR

- (b) making a BPAY® payment equivalent to the value of the appropriate amount (being either A\$2,500, A\$5,000, A\$7,500, A\$10,000 or A\$15,000) by using your customer reference number (which is required to identify your holding) and the biller code, which can both be found on your Application Form. If you use BPAY to make your payment you do not need to return your Application Form. Receipt of your BPAY payment will be taken by the Company as your application. New Zealand shareholders will not be able to make a payment using BPAY.\*\*CPU note: registered trademark logo not required after first reference

# SHARE PURCHASE PLAN

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Applicants should be aware that their own financial institution may implement earlier cut off times for electronic payments and should take this into consideration when making payment of Application Monies via BPAY. You may also have your own limit on the amount that can be paid by BPAY. It is your responsibility to ensure that the amount you wish to pay via BPAY does not exceed your limit and is received by the Share Registry prior to the close of the offer.

If you have multiple holdings you will have multiple customer reference numbers. To ensure you receive your shares in respect of that holding, you must use the customer reference number shown on each personalised Application Form when paying for any New Shares that you wish to apply for in respect of that holding. Shareholders who have multiple holdings must ensure they comply with the requirements in condition 7.3.

Applications can only be made for parcels of Shares in the amounts specified above. Please do not forward cash. Receipts for payment will not be issued. Application forms returned by fax will not be accepted. Application monies will only be accepted if your cheque or money order is drawn, or your BPAY payment is made, in Australian currency. Cheques must be drawn on an Australian financial institution. Application money will not bear interest as against the Company under any circumstances.

- 7.2 Applications must be received by the Share Registry by 5.00pm (Melbourne time) on the Closing Date. Applications received after that time may not be accepted.
- 7.3 If you receive more than one offer under the 2011 SPP (for example, because you hold Shares in more than one capacity) you will apply for Shares on different Application Forms, or by making separate BPAY payments using the customer reference numbers on the Application Forms, but you may not apply for Shares with an aggregate value of more than A\$15,000, or which would result in the aggregate value of the Shares you have applied for, including through a custodian, under the 2011 SPP and any similar arrangement in the last 12 months being more than A\$15,000.
- 7.4 If you submit a BPAY payment or complete and return an Application Form together with a cheque or money order:
- (a) you warrant that you are eligible to participate in the 2011 SPP;
  - (b) you irrevocably and unconditionally agree to the terms and conditions of this Offer and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the 2011 SPP;
  - (c) you acknowledge that your application will be irrevocable and unconditional (and cannot be withdrawn);
  - (d) you agree to pay the Issue Price per Share up to the maximum value you have selected on the Application Form or the maximum value of your BPAY payment, or if there is a Scale back, the number of shares calculated under paragraph 5.
  - (e) you certify that you have not applied for more than A\$15,000 of Shares in aggregate as follows:
    - (i) any Shares under the 2011 SPP;
    - (ii) any other Shares under the 2011 SPP or any similar arrangement in the 12 months before an application under the 2011 SPP;

# SHARE PURCHASE PLAN

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- (iv) any other Shares which you have instructed a custodian to acquire on your behalf under the 2011 SPP;
- (v) any other Shares issued to a custodian in the 12 months before the application as a result of an instruction given by you to the custodian to apply for Shares on your behalf under an arrangement similar to the 2011 SPP, even though you may have received more than one Offer under the 2011 SPP or received offers in more than one capacity under the 2011 SPP (the Company has not conducted a similar arrangement in the preceding 12 months);
- (f) if you are a custodian, you certify that you either:
  - (i) hold an Australian financial services licence that:
    - (A) covers the provision of a custodial or depository service (as defined by section 766E of the Corporations Act 2001); or
    - (B) includes a condition requiring you to comply with the requirements of ASIC Class Order [CO 02/294]; or
  - (ii) are exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service under:
    - (A) paragraph 7.6.01(1)(k) of the Corporations Regulations 2001; or
    - (B) ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184].
- (g) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Company's share register;
- (h) you acknowledge that no interest will be paid on any application monies held pending the allotment of the Shares or subsequently refunded to you for any reason;
- (i) you acknowledge that neither the Company, nor the Share Registry has provided any investment advice or financial product advice, and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the 2011 SPP;
- (j) you acknowledge that the Company (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in this Offer;
- (k) you acknowledge that the Shares have not, and will not be, registered under the United States Securities Act of 1933 or the securities law of any other jurisdiction outside Australia or New Zealand and, accordingly, the Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the United States Securities Act of 1933 and any other applicable securities laws. You may sell your Shares in standard brokered transactions on the ASX where neither you nor any person acting on your behalf has reason to know that the sale has been pre-arranged with a person in the United States;

# SHARE PURCHASE PLAN

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(l) you agree not to send this Offer or any other material relating to the 2011 SPP to any person in the United States or any person who is acting for the account or benefit of a U.S. Person; and

(m) you agree to be bound by the Company's constitution.

7.5 Additionally, if you make your payment by completing and returning an Application Form together with a cheque or money order:

(a) you authorise the Company (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;

(b) you acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of this Offer, even if the Application Form is incomplete, contains errors or is otherwise defective; and

(c) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment that is dishonoured.

## **8. RIGHTS ATTACHING TO SHARES**

8.1 All Shares issued under the 2011 SPP will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

8.2 The Company will apply for the Shares to be quoted on ASX. It is anticipated that Shares issued under the 2011 SPP will be quoted on ASX on, or shortly after, the Allotment Date.

## **9. COMPANY'S DISCRETIONS REGARDING APPLICATIONS**

9.1 The Company has the right to accept or refuse any applications under the 2011 SPP, including where:

(a) your Application Form, if you are not making a BPAY payment, is incorrectly completed or incomplete or your application is otherwise determined by the Company to be invalid;

(b) you make your payment by cheque and your cheque is dishonoured or has otherwise not been completed correctly;

(c) the amount of the cheque or money order tendered with your Application Form or your BPAY payment is not equal to A\$2,500, A\$5,000, A\$7,500, A\$10,000 or A\$15,000. If this occurs, the Company reserves the right to either:

(i) refund your application monies and not allot any Shares to you; or

(ii) allot to you the number of Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies;

(d) it appears that you are applying to purchase more than A\$15,000 worth of Shares in aggregate (including as a result of any Shares you hold directly, jointly or through a custodian or nominee arrangement);

(e) you have applied for less than A\$2,500 worth of Shares;

# SHARE PURCHASE PLAN

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- (f) your:
  - (i) Application Form or cheque or money order (if you are not making a BPAY payment); or
  - (ii) BPAY payment, is received after 5.00pm (Melbourne Time) on the Closing Date. (While the Company may accept late Application Forms and cheques or money orders, or late BPAY payments, there is no assurance that it will do so); or
- (g) the Company reasonably believes that you are not an eligible to participate in the 2011 SPP (subject to compliance with any applicable Australian Securities and Investments Commission or ASX requirements).

9.2 If your application is refused or if you are entitled to a refund of the difference of your application monies and the value of the shares you are allotted under paragraph 9.1 (c), the amount of the refund due will be paid to you, without interest, as soon as possible:

- (a) by direct credit to your nominated bank account (as recorded by the Share Registry) or cheque, or
- (b) where applicable, by returning your Application Form and cheque or money order, if not processed, to your registered address.

## 10. PARTICIPATION OPTIONAL

10.1 Participation in the 2011 SPP is entirely optional. If you are in any doubt as to whether you should participate in the 2011 SPP or how such participation will affect you (including taxation implications), you should contact your professional adviser. The Company makes no recommendations as to the desirability or otherwise of your participation in the 2011 SPP.

10.2 Offers are non-renounceable; you cannot transfer your entitlement to purchase Shares under this Offer to another person.

## 11. DISPUTE RESOLUTION

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the 2011 SPP, whether generally or in relation to any participant or application. Any determinations by the Company will be conclusive and binding on all shareholders eligible to participate in the 2011 SPP and other persons to whom the determination relates. The Company's rights may be exercised by the Board or any delegate of the Board.

## 12. WAIVER, AMENDMENT, SUSPENSION AND WITHDRAWAL

12.1 The Company may, at its discretion, waive compliance with any provision of this Offer at any time.

12.2 The Company may, at its discretion, change, suspend or terminate the 2011 SPP and Offers at any time whether because of a change of law, ASIC requirements or policy or any other relevant circumstance. If the Company does this, it will post a notice on its website and make an announcement to ASX. Failure to notify shareholders of changes to or the suspension or termination of the 2011 SPP and Offer, will not invalidate the change, suspension or termination.

# SHARE PURCHASE PLAN

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12.3 The Company reserves the right to issue no Shares or fewer Shares than you apply for under the 2011 SPP if the Company believes the issue of those Shares would contravene ASIC requirements or policy, any law or any ASX Listing Rule.

## 13. CLASS ORDER CO 09/425 COMPLIANCE

This Offer is made in compliance with ASIC Class Order CO 09/425 ("Class Order"). The Class Order provides relief from the requirement for the Company to provide full prospectus disclosure in relation to the 2011 SPP.

This instrument also provides relief to allow clients of second or subsequent level custodians to participate in this Offer. Any additionally or varied ASIC requirements in the instrument will apply to participation on behalf of such clients.

## 14. UNDERWRITING

The Company entered into an Underwriting Agreement with Chimaera Capital Limited (Chimaera"), pursuant to which Chimaera agreed to underwrite the SPP Offer to the extent of 10% of the maximum number of shares offered under the SPP Offer. The Company will seek to increase the level of this undertaking to the extent permissible by Exception 9 to section 611 of the Corporations Act 2001 (Cth). Chimaera does not intend to increase its underwriting unless sub-underwriting is available from unassociated parties. Announcements will be made to the market upon any increase in the underwriting obtained. Chimaera will be paid an underwriting fee of 5% of the total amount underwritten. At the Company's option, the fee may be payable, in whole or part, by the issue of shares in the Company with the number of shares calculated at an issue price of \$0.045. If the underwriting is increased, the fee will be increased proportionately.

## 15. GOVERNING LAW

This Offer is governed by the laws in force in the state of Victoria. Any dispute arising out of or in connection with the Offer will be determined by the courts of Victoria. By accepting this Offer, you agree to submit to the non-exclusive jurisdiction of the courts in Victoria.

## 16. OTHER TERMS AND CONDITIONS

Shareholders will be bound by the constitution of the Company and the terms and conditions of this Offer by accepting the Offer to acquire Shares under the 2011 SPP. The terms and conditions of this Offer prevail to the extent of any inconsistency in the Application Form.

# SHARE PURCHASE PLAN

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**IMPORTANT NOTICE:** The Offer to purchase Shares under the 2011 SPP is not a recommendation to purchase Shares. If you are in any doubt about this Offer, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the 2011 SPP (taking into account your own financial situation, needs and objectives).

Nothing in this Offer, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the 2011 SPP. If you apply to participate in the 2011 SPP by making a BPAY payment or by completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the Record Date, the date on which you send in an Application Form or make a BPAY payment and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Issue Price.

**NOT FOR RELEASE INTO THE UNITED STATES OR TO U.S. PERSONS** This Offer does not constitute an offer of Shares for sale in the United States or any other jurisdiction in which such an offer would be illegal. The Shares have not been registered under the United States Securities Act of 1933 and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons unless the Shares are registered under such Act or an exemption from the registration requirements of the Act is available.



**Headquarters**

349 Collins Street Melbourne, Victoria, 3000 Australia  
Telephone: +61 3 8614 8401 Facsimile: +61 3 8614 8410  
[www.luminsys.com](http://www.luminsys.com)

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