



(ACN: 057 345 785)

ASX Announcement

Offer to Purchase Converter Technology and IMX Software

Powerlan Limited ("Company") has received an offer from CPS Group Investments Pty Ltd ("CPS") for CPS or its nominee to purchase the Company's Converter Technology ("CT") and IMX Software ("IMX") undertakings. The purchase will be of the CT and IMX shares or businesses, as yet to be determined. The offered purchase price for CT is \$3.5 million and the offered price for IMX is \$5.339 million. The CPS offer also provides that if CPS sells either CT or IMX to a third party within 12 months of completion of its purchase from the Company, which is expected to occur by 30 June 2011, CPS will pay to the Company one half of the net difference between the price received by CPS from the third party and a base price being the aggregate of the price paid by CPS to the Company for that entity, the cost of any substantial acquisitions, and the amount of any advances made by CPS to the entity as working capital between CPS' acquisition and any sale.

CPS has stated that its offer will benefit the Company in that it will enable the Company to retire about \$8.839 million of the Company's debt to CPS, thereby reducing the interest payable on that debt.

The Company's directors have resolved to accept the CPS offer, subject to the conditions specified below.

CPS is, or its nominee will be, a company controlled by the Company's Chairman, Dr Ian Campbell and any sale of CT and/or IMX to CPS or its nominee would be a "financial benefit" to a "related party" within the meaning of section 208 of the Corporations Act 2001, as well as a disposal of a "substantial asset" to a "related party" within the meaning of ASX Listing Rule 10.1. Accordingly, the Board's acceptance of the CPS offer is subject to shareholder approval (with CPS and associates of CPS or Dr Campbell excluded from voting), and subject to a report from an independent expert that concludes that the proposed sale transaction is fair and reasonable to the Company's shareholders, excluding CPS and any shareholder associated with CPS and Dr Campbell.

For more information contact:

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About Powerlan

Powerlan Limited (ASX: PWR) provides specialist information technology products and services through three operating divisions:

- **Clarity** (www.clarity.com) incorporating the Intellectual Property acquired from Omnix Software Ltd and Dot Communications Pty Ltd, provides proven, pre-integrated solutions that are used by service providers to roll-out and manage networks, develop and sell market leading products, fulfil customer orders and assure the quality of customer services for multi-vendor, multi-service networks.

- **ConverterTechnology** (www.convertertechnology.com) provides software and services to help enterprises capitalise on the benefits of Microsoft Office 2007 and 2010.
- **IMX Software** (www.imxsoftware.com) provides a full portfolio of solutions to manage the international trading of banknotes, precious metals, foreign exchange and any other financial or stored value instrument including travellers cheques, pre-paid cards, international banker's drafts and money transfers.

All divisions are incorporated and operate as self-contained companies.