



**WEST AUSTRALIAN NEWSPAPERS HOLDINGS LIMITED**  
A.B.N. 91 053 480 845

4 March 2011

**WEST AUSTRALIAN NEWSPAPERS HOLDINGS LIMITED  
ADVISES DESPATCH OF PROSPECTUS**

West Australian Newspapers Holdings Limited (**WAN**) advises that despatch of the prospectus dated 21 February 2011, including the supplementary prospectus dated 3 March 2011, to eligible retail shareholders under the retail component of its non-renounceable pro rata entitlement offer of Convertible Unsecured Loan Securities, has been completed today.

WAN has also despatched a letter to ineligible retail shareholders under the entitlement offer. A copy of that letter is attached.

An electronic copy of the prospectus and supplementary prospectus are available at [www.sevenwestproposal.com.au](http://www.sevenwestproposal.com.au).



**WEST AUSTRALIAN NEWSPAPERS  
HOLDINGS LIMITED**

ABN 91 053 480 845

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MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Dear Shareholder

**WEST AUSTRALIAN NEWSPAPERS HOLDINGS LIMITED ENTITLEMENT OFFER - NOTIFICATION TO INELIGIBLE  
RETAIL SHAREHOLDERS**

On Monday, 21 February 2011, West Australian Newspapers Holdings Limited ("**WAN**") announced that it was conducting a non-renounceable pro-rata entitlement offer ("**Entitlement Offer**") to raise approximately A\$653 million. Under the Entitlement Offer, each eligible shareholder is being offered 4 convertible unsecured loan securities ("**CULS**") for every 7 existing fully paid ordinary shares in WAN ("**Shares**") held and recorded on the register at 4.00pm (Perth time)/7.00pm (Sydney time), Thursday 24 February 2011 ("**Record Date**") at an offer price of \$5.20 per CULS.

The proceeds of the Entitlement Offer will be used by WAN to reduce Seven Media Group's debt and pay transaction costs as part of the proposed acquisition of Seven Media Group from Seven Group Holdings.

The Entitlement Offer comprises an institutional component ("**Institutional Entitlement Offer**") and a retail component ("**Retail Entitlement Offer**"). The Institutional Entitlement Offer raised approximately \$325 million, and the Retail Entitlement Offer will raise approximately \$327 million.

Documents relating to the Entitlement Offer were lodged with the ASX on 21 February 2011 and are being mailed to Eligible Retail Shareholders (as defined below).

This notice is to inform you that under the terms of the Entitlement Offer, you are not eligible to subscribe for CULS. This notice is not an offer to issue CULS to you, nor an invitation for you to apply for CULS. You are not required to do anything in response to this letter.

**Why am I not eligible to participate in the Retail Entitlement Offer?**

Shareholders who are eligible to participate in the Retail Entitlement Offer ("**Eligible Retail Shareholders**") are those persons who:

- a) are registered as a holder of Shares as at the Record Date;
- b) have a registered address on the WAN register of members in Australia or New Zealand;
- c) are not in the United States and are not acting for the account or benefit of a person in the United States;
- d) are not an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder (both as defined in the prospectus relating to the Entitlement Offer lodged by WAN with the Australian Securities and Investments Commission on Monday 21 February 2011 ("**Prospectus**")) and does not hold Shares on behalf of an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder; and
- e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

WAN has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to shareholders in countries outside Australia and New Zealand in connection with the Retail Entitlement Offer.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b), WAN wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for CULS under the Retail Entitlement Offer. You will not be sent the Prospectus relating to the Retail Entitlement Offer or be able to subscribe for CULS under the Retail Entitlement Offer.

As the Retail Entitlement Offer is non-renounceable, you will not receive any payment or value for entitlements in respect of any CULS that would have been offered to you if you were eligible to participate in the Retail Entitlement Offer.

If you have any questions in relation to any of the above matters, please contact the WAN Entitlement Offer Information Line on 1800 133 562 (within Australia) or +61 3 9415 4603 (from outside Australia) from 6.00am to 5.00pm Perth time (9.00am to 8.00pm Sydney time), Monday to Friday.

For other questions, you should consult your stockbroker, accountant or other professional adviser.

On behalf of the Board and Management of WAN, thank you for your continued support.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Peter Bryant', with a stylized flourish extending to the right.

**Peter Bryant**  
**CFO and Company Secretary**  
**West Australian Newspapers Holdings Limited**

UNITED STATES LAWS: This notice does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act") ("US Person") or to any person acting for the account or benefit of a US Person. The CULS have not been, and will not be, registered under the Securities Act or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States or to any US Person or to any person acting for the account or benefit of a US Person absent registration or an exemption from the registration requirements of the Securities Act or such other securities laws.

IMPORTANT NOTICE TO NOMINEES: Because of legal restrictions, you must not send copies of this letter or any material relating to the Entitlement Offer to any of your clients (or any other person) in the United States or to any US Person or any person acting for the account or benefit of a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

The provision of this notice is not, and should not be considered as, financial product advice. The information in this notice is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. If you are unsure of your position, please contact your accountant, tax advisor, stockbroker or other professional advisor.