



ASX Circular

Date: 23 February 2011

Key topics

1. West Australian Newspapers Holdings Limited
2. ASX Code: WANG WAN
3. Entitlement Offer of Convertible Unsecured Loan Securities

Reading List

Client Advisers
 Compliance Managers
 Corporate Advisory
 DTR Operators
 Issuers
 Institutions
 ASTC Participants
 Office Managers
 Operations Managers (back office)
 Research Analysts
 ACH Participants
 Market Participants

Authorised By

Elizabeth Harris

Contact

Elizabeth Harris

ASX Limited
 ABN 98 008 624 691
 Exchange Centre
 20 Bridge Street
 Sydney NSW 2000
 PO Box H224
 Australia Square NSW 1215

Internet: <http://www.asx.com.au>

No responsibility is accepted for any inaccuracies contained in the matter published.

WEST AUSTRALIAN NEWSPAPERS HOLDINGS LIMITED – ACCELERATED NON-RENOUNCEABLE PRO RATA ENTITLEMENT OFFER OF CONVERTIBLE UNSECURED LOAN SECURITIES TO RAISE APPROXIMATELY \$653 MILLION.

Participating Organisations are advised that West Australian Newspapers Holdings Limited (the "Company") has announced a 4 for 7 underwritten accelerated non-renounceable pro rata entitlement offer of Convertible Unsecured Loan Securities (the "Entitlement Offer"), at an offer price of \$5.20 per security (the "Offer Price") to raise approximately \$653 million. The Company has also announced an underwritten public offer of shares (the "Public Offer") at the Offer Price to raise approximately \$40 million.

The Entitlement Offer has two components:

- An institutional entitlement offer, where offers have been made to qualifying institutional securityholders for them to apply for their pro-rata entitlement to raise approximately \$326 million (the "Institutional Entitlement Offer").
- A retail entitlement offer, where an offer will be made to qualifying retail securityholders for them to apply for their pro-rata entitlement to raise approximately \$326 million (the "Retail Entitlement Offer").

The Entitlement Offer is fully underwritten by JP Morgan and UBS AG, Australia Branch.

The Record Date for the Entitlement Offer is 24 February 2011.

The Retail Entitlement Offer is expected to close on 18 March 2011.

The Company will ignore changes in security holdings which occur after the commencement of the trading halt on Monday, 21 February 2011 (other than registrations of transactions which were effected through the ASX Trading Platform before the commencement of the trading halt).

Securities issued under the Entitlement Offer will be convertible unsecured loan securities ("CULS") which will convert into ordinary shares on completion of the acquisition by the Company of Seven Media Group Limited ("Transaction"). The shares issued on conversion of the CULS will rank equally with existing shares on issue. If the Transaction does not proceed the CULS will be redeemed at their issue price plus a redemption premium.

The indicative timetable in relation to the Entitlement Offer and the Placement is as follows:

Event	Business Day (Date)
Last day of trading before commencement of trading halt.	18 February 2011
Request Trading Halt for Offer: Trading halt begins. Announcement Date: Announcement of Entitlement Offer and Public Offer Institutional Entitlement Offer Opening Date: First day on which acceptances may be received for the Institutional Entitlement Offer.	21 February 2011
Institutional Entitlement Offer Closing Date: Last day by which acceptances may be received for the Institutional Rights Offer.	22 February 2011
Announcement of results of Institutional Entitlement Offer (before market open) Trading Halt Lifted: Trading of securities resumes. All securities trade ex-entitlement.	Pre-market, 23 February 2011
Record Date for Entitlement Offer – Books close at 4:00 pm (Perth time) 7.00 pm (Sydney time), for the purpose of identifying securityholders entitled to participate in the Entitlement Offer.	24 February 2011
Settlement of the Institutional Entitlement Offer	2 March 2011
Issue of CULS under the Institutional Entitlement Offer and commencement of trading on a normal settlement basis	3 March 2011
Retail Entitlements Offer Opening Date: Despatch of Retail Entitlement Offer materials. First day on which acceptances of the Retail Entitlement Offer may be received.	3 March 2011
Retail Entitlement Offer Closing Date 2:00 pm (Perth time) 5:00 pm (Sydney time)	18 March 2011
Settlement of the Retail Entitlement Offer	28 March 2011
Issue of CULS under the Retail Entitlement Offer	29 March 2011
Despatch date Despatch of holding statements for the CULS Retail Entitlement Offer.	29 March 2011
CULS issued under the Retail Entitlement Offer commence trading on a normal settlement basis	30 March 2011
EGM of Company's shareholders to approve the Transaction	11 April 2011
If the Transaction is approved by the Company's shareholders the following timetable will apply:	
Public Offer Opening Date	12 April 2011
T+3 Trading in CULS suspended after close of trade.	12 April 2011
Deferred settlement trading of shares issued on conversion of CULS The Company's shares to be issued on conversion of CULS commence trading on a deferred settlement basis.	13 April 2011
Despatch Date Holding Statements despatched for new shares issued under the Public Offer.	15 April 2011
Normal settlement trading of new shares under the public offer: Normal settlement trading of new shares issued under public offer.	18 April 2011
Record Date for CULS Conversion 5:00 pm (Perth time) 7:00 pm (Sydney time)	19 April 2011
CULS Conversion Date Issue of new shares in the Company on conversion of CULS.	20 April 2011
Despatch Date Holding Statements despatched for new shares issued upon CULS conversion.	20 April 2011

Commencement of normal trading Shares issued on conversion of CULS commence trading on a normal settlement basis.	21 April 2011
<p>If the Transaction is NOT approved by the Company's shareholders the following applies:</p> <ul style="list-style-type: none"> • Settlement of the Public Offer will not occur and no new shares will be issued pursuant to that offer • CULS will be redeemed by the Company on or before the CULS Maturity Date (30 June 2011). 	

Settlement Issues

Despite the fact that securities are trading "ex entitlement" on ASX Trade, CHESS will not recognise for settlement purposes the "ex entitlement" or the "cum entitlement" tag on CHESS messages and CHESS will not maintain cum balances during the deemed "CHESS ex-period", i.e. the period commencing on the deemed CHESS Ex-Date up to and including the record date. However, a record date cum balance will be available the business day following the record date, which will be equal to the registered holding balance at CHESS end of day on the record date. As a result any transfer that occurs prior to record date will be effectively transferred on a "cum" basis.

Therefore, Participants must ensure that any transfer, including the priming of Broker Entrepot Accounts, is conducted in accordance with the basis of quote. For example, a transfer in relation to a transaction conducted on an ex-basis should ordinarily only occur post record date.

CHESS will perform automatic diary adjustments to "cum entitlement" settlement obligations outstanding as at the record date.

Trading issues

ASX will not price a "cum" market with respect to trading in the Company's securities. Persons who acquire the Company's securities after the commencement of the trading halt on Monday, 21 February 2011 are not entitled to participate in the Entitlement Offer.

Further information

For further details, please refer to the Company's announcements or contact the Company.

Retail shareholders who have further questions regarding the Entitlement Offer should call the WAN Shareholder Information Line on 1300 133 562 (within Australia) +61 3 9415 4603 (from outside Australia) between 6:00am and 5:00 pm (Perth time) (9:00am to 8:00pm Sydney time) Monday to Friday..