

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

VISION GROUP HOLDINGS LIMITED

ABN

21 098 890 816

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Fully Paid Ordinary Shares VGH). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1,095,376 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid Non-voting Ordinary shares.
– refer Attachment 1 |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none">the date from which they dothe extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest paymentthe extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes	
5	Issue price or consideration	\$0.129 per share	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Part consideration for the staged acquisition of an ophthalmic practice.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	3 August 2011	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number 74,520,926	+Class Ordinary shares

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 38)	11,927,924	Non-voting Ordinary shares.
	209,211	Senior Executive Tenure Rights
	236,487	Senior Executive Performance Options
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No change.	

Part 2 - Bonus issue or pro rata issue

Not a Bonus issue or pro rate issue. Questions 11 to 33 not applicable and not shown.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities as described in Q34 to 42 below

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

The additional securities DO NOT form a new class of. Questions 35 to 37 not applicable and not shown.

Entities that have ticked box 34(b)

Quotation for additional securities NOT requested and box 34(b). Questions 38 to 42 not applicable and not shown.

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Signed: John Osborne
 (Company Secretary)
Date: 3 August 2011

+ See chapter 19 for defined terms.

Attachment 1

Terms of Non-voting Ordinary Shares that may be issued to Doctors, Partners, Associates, Visiting Surgeons and other eligible staff of medical practices to be acquired by Vision Group Holdings Limited.

1. The non-voting ordinary shares are not quoted or transferable
2. The non-voting ordinary shares are subject to voluntary escrow restrictions of the same kind as have been applied to voting ordinary shares held by other vendors, and which caused the Company to have a relevant interest in the ordinary voting shares.
3. The non-voting ordinary shares convert into voting ordinary shares on a 1:1 ratio when the relevant escrow provisions are satisfied.
4. The non-voting ordinary shares otherwise have the same rights as ordinary shares, except that the voting rights attaching to non-voting ordinary shares are restricted to each of the following circumstances and no others:
 - a. during a period when a dividend (or part of a dividend) for the share is in arrears;
 - b. on a proposal to reduce the Company's share capital;
 - c. on a resolution to approve the terms of a buy-back agreement;
 - d. on a proposal that affects rights attached to the share;
 - e. on a proposal to wind up the Company;
 - f. on a proposal to dispose of the whole of the Company's property, business and undertaking; and
 - g. during the winding up of the Company.

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