

QED OCCTECH LIMITED

(to be renamed Transaction Solutions International Limited)

ABN 98 057 335 672

PROSPECTUS

**For the Offer of up to 1,000 Shares each at an issue price of \$0.0225
(Share Offer)**

AND

For the Offer of 10,175,000 Options (Option Offer)

AND

For the Offer of 162,800,000 Converting Notes (Converting Note Offer)

IMPORTANT NOTICE

**This is an important document that should be read in its entirety.
If you do not understand it, you should consult your professional advisor without delay.**

**The Securities offered by this Prospectus should be considered speculative.
Refer to Section 3 for details relating to investment risks.**

It is proposed that the Share Offer will close at 5.00pm (WST) on 23 November 2010; the Option Offer will close at 5.00pm (WST) on 23 August 2010; and the Converting Note Offer will close at 5.00pm (WST) on 6 September 2010. The Directors reserve the right to close the Offers earlier or extend these dates without notice.

IMPORTANT INFORMATION

This Prospectus is dated 19 August 2010 and was lodged with the ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

No Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company at 6 Ord Street, West Perth, Western Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 4.6).

The Company will apply for Official Quotation by ASX of the Shares issued under this Prospectus.

The Securities offered by this Prospectus should be considered speculative. Please refer to Section 3 for details relating to investment risks.

Applications for Securities will only be accepted on Application Forms provided to Applicants by the Company with a copy of this Prospectus. The Corporations Act prohibits any person from passing on to another person the Application Forms unless it is accompanied by or attached to a complete and unaltered copy of this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

No action has been taken to permit the offer of Securities under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus or the Securities.

The Company collects information about each Applicant provided on Application Forms for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

Corporate Directory

Directors

Paul Boyatzis Chairman
Gary Foster Director
Simon Cato Director

Securities Exchange Listing

ASX Limited
Home Branch – Perth

Solicitors to the Company

Hardy Bowen
28 Ord Street
West Perth WA 6005

Proposed Director Yew Seng Kwa

Company Secretary Phillip Macleod

ASX Code QED

Principal and Registered Office

6 Ord Street
West Perth WA 60005

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Risk Factors

An investment in the Securities of the Company is subject to many risks and uncertainties. Some of the more significant risks which affect an investment in the Company are:

- Future capital requirements (refer Section 3.1(a));
- Loss of major contracts (refer Section 3.1(b));
- Customers option to purchase hardware (refer Section 3.1(c));
- Decline in customer take-up and usage; and
- Regulatory and economic risks (refer Sections 3.1 (f) ,(o), and (r));

1. Details of the Offer

1.1 Background to the Offer

- (a) On 23 February 2010 the Company announced the appointment of Paul Boyatzis, Gary Foster and Simon Cato to the Board of the Company. The former Directors resigned on 25 February 2010.

The Company further announced that, subject to Shareholder approval, it had agreed to acquire all the remaining shares in Transaction Solutions International plc (**TSI**) that the Company does not already own (**TSI Acquisition**). On 16 July 2010 the Company sent a notice of general meeting to Shareholders setting out details of the TSI Acquisition and Securities to be issued on completion.

- (b) The Company issued 30,000,000 Shares on the conversion of 30,000,000 Options which were exercised on or before 31 December 2009.

1.2 The Offers

The Company is offering, pursuant to this Prospectus the following:

- (a) Share Offer

1,000 Shares each at an issue price of \$0.0225 to raise \$22.50 (before the costs of the Offer) ("**Share Offer**").

- (b) Converting Note Offer

162,800,000 Converting Notes ("**Converting Note Offer**"). The Converting Notes shall only be offered to Utilico.

- (c) Option Offer

10,175,000 Options ("**Option Offer**"). The Options shall only be offered to Mr Yew Seng Kwa

(Depending on the context, the Share Offer, the Converting Note Offer and the Option Offer shall together, or separately, be called the "**Offer**")

All Shares offered under this Prospectus will rank equally with existing Shares currently on issue. Further details on the rights and liabilities attaching to the:

- (a) Shares are contained in Section 4.14;
- (b) Converting Note are contained in Section 4.17; and
- (c) Options are contained in Section 4.16.

1.3 Secondary trading cleansing

This Prospectus is also issued to ensure that the on-sale of Shares:

- (a) which have been issued by the Company on the conversion of Options referred to in Section 1.1 (b);
- (b) issued upon completion of the TSI Acquisition; and
- (c) issued during the life of this Prospectus

does not cause a breach of section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in section 708A (11) of the Corporations Act.

1.4 Opening and Closing Dates

The Share Offer will be opened at 9am (WST) on Monday 20 August 2010 (**Share Offer Opening Date**) and will remain open until 5.00pm WST on 19 November 2010 (**Share Offer Closing Date**), subject to the right of the Directors to either close the Share Offer at an earlier time and date or to extend the closing time and date without prior notice. Shares issued under the Share Offer are expected to be issued and have commenced trading on the ASX within 10 days of the Share Offer Closing Date.

The Converting Note Offer will be opened at 9am (WST) on 20 August 2010 (**Converting Note Opening Date**) and will remain open until 5.00pm WST on 6 September 2010 (**Converting Note Closing Date**), subject to the right of the Directors to either close the Converting Note Offer at an earlier time and date or to extend the closing time and date without prior notice.

The Option Offer will be opened at 9am (WST) on 20 August 2010 (**Option Offer Opening Date**) and will remain open until 5.00pm WST on 23 August 2010 (**Option Offer Closing Date**), subject to the right of the Directors to either close the Option Offer at an earlier time and date or to extend the closing time and date without prior notice.

These dates are indicative only and the Directors reserve the right to vary these dates.

1.5 Minimum Subscription

There is no minimum subscription under the Offer. Funds raised from the Offer will be used toward the payment of the costs of the Offer.

1.6 Subscribing for Securities

If you wish to subscribe for Shares pursuant to the Share Offer, you should complete and return the Share Application Form, which will be provided with a copy of this Prospectus by the Company at the Company's discretion, in accordance with the instructions set out in the Share Application Form. Completed Share Application Forms and Application Monies must be received by the Company prior to 5.00pm WST on the Share Offer Closing Date. Cheques must be made payable to "QED Occtech Capital Raising Account" and crossed "Not Negotiable". All cheques must be in Australian currency. Share Application Forms should be delivered to QED Occtech, 6 Ord Street West Perth WA 6005.

All Application Monies received before the Shares are issued will be held by the Company on trust for Applicants. Any interest that accrues will be retained by the Company.

The Company reserves the right to reject any Application, or to issue a lesser number of Shares than those applied for. Where the number of Shares issued is less than the number applied for, surplus Application Monies will be refunded (without interest).

If you wish to subscribe for Converting Notes pursuant to the Converting Note Offer, you should complete and return the Converting Note Application Form, which will be provided with a copy of this Prospectus by the Company at the Company's discretion, in accordance with the instructions set out in the Converting Note Application Form. Completed Converting Note Application Forms must be received by the Company prior to 5.00pm WST on the Converting Note Offer Closing Date.

If you wish to subscribe for Options pursuant to the Option Offer, you should complete and return the Option Application Form, which will be provided with a copy of this Prospectus by the Company at the Company's discretion, in accordance with the instructions set out in the Option Application Form. Completed Option Application Forms must be received by the Company prior to 5.00pm WST on the Option Offer Closing Date.

1.7 Allotment and Despatch

The Directors will proceed with the allotment of the Securities as soon as possible after the respective closing date.

Following allotment, statements or certificates of Security holdings will be despatched. Applicants who sell their securities before they receive their holding statements will do so at their own risk.

1.8 Application Forms

Application Forms will be provided by the Company with a copy of this Prospectus and creates a legally binding contract between the Applicant and the Company for the number of Shares, Options or Converting Notes accepted by the Company. Application Forms do not need to be signed to be a binding acceptance of Shares, Options or Converting Notes.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form is final.

1.9 ASX quotation

The Company will apply for Official Quotation of the Shares issued under the Share Offer no later than 7 days after the date of this Prospectus. The fact that ASX may allow Official Quotation is not to be taken in any way as an indication of the merits of the Company or the Shares offered under this Prospectus. ASX takes no responsibility for the contents of this Prospectus.

If permission is not granted by ASX for the Official Quotation of the Shares issued under this Prospectus within 3 months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.10 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASTC, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, ASTC will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number and the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be despatched by the Share Registry and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholdings changes. Shareholders may request a statement at any other time. However, a charge may be made for additional statements.

1.11 Overseas Shareholders

This Prospectus and an accompanying Application Forms do not, and are not intended to, constitute an offer of Securities in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Securities. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1.12 Risk factors

An investment in Securities should be regarded as speculative. In addition to the general risks applicable to all investments in listed shares, unlisted options and convertible notes, there are specific risks associated with an investment in the Company which are set in Section 3.

1.13 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Securities under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Securities under this Prospectus.

1.14 Major activities and financial information

A summary of activities relating to the Company are set out in the following documents:

- (a) 30 June 2010 quarterly report lodged with ASX on 19 July 2010
- (b) 31 March 2010 quarterly report lodged with ASX on 27 April 2010;
- (c) Half Year Report lodged with ASX on 24 February 2010;
- (d) 31 December 2009 quarterly report lodged with ASX on 28 January 2010;
- (e) 30 September 2009 quarterly report lodged with ASX on 28 October 2009;
- (f) Full Year Statutory Accounts lodged with ASX on 28 August 2009;

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of the Full Year Statutory Accounts are listed in Section 4.6.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

1.15 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on +61 8 93205108.

2. Effect of the Offer on the Company

2.1 Principal Effect

The principal effect of the Offer, if fully subscribed, on the Company will be that:

- (a) The number of fully paid Shares on issue will increase by 1,000;
- (b) 162,800,000 Converting Notes will be issued;
- (c) 10,175,000 Options will be issued; and
- (d) Cash reserves and contributed equity of the Company will decrease by approximately \$24,546 being the net effect of raising \$22.50 before costs of the Offer of approximately \$24,568 (refer Section 4.12).

Refer to Section 2.3 for details of the pro forma balance sheet of the Company as at 31 December 2009 following completion of the TSI acquisition and prior to the effect of the Offer and costs of the Offer as outlined above.

The issue of Securities pursuant to the Offer and the payment of the costs of the Offer will not have a material impact on the Company's financial position.

2.2 Capital structure on completion of the Offer

The capital structure of the Company on completion of the Offer and the TSI Acquisition and assuming the Offer is fully subscribed for is set out below:

	No. of Shares	No. of Options ⁽¹⁾	Converting Notes ⁽²⁾
Currently on issue	268,047,537	-	-
To be issued upon completion of the TSI Acquisition	1,026,185,807	-	-
Offer	1,000	10,175,000	162,800,000
Pro-forma securities on issue	1,294,234,344	10,175,000	162,800,000

1 Refer Section 4.15 for terms and conditions of Options

2 Refer Section 4.16 for terms and conditions of Converting Notes

2.3 Pro-forma Balance Sheet on the completion of the TSI Acquisition

	QED	TSI	QED and TSI		
	Unaudited Reviewed 31-Dec-09	Management Accounts 31-Dec-09	Post 31 Dec 2009 Adjustments	Acquisition Of TSI	Pro-forma 31-Dec-09
Current Assets					
Cash	752,519	4,863,314	(245,222)	-	5,370,611
Trade and other receivables	11,365	644,414	-	-	655,779
Prepayments	-	1,576	-	-	1,576
Other	-	663,627	-	-	663,627
Total Current assets	763,884	6,172,931	(245,222)	-	6,691,593
Non Current assets					
Other Financial assets	3,140,000	-	-	(3,140,000)	0
Security Deposits	-	1,339,680	-	-	1,339,680
Plant and Equipment at cost	-	6,343,138	1,929,767	-	8,272,905
Deferred tax asset	-	-	-	604,364	604,364
Total Non Current asset	3,140,000	7,682,818	1,929,767	(2,535,636)	10,216,949
Total Assets	3,903,884	13,855,749	1,684,545	(2,535,636)	16,908,542
Current Liabilities					
Trade and Other payables	57,232	663,398	-	-	720,630
Total Current Liabilities	57,232	663,398	-	-	720,630
Non Current Liabilities					
Deferred tax liabilities	74,036	51,109	-	(125,145)	-
Total Non Current Liabilities	74,036	51,109	-	(125,145)	-
Total Liabilities	131,268	714,507	-	(125,145)	720,630
Net assets	3,772,616	13,141,242	1,684,545	(2,410,491)	16,187,912
Equity					
Issued Capital	18,075,081	34,237,423	1,684,545	(16,390,790)	37,606,259
Converting Notes	-	3,937,040	-	-	3,937,040
Reserves	2,872,186	(19,820,658)	-	(2,872,186)	(19,820,658)
Accumulated losses	(17,174,651)	(5,212,563)	-	16,852,485	(5,534,729)
Total Equity	3,772,616	13,141,242	1,684,545	(2,410,491)	16,187,912

3. Risk factors

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the specific risk factors which shareholders need to be aware of in evaluating the Company's business and the risks of increasing your investment in the Company. Shareholders should carefully consider the following factors.

The principal risks include, but are not limited to, the following:

3.1 Specific Risks

(a) Future capital requirements

The Company's growth through expansion of its current business will require substantial expenditure. The Company's cash reserves together with funds raised from the Offer will not be sufficient to successfully achieve all the objectives of the Company's overall business strategy and it will be required to raise additional capital.

If the Company is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Placement and the Offer, existing working capital and funds generated from operations, there can be no assurance that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all.

Any additional equity financing may be dilutive to the Company's existing Shareholders and any debt financing if available, may involve restrictive covenants, which limit the Company's operations and business strategy. The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse affect on the Company's activities.

(b) Contract renewals

The Company contracts directly with a small number of banks and utility companies (its customers) to provide ATMs or bill payment services. The largest of the Company's contracts accounts for approximately 52% of total revenue received for the year ended 31 March 2010.

The Company generates its revenue from ATMs through charging a fee for transactions occurring at each ATM to the banks or utility companies. The level of transaction fees charged is negotiated with customers and agreed for a fixed period of time, subject to contract renewal. There is no certainty that existing contracts, including the Company's largest contract, will be renewed or that current contracted transaction fees charged will be maintained when the existing terms expire. The future financial performance of the Company may be adversely affected if contracts with customers are not renewed or fees charged for transactions decline.

(c) Customers option to purchase hardware

The Company's largest customer may consider buying the hardware utilised in the performance of its contract with the Company following a period of 3 years from the date the hardware is first installed for use at an amount agreed in the contract. To date this right has not been exercised by the customer on any hardware which has been installed for longer than 3 years.

There can be no guarantee that the customer will not exercise its right to purchase the hardware, especially if the contract is not renewed or extended (refer Section 3.1(b)).

The future financial performance of the Company may be adversely affected if the customer exercises its right to acquire the hardware utilised in the performance of its contract, either during or at the conclusion of the contract term.

(d) Transaction volumes

The Company generates its revenue from ATMs through charging a fee for transactions occurring at each ATM. The level of transactions processed by each ATM is subject to a number of variables including, but not limited to, appropriate site selection, number of people entering the banking system, ability of Indian banks to issue cards to customers and the willingness of bank customers to use ATMs.

There can be no guarantee that the level of bank customers entering the banking system and being issued with ATM cards will remain at current levels or that the level of bank customers using the Company's ATMs will remain at current levels or increase.

The future financial performance of the Company may be adversely affected if the levels of transactions conducted at its ATMs decline due to lower usage by bank customers.

(e) India sovereign risk

Operating in India may result in the Company being exposed to external events which could adversely affect its future business plans. These developments include:

- (i) slow-down in government decisions due to political instability;
- (ii) adverse changes or unpredictability on foreign investment, import, ownership, pricing or tax issues;
- (iii) cultural problems, delays or legal disputes due to local partners and suppliers;
- (iv) labour unrest and industrial action;
- (v) disruption of normal business due to social and political unrest;
- (vi) corruption and bureaucratic inefficiency;
- (vii) unexpected delays and cost-overruns due to overlapping governmental jurisdiction; and
- (viii) fluctuation in interest, inflation and currency rates

The future financial performance of the Company may be adversely affected by any of these external events which may impact on the future profitability and cashflows of the Company.

(f) Legal system in India

The legal system operating in India may be less developed than more established countries, which may result in risks such as:

- (i) political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute;
- (ii) a higher degree of discretion on the part of governmental agencies;
- (iii) the lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights;
- (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or
- (v) relative inexperience of the judiciary and court in such matter.

The commitment by local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress

may be uncertain or delayed. There can be no assurance that joint ventures, licences, license application or other legal arrangements will not be adversely affected by the actions of the government authorities or others and the effectiveness of and enforcement of such arrangements cannot be assured.

(g) Failure of systems

The Company relies heavily on information technology and computer systems for its business operations. Whilst the Company employs specialists in this area, it is unable to guarantee that failure of systems will not occur.

The Company's information technology and computer systems may also be at risk due to natural disasters, terrorist attacks, sabotage or hacking.

Any system interruption or failure, however caused, may have a material impact on the Company's business, its future profitability and cashflows.

(h) Intellectual Property Rights

Although the Company is not aware of any third party interests in relation to its intellectual property and has taken steps to protect and confirm the ownership of the intellectual property, there is always a risk of third parties bringing a claim in relation to any aspect of the intellectual property. If any disputes arise, this could adversely affect the financial affairs of Company.

There can be no assurance that the Company's intellectual property will afford the Company commercially significant, or indeed, any protection, or that competitors will not develop competing technologies that circumvent such intellectual property.

Although the Company will implement all reasonable endeavours to protect its interest in its intellectual property there can be no assurance that these measures have been, or will be, sufficient.

(i) Competition

The Company's current and future potential competitors include companies with substantially greater resources than it. There is no assurance that competitors will not succeed in developing products that are more effective or economic than the current ATMs or any of those being utilised by the Company or which would render the ATMs obsolete and/or otherwise uncompetitive.

In addition, the Company may not be able to compete successfully against current or future competitors where aggressive pricing policies are employed to capture market share. Such competition could result in transaction fee reductions, reduced gross margins and loss of market share, any of which could materially adversely affect the Company's future business, operating results and financial position.

Increased competition within the industry may also affect the Company's ability to secure new contracts for the supply of ATMs, impact on the availability of suitable sites for ATM placement or impact on the level of transaction fees the Company can charge for its services any of which could materially adversely affect the Company's future business, operating results and financial position

(j) Operating Risks

The operation of ATMs may be affected by various factors, including failure to locate or identify a suitable location; failure to achieve predicted levels of transaction fees; operational and technical difficulties of ATMs; difficulties in commissioning and operating ATMs; mechanical failure or breakdown of ATMs; adverse weather conditions; industrial disputes; and unexpected shortages or increases in the costs of ATM machines, consumables or spare parts.

(k) Business growth

There is a risk that management of the Company will not be able to implement the Company's growth strategy.

The success of the Company involves the installation and implementation of ATM and payment solution systems in India, including the identification and acquisition of suitable sites and the successful implementation of its telecommunication connectivity.

The capacity of the management of the Company to properly implement and manage the strategic direction of the Company, including the implementation and improvement of its operational systems and controls, may affect the Company's financial results and cashflows.

(l) Reliance on key personnel

The Company is reliant on its management. The loss of one or more of these individuals could adversely affect the Company.

In addition, the Company's ability to manage growth effectively will require it to continue to implement and improve its management systems and to recruit and train new employees and consultants. Although the Company expects to be able to do so in the future, there can be no assurance that the Company will be able to attract and retain skilled and experienced personnel and consultants.

(m) Foreign exchange risk on revenues and expenses

The revenue the Company generates, and a significant portion of the Company's operating expenses, are denominated in Indian Rupee whereas the income and expenditure of the Company are, and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the Indian Rupee and the Australian dollar as determined in international markets.

(n) Fraud

As with any device containing objects of value, ATMs and the systems they depend on to function may be the targets of fraud. Fraud against ATMs and people's attempts to use them take several forms including, but not limited to, stealing information from cards inserted into the ATM, accidental dispensing of cash denominations and card cloning or skimming.

Whilst the Company takes all necessary precautions to protect itself from occurrences of fraud occurring within its business operations there can be no guarantee that it will not be subjected to an incident involving fraud which may result in a loss of reputation and financial loss to the Company which may affect its profitability and cashflows,

(o) General Economic Conditions

The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates, access to debt and capital markets, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters, and government fiscal, monetary and regulatory policies. A prolonged deterioration in general economic condition, including a decrease in commodity demand, may have an adverse impact on the Company's business or financial condition.

No guarantee can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factor. None of the Board, the Company, or any person associated with the Offer guarantees the market price at which the Shares will trade.

(p) Global Credit and Investment Markets

Global credit, commodity and investment markets have recently experienced a high degree of uncertainty and volatility. The factors which have lead to this situation have been outside the control of the Company and may continue for some time resulting in

continued volatility and uncertainty in world stock markets (including ASX). This may impact the price at which the Company's Securities trade regardless of operating performance and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required.

(q) Securityholders' Margin Lending arrangements

Securityholders may, from time to time, enter into margin lending arrangements for the purchase of Securities in the Company on terms and conditions not known to the Company.

The Directors are unable to predict the risk of financial failure or default by a Securityholder who has entered into such an arrangement or insolvency or other managerial failure by any party who may have provided such an arrangement to the Securityholder. Such an event may lead to parcels of Securities being made available for sale which may impact negatively on the price of the Company's Securities.

(r) Taxation and government regulations

Changes in taxation and government legislation in a range of areas (for example, the Corporations Act, accounting standards, and taxation law) can have a significant influence on the outlook for companies and the returns to investors.

The recoupment of taxation losses accrued by the Company from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in the jurisdictions in which the Company operates. There is no guarantee that the Company will satisfy all of these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cashflows of the Company.

(s) Joint venture parties, contractors and agents

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is, or may become a party; or insolvency or other managerial failure by any of the contractors used by the Company in any of its activities; or insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

3.2 General Risks

(a) Securities Investment

Applicants should be aware that there are risks associated with any securities investment. The prices at which the Company's Securities trade may be above or below the issue price, and may fluctuate in response to a number of factors.

Furthermore, the stock market, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. These factors may materially affect the market price of the Securities, regardless of the Company's operational performance.

(b) Share Market Conditions

The market price of the Securities may fall as well as rise and may be subject to varied and unpredictable influences on the market for securities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) General Economic Climate and Share Market Conditions

Factors such as global credit risks, inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, commodity prices and stock market prices. The Company's future revenues and the market price for its listed securities may be affected by these factors, which are beyond the Company's control.

3.3 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus. Potential investors should consider that an investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for Securities pursuant to this Prospectus.

4. Additional Information

4.1 Market price of Shares

The Company's Shares have been suspended from trading on ASX since 2 December 2009. Historical share price information and the respective dates of those sales for the three months prior to 2 December 2009 were:

	Price	Date
Highest	\$0.02	25/11/2009
Lowest	\$0.01	10/9/2009
Last	\$0.02	25/11/2009

4.2 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company. There is no current policy to pay dividends.

4.3 Directors' and Proposed Directors' interests in Company Securities

Details of the Directors' and the Proposed Director's current and proposed interests in the Securities are specified as follows:

Director	Current Shares	On completion of the TSI Acquisition
Paul Boyatzis	17,650,000	122,452,581
Gary Foster	9,288,215	175,380,145
Simon Cato	950,000	950,000
Total	27,888,215	298,792,726

The Proposed Director, Yew Seng Kwa, currently holds 3,500,000 Shares. Following completion of the TSI Acquisition he will hold 3,500,000 Shares and 10,175,000 Options.

4.4 Directors' participation in the Offer

The Directors or their nominees will not participate in the Offer. However, the Proposed Director, Yew Seng Kwa will participate in the Option Offer.

4.5 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules of ASX.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 4.6 below).

4.6 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer, a copy of:

- (a) the Full Year Statutory Accounts containing the financial statements of the Company for the financial year ended 30 June 2009, being the last financial year for which financial statements were lodged with ASIC in relation to the Company on 30 September 2009;
- (b) The Half Year Report for the half year ended 31 December 2009 with was lodged with ASIC on 24 February 2010; and
- (c) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Full Year Statutory Accounts referred to in paragraph (a) and before the date of issue of this Prospectus are as follows:

Date Lodged	Subject of Announcement
19/08/2010	Results of meeting
19/08/2010	Company update presentation
28/07/2010	Amended Proxy Form
19/07/2010	Appendix 4C - quarterly
16/07/2010	Notice of General Meeting/Proxy Form
27/04/2010	Appendix 4C - quarterly
26/02/2010	Initial Director's Interest Notice x 3
26/02/2010	Becoming a substantial holder
25/02/2010	Appendix 3Z x 3
24/02/2010	Half Year Accounts
24/02/2010	Appendix 4D
23/02/2010	Appendix 3B
23/02/2010	QED to Pursue Merger with TSI
14/12/2009	Market Update - Suspension
02/12/2009	Suspension from Official Quotation
30/11/2009	Trading Halt
27/11/2009	Results of Annual General Meeting
05/11/2009	Notice of Initial Substantial Holder
28/10/2009	Appendix 4C - quarterly
23/10/2009	Notice of Annual General Meeting/Proxy Form
23/10/2009	Annual Report to shareholders
28/08/2009	Full Year Statutory Accounts

The following documents are available for inspection throughout the offer period of this Prospectus during normal business hours at the registered office of the Company at 6 Colin Street West Perth WA 6005.

this Prospectus;

the Constitution and Proposed Constitution; and

the consents referred to in Section 4.13 and the consents provided by the Directors to the issue of this Prospectus.

4.7 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

4.8 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

4.9 Directors' interests

Except as disclosed in this Prospectus, no Director or Proposed Director and no firm in which a Director or Proposed Director is a partner:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the offer of Securities under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of Securities under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the offer of Securities under this Prospectus.

4.10 Directors remuneration

Shareholders have approved an aggregate amount of up to \$500,000 to be paid as Directors' fees.

Directors are also entitled to reimbursement of all reasonable travelling, accommodation and other expenses that a Director properly incurs in attending meetings of Directors or any meetings of committees of Directors, in attending any meetings of Shareholders and in connection with the business of the Company.

All Directors have been appointed on 23 February 2010.

Mr Paul Boyatzis and Mr Gary Foster will receive Directors fees commencing from 1 March 2010 at the rate of \$60,000 per annum until completion of the TSI Acquisition.

Mr Simon Cato will receive Directors fees commencing from 1 March 2010 at the rate of \$30,000 per annum until completion of the TSI Acquisition.

Following completion of the TSI Acquisition:

- (a) Mr Paul Boyatzis will receive Directors fees as non-executive chairman of \$156,000 per annum;
- (b) Mr Gary Foster will receive a salary package of \$240,000 including statutory superannuation as managing Director;
- (c) Mr Simon Cato will receive fees as non-executive Director of \$30,000 per annum including statutory superannuation; and
- (d) The Proposed Director, Mr Yew Seng Kwa, will receive \$200,000 including statutory superannuation as an executive Director.

4.11 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the offer of Securities under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of Securities under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the offer of Securities under this Prospectus.

Hardy Bowen has acted as lawyers to the Company in relation to the Offer and will receive approximately \$15,000 (not including GST) for legal services rendered to the Company in connection with the Offer. In the past two years Hardy Bowen has received approximately \$38,953 for the provision of legal services to the Company.

4.12 Expenses of Offer

The estimated expenses of the Offer are as follows:

	\$
ASIC Lodgement fee	2,068
ASX quotation fee	1,500
Legal and Prospectus preparation expenses	20,000
Printing, mailing and other expenses	1,000
Total	24,568

4.13 Consents

The following consents have been given in accordance with the Corporations Act and have not been withdrawn as at the date of lodgement of this Prospectus with ASIC:

Hardy Bowen has given, and has not withdrawn, their written consent to being named in this Prospectus as solicitors to the Company. Hardy Bowen have not authorised or caused the issue of this Prospectus or the making of the Offer. Hardy Bowen make no representation regarding, and to the extent permitted by law exclude any responsibility for, any statements in or omissions from any part of this Prospectus.

4.14 Rights attaching to Shares

A summary of the rights attaching to Shares in the Company is set out below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in specific circumstances, the Shareholder should seek legal advice.

(a) Voting

At a general meeting, on a show of hands every Shareholder present in person has one vote. At the taking of a poll, every Shareholder present in person or by proxy and whose Shares are fully paid has one vote for each of his or her Shares. On a poll, the holder of a partly paid share has a fraction of a vote with respect to the share. The fraction is equivalent to the proportion which the amount paid (not credited) bears to the total amount paid and payable (excluding amounts credited).

(b) General Meetings

Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, financial statements and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and the Listing Rules.

(c) Dividends

The Directors may pay to Shareholders any interim and final dividends as, in the Directors' judgement, the financial position of the Company justifies. The Directors may fix the amount, the record date for determining eligibility and the method of payment. All dividends must be paid to the Shareholders in proportion to the number of, and the amount paid on, the Shares held.

(d) Transfer of Shares

Generally, all Shares in the Company are freely transferable subject to the procedural requirements of the Constitution, and to the provisions of the Corporations Act, the Listing Rules and the ASTC Operating Rules. The Directors may decline to register an instrument of transfer received where the transfer is not in registrable form or where refusal is permitted under the Listing Rules or the ASTC Operating Rules. If the Directors decline to register a transfer the Company must give reasons for the refusal. The Directors must decline to register a transfer when required by the Corporations Act, the Listing Rules or the ASTC Operating Rules.

(e) Variation of Rights

The Company may only modify or vary the rights attaching to any Shares with the prior approval by a special resolution of the Shareholders, or with the written consent of the holders of at least three-fourths of the issued Shares.

(f) Directors

The minimum number of Directors is three. Currently, there are three Directors. Directors, other than the managing Director must retire on a rotational basis so that one-third of Directors must retire at each annual general meeting. Any other Director who has been in office for three or more years must also retire. A retiring Director is eligible for re-election. The Directors may appoint a director either in addition to existing Directors or to fill a casual vacancy, who then holds office until the next annual general meeting.

(g) Decisions of Directors

Questions arising at a meeting of Directors are decided by a majority of votes. The Chairman has a casting vote.

(h) Issue of Further Shares

Subject to the Constitution, the Corporations Act and the Listing Rules, the Directors may issue, or grant options in respect of, Shares to such persons on such terms as they think fit. In particular, the Directors may issue preference shares, including redeemable preference shares, and may issue shares with preferred, deferred or special rights or restrictions in relation to dividends, voting, return of capital and participation in surplus on winding up.

(i) Officers' Indemnity

To the full extent permitted by the law and to the extent not covered by insurance, the Company must indemnify each officer of the Company against all losses and liabilities incurred by the person as an officer of the Company, including costs and expenses incurred in defending proceedings in which judgement is given in favour of the person or in which the person is acquitted or in connection with relief granted to the person in an application under the Corporations Act in respect to such proceedings.

(j) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present and voting at a general meeting. At least 28 days' notice of the intention to propose the special resolution must be given.

(k) ASX Listing Rules Prevail

To the extent that there are any inconsistencies between the Constitution and the Listing Rules, the Listing Rules prevail.

4.15 Terms and Conditions of Options

The following terms and conditions apply to each of the Options:

(a) Entitlement

The Options entitle the holder to subscribe for one Share upon exercise of each Option.

(b) Exercise Price and Expiry Date

The Options have an exercise price of \$0.045 (**Exercise Price**) and an expiry date of 30 November 2011 in respect of 50% of the Options and 30 November 2012 in respect of the remaining 50% of the Options (**Expiry Dates**).

(c) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Dates.

(d) Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(e) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then existing Shares of the Company.

(f) Quotation of Shares on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(g) Timing of issue of Shares

Within 15 Business Days after the later of the following:

- (i) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- (ii) the date the Company ceases to be in possession of excluded information in respect to the Company (if any) following the receipt of the Notice of Exercise and payment of the Exercise Price for each Option being exercised by the Company,

the Company will:

- (iii) allot and issue the Shares pursuant to the exercise of the Options;
- (iv) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
- (v) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(h) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(i) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(j) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

(k) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) **Quotation of Options**

Application will not be made for the official quotation on ASX of the Options.

(m) **Options transferable**

The Options will be transferrable.

(n) **Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

4.16 Terms and Conditions of Converting Notes

(a) Description

Each Converting Note will automatically convert into a new fully paid ordinary share at the converting date.

(b) Coupon

3.5% pa.

The coupon rate is payable by the issue of ordinary shares in the Company on the conversion or the maturity date of the Converting Note at \$0.025 per ordinary share.

(c) Term

The Converting Note expires on 14 August 2011.

(d) Issue Size

£2,000,000 (consideration paid for issue of 8,000,000 convertible notes issued by TSI).

(f) Face Value

\$0.0225.

(g) Number of Converting Notes

162,800,000.

(h) Converting Date

The Converting Notes will automatically convert on 14 August 2011.

(i) Redemption

Converting Notes cannot be redeemed.

(j) Converting Note Certificate

The noteholder shall be issued a Converting Note certificate in customary form.

(k) Transfer or Assignment

Converting Notes are not transferrable or assignable.

(l) Official Quotation

The Company will not apply to ASX for official quotation of the Converting Notes.

(m) Shareholder Approval

The issue of the Converting Notes is subject to the Company receiving shareholder approval.

4.17 Authorisation

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:

A handwritten signature in black ink, appearing to be 'P. Boyatzis', enclosed within a faint, dotted-line oval.

Paul Boyatzis
Director

Dated: 19 August 2010

5. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars.

Applicant means a person who submits an Application Form.

Application means a valid application for Securities made on an Application Form.

Application Form means the Share Application Form, Converting Note Application Form and the Option Application Form together or separately depending on the context.

Application Monies means application monies for Shares received by the Company.

ASIC means Australian Securities and Investments Commission.

ASTC means ASX Settlement and Transfer Corporation Pty Ltd (ACN 008 504 532).

ASX means ASX Limited ACN 008 129 164 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the Directors meeting as a board.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Subregistry System.

Company or **QED** means QED Occtech Limited ABN 98 057 335 672 (to be renamed Transaction Solutions International Limited).

Constitution means the constitution of the Company as at the date of this Prospectus.

Converting Note means the **converting notes** to be issued by the Company to Utilico each with a face value of \$0.0225, a coupon rate of 3.5% per annum and which automatically convert into a Share on 13 August 2011.

Converting Note Application Form means the converting note application form provided by the Company with a copy of this Prospectus.

Converting Note Offer means the offer of Converting Notes set out in Section 1.2.

Converting Note Offer Closing Date has the meaning in Section 1.4.

Converting Note Offer Opening Date has the meaning in Section 1.

Corporations Act means the Corporations Act (Cth) 2001.

Directors mean the directors of the Company as at the date of this Prospectus.

Full Year Statutory Accounts means the financial report lodged by the Company with ASIC in respect to the year ended 30 June 2009 and includes the corporate directory, chairman's report, review of activities, Shareholder information, financial report of the Company and its controlled entities for the year ended 30 June 2009, together with a Directors' report in relation to that financial year and the auditor's report for the year to 30 June 2009.

Half Year Report means the half year financial report lodged by the Company with ASIC in respect to the half year ended 31 December 2009 and includes the financial report of the Company and its controlled entities for the half year ended 31 December 2009, together with a Directors' report in relation to that half year and the auditors report on the condensed half year financial report for the half year to 31 December 2009.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the Listing Rules of ASX.

Offer has the meaning in Section 1.2.

Official List means the official list of ASX.

Official Quotation means quotation of Securities on the Official List.

Option means an option to acquire one Share in the Capital of the Company.

Option Application Form means the option application form provided by the Company with a copy of this Prospectus.

Option Offer means the offer of Options set out in Section 1.2.

Option Offer Closing Date has the meaning in Section 1.4.

Option Offer Opening Date has the meaning in Section 1.4.

Proposed Director means Yew Seng Kwa.

Prospectus means this prospectus with the date in Section 5.

Section means a section of this Prospectus.

Securities mean any securities including Shares, Options or Convertible Notes issued or granted by the Company.

Securityholder means any person holding Securities.

Share means an ordinary fully paid share in the capital of the Company.

Share Offer means the offer of Shares set out in Section 1.2.

Share Application Form means the share application form provided by the Company with a copy of this Prospectus.

Share Offer Closing Date has the meaning in Section 1.4.

Share Offer Opening Date has the meaning in Section 1.4.

Shareholder means a holder of Shares.

TSI means Transaction Solutions International plc, company number 05679983 of Pempar House, 9 Cloak Lane, London EC4R2RU.

TSI Acquisition has the meaning given in Section 1.1(a).

Utilico means Utilico Emerging Markets Limited a company incorporated under the laws of Bermuda with Company Registration Number 36941 and with its registered office located at Canon's Court 22 Victoria Street Hamilton HM 12.

WST means Western Standard Time, being the time in Perth, Western Australia.