

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS**

12 February 2010

## **Norfolk Group Limited – Pro-rata Renounceable Rights Issue Despatch of Offer Documents**

An Offer Booklet and personalised Entitlement & Acceptance Form in connection with the renounceable rights issue announced by Norfolk Group Limited (**Norfolk**) on 3 February 2010 are being despatched today to all Norfolk shareholders with a registered address in Australia or New Zealand. A copy of the Entitlement & Acceptance Form is attached. A copy of the Offer Booklet was lodged with ASX on 3 February 2010.

A letter to those Norfolk shareholders with a registered address outside Australia and New Zealand notifying them that they are ineligible to participate in the rights issue will also be despatched today. A copy of that letter is also attached.

### **Shareholder Enquiries**

Shareholders who have questions regarding the Offer should phone the Norfolk Shareholder Information Line on 1300 881 079 (within Australia) or +61 2 8280 7506 (from outside Australia) any time between 8:30am and 5:30pm (AEDT), Monday to Friday from Friday 12 February 2010 to Tuesday 9 March 2010.

### **For further information please contact:**

Rose Redmayne  
Norfolk Group Limited  
Email: [redmayne@norfolkgl.com](mailto:redmayne@norfolkgl.com)  
Phone: +61 2 9933 1001

### **Norfolk Group Limited**

Norfolk is a leading international provider of integrated building and engineering services. In Australia, Norfolk is number one in the electrical and non-residential HVAC (heating, ventilation and airconditioning) maintenance services markets.

Norfolk employs more than 3,500 people, including highly skilled engineers, electricians, plumbers, air conditioning technicians and apprentices, across more than 150 sites throughout Australia, New Zealand and India. Norfolk has more than 19,500 customers across a range of sectors including infrastructure, industrial, commercial, resources, retail, government and communications.

For further information on Norfolk, please visit [www.norfolkgl.com](http://www.norfolkgl.com).

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This announcement does not constitute an offer to *sell* or a *solicitation of an offer to buy*, securities in the United States, or to any person that is, or is acting for the account or benefit of, any "U.S. person" (as defined in Regulation S under the U.S. Securities Act of 1933 as amended (the U.S. Securities Act) (U.S. Person)). The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons unless the securities are registered under the U.S. Securities Act or an exemption from the registration requirements of the U.S. Securities Act is available.

This announcement contains certain forward-looking statements. The words "anticipate", "believe", "expect", "project", "estimate", "likely", "intend", "should", "could", "may", "target", "plan" and other similar expressions are intended to identify forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Norfolk and its officers, employees, agents or associates, which may cause actual results to differ materially from those expressed or implied in such statements. Some of these risks are set out in the investor presentation released to the ASX and available on Norfolk's website. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements. These forward-looking statements are based on information liable to Norfolk as of the date of this release. Except as required by law or regulation, Norfolk assumes no obligation to update such information.



# Norfolk Group Limited

ACN 125 709 971

All Registry communications to:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia  
Telephone: 1300 881 079  
From outside Australia: +61 2 8280 7506  
Facsimile: (02) 9287 0303  
ASX Code: NFK  
Website: www.linkmarketservices.com.au

**SRN/HIN:**  
**Entitlement Number:**  
**Subregister:**  
**Number of existing Norfolk shares held as at the Record Date, 7:00pm (AEDT) on 11 February 2010:**  
**Entitlement to New Shares (on a 2 New Shares for 9 existing Norfolk shares basis):**  
**Amount payable on full acceptance at A\$0.72 per New Share:**

**Offer Closes 5:00pm (AEDT): 26 February 2010**

## ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 2 New Shares for every 9 existing Norfolk shares that you hold on the Record Date, at an offer price of A\$0.72 per New Share. You may also apply for Additional Shares in excess of your entitlement, at the offer price. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

**IMPORTANT:** The Offer is being made under the Offer Booklet dated 3 February 2010. The Offer Booklet contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Offer Booklet. This Entitlement and Acceptance Form should be read in conjunction with the Offer Booklet.

If you do not have a paper copy of the Offer Booklet, you can obtain a paper copy at no charge, by calling the Norfolk Shareholder Information Line on 1300 881 079 (within Australia) or +61 2 8280 7506 (from outside Australia).

## PAYMENT OPTIONS

If you wish to take up all or part of your entitlement (as shown above), or take up all of your entitlement and apply for Additional Shares, you have two payment options detailed below.

### OPTION 1: PAYING BY BPAY®

If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5:00pm (AEDT) on 26 February 2010. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will have deemed to have completed an Entitlement and Acceptance Form for the number of New Shares subject of your Application Monies.

### OPTION 2: PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

If paying by cheque, bank draft or money order, complete and return the acceptance slip below with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (AEDT) on 26 February 2010.



Billers Code: 758052  
Ref:

**Telephone & Internet Banking – BPAY®**  
Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au  
© Registered to BPAY Pty Ltd ABN 69 079 137 518

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form. If you do not take up or sell your Rights, you may not receive any value for them. It is important that you decide whether to accept or sell your Rights in accordance with the Offer Booklet.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**



Norfolk Group Limited  
ACN 125 709 971

Please detach and enclose with payment

**SRN/HIN:**  
**Entitlement Number:**

<b>A</b> Number of New Shares accepted (being not more than your entitlement shown above)	<b>B</b> Number of Additional Shares	<b>C</b> Total number of New Shares accepted (add Boxes A and B)
<input type="text"/>	+ <input type="text"/>	= <input type="text"/>

**D PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS** – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “Norfolk Group – Rights Issue” and crossed “Not Negotiable”.

Drawer	Cheque Number	BSB Number	Account Number	Amount Payable
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<b>A\$</b> <input type="text"/>

<b>E CONTACT DETAILS</b> – Telephone Number	Telephone Number – After Hours	Contact Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

# NORFOLK GROUP LIMITED (“NORFOLK”)

The Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia and New Zealand. In particular the Offer is not being made to any person in the U.S. or to a U.S. Person. The Offer Booklet and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire New Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

## ACCEPTANCE OF OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®.

- you represent and warrant that you have read and understood the Offer Booklet and that you acknowledge the matters, and make the warranties and representations in Section 6 Part C of the Offer Booklet;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the constitution of Norfolk.

## HOW TO APPLY FOR NEW SHARES

### 1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you are selling part of your Rights on ASX or otherwise, and taking up the balance of your entitlement, you must return the acceptance slip and pay for those New Shares via cheque, bank draft or money order. You cannot pay via BPAY®. If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: [www.bpay.com.au](http://www.bpay.com.au)

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares (including Additional Shares) you wish to apply for by A\$0.72.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

### 2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

#### A. Acceptance of New Shares

Enter into Box A the number of New Shares you wish to apply for. The number of New Shares in Box A must be equal to or less than your entitlement, which is set out overleaf.

#### B. Application for Additional Shares

You can apply for more New Shares than your entitlement. Please enter the number of Additional Shares for which you wish to apply into Box B. Your application for Additional Shares may not be successful (wholly or partially). Information on how Additional Shares will be allocated is set out in Section 5 Part C of the Offer Booklet. The decision of Norfolk on the number of New Shares to be allocated to you will be final. No interest will be paid on any Application Monies received or returned.

### C. Total number of New Shares subscribed for

To calculate total number of New Shares subscribed for, add Box A and Box B and enter this in Box C.

### D. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section D. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “Norfolk Group – Rights Issue” and crossed “Not Negotiable”. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for the incorrect amount, Norfolk may treat you as applying for as many New Shares and Additional Shares as your cheque, bank draft or money order will pay for.

### E. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

### 3. SALE OF YOUR RIGHTS IN FULL OR IN PART ON ASX AND ACCEPTANCE OF THE BALANCE

If you wish to sell all of your Rights on ASX or if you wish to sell part of your Rights on ASX and accept the balance you should contact your stockbroker and provide details as requested which appear overleaf. In respect of the balance of your entitlement which you are taking up, you must return the acceptance slip and pay for those New Shares via cheque, bank draft or money order. You cannot pay via BPAY®.

You should complete the “Instructions to your Stockbroker” panel below and forward this Entitlement and Acceptance Form to your stockbroker.

#### Instructions to your Stockbroker

I/We have accepted	<input type="text"/>
	New Shares as per reverse side
And attach a cheque/bank draft for	<b>A\$</b> <input type="text"/>
	being Application Monies at A\$0.72 per New Share
I/We wish to sell	<input type="text"/>
	Rights to New Shares

### 4. DISPOSAL OF YOUR RIGHTS IN FULL OR IN PART OTHER THAN ON ASX AND ACCEPTANCE OF THE BALANCE

A renunciation form must be used for all other transactions. These forms may be obtained from the Norfolk Registry or your stockbroker. In respect of the balance of your entitlement which you are taking up, you must return the acceptance slip and pay for those New Shares via cheque, bank draft or money order. You cannot pay via BPAY®.

### 5. OVERSEAS SHAREHOLDERS

The Offer Booklet and Entitlement and Acceptance Form do not constitute an offer of securities in any jurisdiction outside of Australia and New Zealand or to any person to whom it would not be lawful to issue the Offer Booklet. By applying for New Shares under this Entitlement and Acceptance Form or by accepting this offer, you represent and warrant that applying for New Shares does not breach any law in any relevant overseas jurisdiction.

## 6. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

Norfolk Group Limited  
C/- Link Market Services Limited  
GPO Box 3560  
Sydney NSW 2001

#### Hand Delivery

Norfolk Group Limited  
C/- Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000 **(Please do not use this address for mailing purposes)**

Make sure you send your acceptance slip and Application Money allowing enough time for mail delivery, so the Registry receives them no later than 5:00pm (AEDT) on 26 February 2010. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Norfolk reserves the right to process any acceptance slips and cheques, bank drafts or money orders received after the closing date.

**If you require further information on how to complete this Entitlement and Acceptance Form, please contact the Norfolk Shareholder Information Line on 1300 881 079 (within Australia) or +61 2 8280 7506 (from outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday from Friday 12 February 2010 to Tuesday 9 March 2010.**



3 February 2010

[Address line 1]  
[Address line 2]

Dear Shareholder,

**Pro-rata renounceable rights issue to raise approximately \$20 million**

Norfolk Group Limited (**Norfolk**) has today announced an equity capital raising of approximately \$20 million by way of a 2-for-9 pro-rata renounceable rights issue (the **Offer**) of approximately 20.89 million fully paid new ordinary shares (**New Shares**).

The record date is 11 February 2010. The Offer is open to shareholders at the record date whose registered address is in Australia or New Zealand (and who are not otherwise ineligible to participate).

In accordance with ASX Listing Rule 7.7.1, Norfolk has decided that it is unreasonable to extend the Offer to shareholders with a registered address outside of Australia and New Zealand, having regard to:

- the number of shareholders outside of Australia and New Zealand;
- the number and value of New Shares that would be offered to shareholders outside of Australia and New Zealand; and
- the cost of complying with the legal requirements, and requirements of regulatory authorities, in the overseas jurisdictions.

According to our share registry records, the registered address for your holding is not in Australia or New Zealand. Accordingly, we regret to inform you that you are not eligible to participate in the Offer. Consequently, Norfolk has arranged to sell your rights to subscribe for New Shares through Commonwealth Securities Limited (the **Nominee**) in Australia. The net proceeds (if any) from the sale of your rights under the Offer will be sent to you at your registered address.

The Nominee will have the absolute and sole discretion to determine the timing and the price at which your rights may be sold and the manner in which any sale is made. Any interest earned on the proceeds of the sale of rights will firstly be applied against the expenses of the sale, including brokerage, and any balance will accrue to Norfolk.

The proceeds of sale (if any) will be paid in Australian dollars to you in proportion to your shareholding (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by Norfolk in distributing those proceeds, the proceeds may be retained by the Nominee. Notwithstanding that the Nominee may sell your rights, you may not receive any net proceeds if the costs of the sale are greater than the sale proceeds.

Neither Norfolk nor the Nominee will be liable for a failure to sell rights or to sell rights at any particular price. If the Nominee is unable to sell the rights, then the rights will be allowed to lapse.

Yours sincerely

Rod Keller  
**Chairman**  
**Norfolk Group Limited**

