

MinterEllison

L A W Y E E R S

RIALTO TOWERS, 525 COLLINS STREET, MELBOURNE VIC 3000, DX 204 MELBOURNE

To The Manager
Companies Announcements Office
ASX Limited
Facsimile 1300 135 638
Telephone 1800 814 051

From David Korman
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Facsimile +61 3 8608 1152
Direct line +61 3 8608 2938
Our Ref BFO 30-5894890

Date 19 November 2008 Number of pages (including this one): 3

Subject **Off-market bid by Clever Communications Australia Limited to acquire all fully paid ordinary shares in BigAir Group Limited**

Please see attached correspondence.

MinterEllison

LAWYERS

19 November 2008

RIALTO TOWERS 525 COLLINS STREET MELBOURNE
GPO BOX 769G MELBOURNE VIC 3001 AUSTRALIA
DX 204 MELBOURNE www.minterellison.com
TELEPHONE +61 3 8608 2000 FACSIMILE +61 3 8608 1000**BY FACSIMILE**The Manager
Companies Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir or Madam

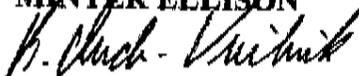
Off-market bid by Clever Communications Australia Ltd to acquire all fully paid ordinary shares in BigAir Group Ltd

On behalf of Clever Communications Australia Ltd, we:

1. enclose a copy of a notice of variation of offer dated 19 November 2008 served on BigAir Group Ltd and each person to whom an offer was made under the off-market bid;
2. advise, as required by listing rule 3.2, that:
 - (a) the percentage of securities in the bid class in which Clever Communications Australia Ltd and its associates had a relevant interest when the first of the takeover offers under the off-market bid were made was 0.00%; and
 - (b) the percentage of securities in the bid class in which Clever Communications Australia Ltd and its associates have a relevant interest at the date of the extension of the offer period is 13.59%; and
3. enclose a copy of a notice dated 19 November 2008 pursuant to section 630(2) of the *Corporations Act 2001* (Cth) served on BigAir Group Ltd.

Yours faithfully

MINTER ELLISON

Contact: David Korman Direct phone: +61 3 8608 2938 Direct fax: +61 3 8608 1152
Email: david.korman@minterellison.com
Partner responsible: Bart Oude-Vrielink Direct phone: +61 3 8608 2908
Our reference: BFO 30-5894890

enclosure

MINTER ELLISON GROUP AND ASSOCIATED OFFICESSYDNEY MELBOURNE BRISBANE CANBERRA ADELAIDE PERTH GOLD COAST DARWIN
AUCKLAND WELLINGTON HONG KONG SHANGHAI JAKARTA LONDON

CLEVER COMMUNICATIONS AUSTRALIA LIMITED

ACN 103 623 356

NOTICE OF VARIATION OF OFFER (PERIOD)**TO:** BigAir Group Limited**AND TO:** Each person to whom an offer was sent under the off-market bid

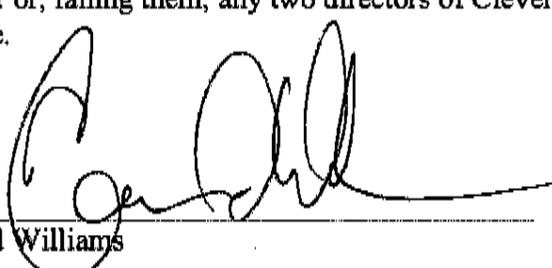
Clever Communications Australia Limited gives notice under section 650D of the *Corporations Act 2001* (Cth) of a variation of the takeover offers contained in the Clever Communications Australia Limited's Bidder's Statement, dated 20 October 2008 ('**Bidder's Statement**').

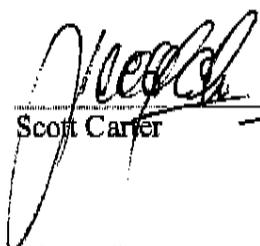
Clever Communications Australia Limited varies the Bidder's Statement by:

- (a) extending the period during which the offers remain open for acceptance until 7.00pm on 24 December 2008;
- (b) varying the date referred to:
 - (i) on the cover of the Bidder's Statement;
 - (ii) on page 2, under 'Offer scheduled to close';
 - (iii) on page 3 in the Chairman's letter under 'How to accept the offer';
 - (iv) on page 6, in the section entitled 'Offer Period' after 'and closes at 7.00 pm (Sydney time) on'; and
 - (v) in paragraph 9.2(a) of the Bidder's Statement, to 24 December 2008; and
- (c) varying the date referred to in paragraph 9.10 of the Bidder's Statement to 16 December 2008.

DATE 19 November 2008

SIGNED for and on behalf of Clever Communications Australia Limited pursuant to a resolution passed at a meeting of directors held on 19 November 2008 authorising David Williams and Scott Carter or, failing them, any two directors of Clever Communications Australia Limited to sign this notice.



David Williams

Scott Carter

A copy of this notice was lodged with the Australian Securities & Investments Commission on 19 November 2008. The Australian Securities & Investments Commission takes no responsibility as to the contents of this notice.

CORPORATIONS ACT 2001 (CTH)

NOTICE BY

CLEVER COMMUNICATIONS AUSTRALIA LTD

ACN 103 623 356

PURSUANT TO SECTION 630(2)

Clever Communications Australia Ltd states, pursuant to section 630(2) of the *Corporations Act 2001* (Cth) that:

1. the period during which the offers under the off-market bid by Clever Communications Australia Ltd to acquire all ordinary shares in BigAir Group Ltd, contained in Clever Communications Australia Ltd's Bidder's Statement, dated 20 October 2008, remain open for acceptance is extended until 24 December 2008;
2. the new date for the giving of the notice referred to in section 630(1) of the *Corporations Act 2001* (Cth) relating to the status of the conditions in clause 9.7 of Clever Communications Australia Ltd's Bidder's Statement is 16 December 2008; and
3. in relation to each such condition, the offers have not been freed from the conditions and, so far as Clever Communications Australia Ltd knows, the conditions were not fulfilled on the date this notice is given.

DATED 19 November 2008

SIGNED for and on behalf of Clever Communications Australia Limited pursuant to a resolution passed at a meeting of directors held on 19 November 2008 authorising David Williams and Scott Carter or, failing them, any two directors of Clever Communications Australia Limited to sign this notice.

David Williams

Scott Carter