

# GARRATT'S LIMITED

ACN 000 003 725

Telephone: +61 2 9224 5555 Facsimile: +61 2 9224 5550

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10 January 2008  
Company Announcements Office  
Australian Stock Exchange  
Level 4  
20 Bridge Street  
Sydney NSW 2000

Via ASX Online

(Page 1 of 13)

## ANNOUNCEMENT

### **CONVERSION OF CONVERTIBLE NOTES – APPENDICES 3B and 3Y**

We hereby lodge the attached Appendices 3B and 3Y for Mr Christopher Campbell and Mr Chiang Meng Heng.

Stephanie Noble  
Company Secretary

# 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

GARRATT'S LIMITED

ABN

95 000 003 725

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   | Ordinary Shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 16,800,000  |
| 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 ordinary shares arising from the conversion on 10 January 2008 of all the 16,800,000 convertible notes maturing on 31 October 2010 with interest at 1% per annum and conversion at 10 cents per fully paid ordinary share, that were issued in 2005. |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>\$0.10</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Conversion of Convertible Notes into Ordinary Shares.</p>				
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>10 January 2008</p>				
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">40,590,562</td> <td style="text-align: center;">Ordinary Shares</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	40,590,562	Ordinary Shares
Number	<sup>+</sup> Class				
40,590,562	Ordinary Shares				

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+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Not applicable	-
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a declared dividend policy	

## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	Not applicable	
12 Is the issue renounceable or non-renounceable?	Not applicable	
13 Ratio in which the +securities will be offered	Not applicable	
14 +Class of +securities to which the offer relates	Not applicable	
15 +Record date to determine entitlements	Not applicable	
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable	
17 Policy for deciding entitlements in relation to fractions	Not applicable	
18 Names of countries in which the entity has +security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not applicable	
19 Closing date for receipt of acceptances or renunciations	Not applicable	

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable

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+ See chapter 19 for defined terms.

- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)? Not applicable
- 33 <sup>+</sup>Despatch date Not applicable

### 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  
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

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

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<sup>+</sup> See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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**Entities that have ticked box 34(b)**

38 Number of securities for which +quotation is sought 

Not applicable
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39 Class of +securities for which quotation is sought 

Not applicable
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40 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:  
 • the date from which they do  
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable
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41 Reason for request for quotation now  
  
 Example: In the case of restricted securities, end of restriction period  
  
 (if issued upon conversion of another security, clearly identify that other security)

Not applicable
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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Not applicable	-

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+ 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.

Sign here: ..... Date: 10 January 2008  
(Director/Company secretary)

Print name: Christopher Campbell

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## Answers to Questions 35 and 36 of Appendix 3B

### Question 35

Name	Number	Percentage
Chiang Meng Heng	14,000,000	83.34
Jilcy Pty Ltd ( Jilcy Super Fund A/C)	2,324,000	13.83
Bankura Pty Ltd (Campbell Family Trust A/C)	476,000	2.83
Total ' Additional Securities'	16,800,000	100.00

### Question 36

All holders are on the '100,001 and over' category.

# Appendix 3Y

## Change of Director's Interest Notice

*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 30/9/2001.

<b>Name of entity</b>	GARRATT'S LIMITED
<b>ABN</b>	93 000 003 725

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	CHRISTOPHER CAMPBELL
<b>Date of last notice</b>	3/10/2007

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	DIRECT and INDIRECT	
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	DIRECTOR JILCY PTY LTD (JILCY SUPER FUND A/C) BANKURA PTY LTD (CAMPBELL FAMILY TRUST A/C)	
<b>Date of change</b>	10/01/2008	
<b>No. of securities held prior to change</b>	DIRECT	4,000
	INDIRECT	3,983,527
<b>Class</b>	ORDINARY SHARES	
<b>Number acquired</b>	2,800,000	
<b>Number disposed</b>	NIL	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$280,000	
<b>No. of securities held after change</b>	DIRECT	4,000
	INDIRECT	6,783,527

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>CONVERSION OF CONVERTIBLE NOTES</p>
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**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<p><b>Detail of contract</b></p>	<p>CONVERTIBLE NOTES</p>
<p><b>Nature of interest</b></p>	<p>DIRECTOR          JILCY PTY LTD (JILCY SUPER FUND A/C)          BANKURA PTY LTD (CAMPBELL FAMILY TRUST A/C)</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>JILCY PTY LTD (JILCY SUPER FUND A/C)          BANKURA PTY LTD (CAMPBELL FAMILY TRUST A/C)</p>
<p><b>Date of change</b></p>	<p>10/01/2008</p>
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	<p>N/A</p>
<p><b>Interest acquired</b></p>	<p>N/A</p>
<p><b>Interest disposed</b></p>	<p>CONVERTED TO ORDINARY SHARES</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>\$280,000</p>
<p><b>Interest after change</b></p>	<p>NIL</p>

+ See chapter 19 for defined terms.

*Rule 3.19A.2* **Appendix 3Y**

**Change of Director's Interest Notice**

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Introduced 30/9/2001.

<b>Name of entity</b>	GARRATT'S LIMITED
<b>ABN</b>	93 000 003 725

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	CHIANG MENG HENG
<b>Date of last notice</b>	13/10/2004

**Part 1 - Change of director's relevant interests in securities**

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	DIRECT and INDIRECT	
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	SPOUSE ENG KIM LOW	
<b>Date of change</b>	10/01/2008	
<b>No. of securities held prior to change</b>	DIRECT	7,162,760
	INDIRECT	3,779,126
<b>Class</b>	ORDINARY SHARES	
<b>Number acquired</b>	14,000,000	
<b>Number disposed</b>	NIL	
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$1,400,000	
<b>No. of securities held after change</b>	DIRECT	21,162,760
	INDIRECT	3,779,126
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	CONVERSION OF CONVERTIBLE NOTES	

+ See chapter 19 for defined terms.

## Appendix 3Y Change of Director's Interest Notice

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### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	CONVERTIBLE NOTES
<b>Nature of interest</b>	HOLDER
<b>Name of registered holder (if issued securities)</b>	CHIANG MENG HENG
<b>Date of change</b>	10/01/2008
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	CONVERTED TO ORDINARY SHARES
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	\$1,400,000
<b>Interest after change</b>	NIL

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+ See chapter 19 for defined terms.