



**REDFLEX**  
HOLDINGS

Redflex Holdings Limited

ACN 069 306 216

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## Release to Australian Stock Exchange

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**8 January 2004** Attached is an Appendix 3B in relation to shares issued pursuant to the placement and the exercise of options. Also attached are four Appendix 3Y.

For further information:

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# 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.

Name of entity

**REDFLEX HOLDINGS LIMITED**

ABN

96 069 306 216

We (the entity) give ASX the following information.

### Part 1 - All issues

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

- |   |  |                            |
|---|--|----------------------------|
| 1 | +Class of +securities issued or to be issued   | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 10,585,991                 |
| 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 |

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +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>7,310,956 at \$0.8475 each 3,275,035 at \$1.10 each</p>												
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>7,310,956 Shares were issued pursuant placement of shares approved by members at the Company's recent AGM.</p> <p>3,275,035 Shares were issued pursuant to the exercise of RDFOB options which expired on 31/12/03.</p>												
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>Shares issued pursuant to the placement were entered on 19 December 2003</p> <p>Shares issued pursuant to the exercise of options were entered 8 January 2004</p>												
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>83,041,428</td> <td>Ordinary Shares (RDF)</td> </tr> </tbody> </table>	Number	+Class	83,041,428	Ordinary Shares (RDF)								
Number	+Class												
83,041,428	Ordinary Shares (RDF)												
<p>9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>5</td> <td>Employee Shares fully paid (RDFAI)</td> </tr> <tr> <td>40,000</td> <td>Options expiring 8/8/04 exercisable at \$2.60 (RDFAM)</td> </tr> <tr> <td>60,000</td> <td>Options expiring 20/5/06 exercisable at \$1.52 (RDFAO)</td> </tr> <tr> <td>20,000</td> <td>Options expiring 11/1/06 exercisable at \$1.66 (RDFAP)</td> </tr> <tr> <td>500,000</td> <td>Options expiring 30/6/05 exercisable at \$4.98 (RDFAQ)</td> </tr> </tbody> </table>	Number	+Class	5	Employee Shares fully paid (RDFAI)	40,000	Options expiring 8/8/04 exercisable at \$2.60 (RDFAM)	60,000	Options expiring 20/5/06 exercisable at \$1.52 (RDFAO)	20,000	Options expiring 11/1/06 exercisable at \$1.66 (RDFAP)	500,000	Options expiring 30/6/05 exercisable at \$4.98 (RDFAQ)
Number	+Class												
5	Employee Shares fully paid (RDFAI)												
40,000	Options expiring 8/8/04 exercisable at \$2.60 (RDFAM)												
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20,000	Options expiring 11/1/06 exercisable at \$1.66 (RDFAP)												
500,000	Options expiring 30/6/05 exercisable at \$4.98 (RDFAQ)												

+ See chapter 19 for defined terms.

1,800,000	Options expiring 01/02/08, exercisable at \$0.50, with one third exercisable on or after 01/02/04, after which date a further 50,000 are exercisable on the first day of each calendar month thereafter (RDFAR)
2,655,000	Options expiring 30/09/08, exercise price at date of issue is \$0.58 and will increase at the compounding rate of 3% per annum until exercised, one third exercisable on or after 01/02/04, one third exercisable on or after 01/02/05 and one third exercisable on or after 01/02/06 (RDFAS)

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

**Part 2 - Bonus issue or pro rata issue – Not applicable**

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the +securities will be offered

14 +Class of +securities to which the offer relates

15 +Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

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19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale	

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+ See chapter 19 for defined terms.

through a broker)?

33 +Despatch date

### Part 3 - Quotation of securities – Not applicable

*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 +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +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 +securities

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

38 Number of securities for which +quotation is sought 

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39 Class of +securities for which quotation is sought 

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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

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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)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)		

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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.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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.

Marilyn Stephens  
7 January 2004

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# 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.

Name of entity	REFLEX HOLDINGS LIMITED
ABN	96 069 306 216

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.

Name of Director	CHRISTOPHER COOPER
Date of last notice	9 December 2003
Date of this notice	7 January 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*

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	related party
Date of change	133,228 on 19 December 2003 241,376 on 7 January 2004
No. of securities held prior to change	<u>As the registered holder</u> 16,709 Ordinary Shares (RDF)  <u>As not the registered holder</u> 355,767 Ordinary Shares (RDF) 30,443 Options expiring 31/12/03 (RDFOB)
Class	Fully paid ordinary shares
Number acquired	374,604 Ordinary Shares (RDF)
Number disposed	nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Placement of 133,228 at \$0.8475 for each share Exercise of 30,443 RDFOB options at \$1.10 each Purchase and exercise of 210,933 RDFOB options at \$1.10 each.
No. of securities held after change	<u>As the registered holder</u> 16,709 Ordinary Shares (RDF)  <u>As not the registered holder</u> 730,371 Ordinary Shares (RDF)

+ See chapter 19 for defined terms.

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

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<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>Placement of 133,228 RDF,          Off-market trade and exercise of 210,933 RДФOB,          Exercise of 30,443 RДФOB options</p>
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**Part 2 – Change of director's interests in contracts**

<p><b>Detail of contract</b></p>	<p>no change</p>
<p><b>Nature of interest</b></p>	<p>no change</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>no change</p>
<p><b>Date of change</b></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><b>Interest acquired</b></p>	
<p><b>Interest disposed</b></p>	
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<p><b>Interest after change</b></p>	

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# 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.

Name of entity	REFLEX HOLDINGS LIMITED
ABN	96 069 306 216

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.

Name of Director	ROBIN DEBERNARDI
Date of last notice	9 December 2003
Date of this notice	7 January 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*

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	related party
Date of change	19 and 24 December 2003 and 7 January 2004
No. of securities held prior to change	<u>As the registered holder</u> 126,359 Ordinary Shares (RDF) 38,965 Options expiring 31/12/03 (RDFOB)  <u>As not the registered holder</u> 2,583,634 Ordinary Shares (RDF) 315,415 Options expiring 31/12/03 (RDFOB)
Class	Fully paid ordinary shares
Number acquired	854,380
Number disposed	340,000
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	500,000 at \$0.8475 per share 354,380 at \$1.10 per share

+ See chapter 19 for defined terms.

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

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<b>No. of securities held after change</b>	<u>As the registered holder</u> 165,324 Ordinary Shares (RDF)  <u>As not the registered holder</u> 3,059,049 Ordinary Shares (RDF)
<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	500,000 Placement 340,000 sold by On market trade 354,380 exercise of RDFOB options

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

<b>Detail of contract</b>	no change
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<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	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

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# 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.

Name of entity	REFLEX HOLDINGS LIMITED
ABN	96 069 306 216

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.

Name of Director	PETER LEWINSKY
Date of last notice	9 December 2003
Date of this notice	7 January 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*

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	related party
Date of change	7 January 2004
No. of securities held prior to change	<u>As the registered holder</u> 10,900 Ordinary Shares (RDF)  <u>As not the registered holder</u> 10,900 Ordinary Shares (RDF)
Class	Fully Paid Ordinary Shares
Number acquired	20,000 Ordinary Shares (RDF)
Number disposed	nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Purchase and exercise of RDFOB options at \$1.10 each.
No. of securities held after change	<u>As the registered holder</u> 10,900 Ordinary Shares (RDF)  <u>As not the registered holder</u> 30,900 Ordinary Shares (RDF)

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+ See chapter 19 for defined terms.

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

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<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>Off-market purchase and exercise of 20,000 RДФOB options</p>
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**Part 2 – Change of director's interests in contracts**

<p><b>Detail of contract</b></p>	<p>no change</p>
<p><b>Nature of interest</b></p>	<p>no change</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>no change</p>
<p><b>Date of change</b></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><b>Interest acquired</b></p>	
<p><b>Interest disposed</b></p>	
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<p><b>Interest after change</b></p>	

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# 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.

Name of entity	REFLEX HOLDINGS LIMITED
ABN	96 069 306 216

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.

Name of Director	GRAHAM W DAVIE
Date of last notice	09/12/03
Date of this notice	07/01/04

### 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*

Direct or indirect interest	Direct and Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	related party
Date of change	07/01/04
No. of securities held prior to change	<u>As the registered holder</u> 957,637 Ordinary Shares (RDF) 102,827 Options expiring 31/12/03 (RDFOB)  <u>As not the registered holder</u> 116,306 Ordinary Shares (RDF)
Class	RDF
Number acquired	102,827 Ordinary Shares (RDF)
Number disposed	nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$1.10 for the exercise of each RDFOB option
No. of securities held after change	<u>As the registered holder</u> 1,060,464 Ordinary Shares (RDF)  <u>As not the registered holder</u> 116,306 Ordinary Shares (RDF)

+ See chapter 19 for defined terms.

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

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<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>Exercise of RDFOB options</p>
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**Part 2 – Change of director's interests in contracts**

<p><b>Detail of contract</b></p>	<p>nil</p>
<p><b>Nature of interest</b></p>	<p>nil</p>
<p><b>Name of registered holder (if issued securities)</b></p>	<p>nil</p>
<p><b>Date of change</b></p>	<p>nil</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>nil</p>
<p><b>Interest acquired</b></p>	<p>nil</p>
<p><b>Interest disposed</b></p>	<p>nil</p>
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	<p>nil</p>
<p><b>Interest after change</b></p>	<p>nil</p>

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