

24 October 2012

**Lodged by ASX Online**

The Manager  
Company Announcements Office  
ASX Limited  
Level 4, 20 Bridge Street  
Sydney, NSW 2000

Dear Sir/Madam

**APPENDIX 3B**

TZ Limited (the "**Company**") refers to the Appendix 3B lodged with the ASX on 19 September 2012 advising that it would be issuing 46,118,801 fully paid ordinary shares and 23,059,401 ASX listed options pursuant to the Company's 1 for 3 renounceable rights issue (the "**Rights Issue**"). The Company advises that in relation to the Rights Issue it has today allotted and issued 46,118,801 fully paid ordinary shares (the "**Shares**") and 23,059,311 options (the "**Options**") (which, because of rounding, was 90 options less than notified in the Appendix 3B lodged with the ASX on 19 September 2012).

An amended Appendix 3B is attached reflecting the actual number of options allotted and issued in relation to the Rights Issue together with a statement setting out the names of the 20 largest holders of the options as at 24 October 2012 and a distribution schedule of the options setting out the number of holders in each category as required by an Appendix 3B.

The despatch of holding statements for the Shares and Options to those shareholders who participated in the Rights Issue will occur on 25 October 2012.

Yours faithfully,  
**TZ LIMITED**

A handwritten signature in black ink that reads 'Mark Bouris'.

Mark Bouris  
Chairman

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

TZ LIMITED

ABN

26 073 979 272

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

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

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)

+ See chapter 19 for defined terms.

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

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- 4 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
- 5 Issue price or consideration
- 6 Purpose of the issue  
(If issued as consideration for the acquisition of assets, clearly identify those assets)
- 6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?
- If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i
- 6b The date the security holder resolution under rule 7.1A was passed
- 6c Number of +securities issued without security holder approval under rule 7.1

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+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A								
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)								
6f	Number of securities issued under an exception in rule 7.2								
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.								
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements								
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements								
7	Dates of entering +securities into uncertificated holdings or despatch of certificates								
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">184,475,203</td> <td>Ordinary fully paid shares</td> </tr> <tr> <td style="text-align: center;">23,059,311</td> <td>Options exercisable at \$0.14 and expiring on 31 October 2013</td> </tr> </tbody> </table>		Number	+Class	184,475,203	Ordinary fully paid shares	23,059,311	Options exercisable at \$0.14 and expiring on 31 October 2013
Number	+Class								
184,475,203	Ordinary fully paid shares								
23,059,311	Options exercisable at \$0.14 and expiring on 31 October 2013								

+ See chapter 19 for defined terms.

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**New issue announcement**

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	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	3,000,000	CB Options exercisable at \$4.00 and expiring on 19 February 2013
		3,000,000	Options exercisable at \$0.42 and expiring on 19 February 2013
		13,714	Convertible notes at an issue price of \$1,000 per convertible note
		4,275	Secured convertible notes at an issue price of \$1,000 per convertible note
		1,750,000	Directors options exercisable at \$1.00 and expiring on 30 June 2016
		1,750,000	Directors options exercisable at \$2.00 and expiring on 30 June 2017
		1,750,000	Directors options exercisable at \$3.00 and expiring on 30 June 2018

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shares rank pari passu with all existing fully paid ordinary shares
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**Part 2 - Bonus issue or pro rata issue**

11	Is security holder approval required?	
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+ See chapter 19 for defined terms.

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	<p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p>	
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	

+ See chapter 19 for defined terms.

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- 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 *in full* through a broker?
- 31 How do +security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

**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

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+ See chapter 19 for defined terms.

- (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

A schedule is attached setting out the 20 largest holders of the 23,059,311 options

- 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

A distribution schedule is attached in respect of the 23,059,311 options

- 37  A copy of any trust deed for the additional +securities  
Not applicable

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

- 38 Number of securities for which +quotation is sought

- 39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.



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**New issue announcement**

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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

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)

42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)

Number	+Class

**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.

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+ See chapter 19 for defined terms.

- 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: .....  
(Director/Company secretary)

Date: 24 October 2012

Print name: Mark Bouris

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+ See chapter 19 for defined terms.

CER/COMPUTERSHARE INVESTOR SERVICES PTY LTD \*\*\*  
TZ LIMITED/TZL

T O P 2 0 H O L D E R S \*\*\*  
RUN NUMBER 3208 24/10/2012

(RSP520:16.31:241012)  
A.C.N. 073 979 272 PAGE : 1

CLASS: OP1/BONUS OPTIONS 31/10/13 @\$0.14

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	UBS NOMINEES PTY LTD	3,696,652	16.03	1
	EQUITY TRUSTEES LIMITED <SGH MICRO CAP FUND A/C>	1,689,871	7.33	2
	EQUITY TRUSTEES LTD <SGH TIGER A/C>	1,484,599	6.44	3
	SURFLODGE PTY LTD <JE LYNCH STAFF SUPER FD A/C>	1,484,599	6.44	4
	ROD INVESTMENTS (VIC) PTY LTD <GRONOW SUPER FUND A/C>	1,187,680	5.15	5
	NATIONAL NOMINEES LIMITED	929,773	4.03	6
	MRS JACLYN STOJANOVSKI & MR CHRIS RETZOS & MRS SUSIE RETZOS <RETZOS EXECUTIVE S/F A/C>	712,608	3.09	7
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	460,855	2.00	8
	MR KENNETH TING	380,000	1.65	9
	SURFLODGE PTY LTD	374,767	1.63	10
	NUTSVILLE PTY LTD <INDUST ELECTRIC CO S/F A/C>	356,304	1.55	11
	MR DAVID FREDERICK OAKLEY	325,000	1.41	12
	SAM GOULOPOULOS PTY LTD <S GOULOPOULOS F/SUPER A/C>	296,920	1.29	13
	T E & J PASIAS PTY LTD	296,920	1.29	14
	ZELLVEST PTY LTD <NO 2 ACCOUNT>	296,920	1.29	15

MARK LEIGH BOURIS	244,444	1.06	16
BRODEA PTY LTD <GONINON INVESTMENT A/C>	237,536	1.03	17
MR GIOVANNI SPAGNOLO <MARCUS DELUCA A/C>	237,536	1.03	18
MR PATRICK CHEW	225,238	0.98	19
MR EDWARD SAXON REEVE & MS DEBBIE LYNETTE WINFIELD <WINREEVE SUPER FUND A/C>	186,351	0.81	20
*** REPORT TOTAL ***	15,104,573	65.50	
*** REMAINDER ***	7,954,738	34.50	
*** GRAND TOTAL ***	23,059,311	100.00	

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TOTAL CURRENT HOLDERS MEETING CRITERIA FOR THIS REPORT: 552  
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CER/COMPUTERSHARE INVESTOR SERVICES PTY LTD \*\*\*  
TZ LIMITED/TZL

Range Of Units Summary  
RUN NUMBER 3208 24/10/2012

\*\*\* (RSP510:16.32:241012)  
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	1	1001	5001	10001	100001		* TOTAL *
	to	to	to	to	to		
OP1	1000	5000	10000	100000	(MAX)		
	/BONUS OPTIONS 31/10/13 @\$0.14						

Holdings

Issuer	28	19	3	17	9	76
Chess	185	101	47	113	30	476
Total	213	120	50	130	39	552

Units

Issuer	9150	38868	25873	588502	3194332	3856725
Chess	67445	266466	352290	4086967	14429418	19202586
Total	76595	305334	378163	4675469	17623750	23059311

TOTAL HOLDERS FOR CLASSES SELECTED

552

TOTAL UNITS

" " "

23059311

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