

29 April 2009

Company Announcements Office  
Australian Securities Exchange  
PO Box 11224  
Australia Square NSW 2000

## SHAREHOLDER SHARE PURCHASE PLAN

The Board of Directors of RIMCapital Limited (ASX Code: "RMC") is pleased to announce that the Company is making an offer to eligible RIMCapital Limited shareholders under a Shareholder Share Purchase Plan (**Plan**).

The Plan provides eligible shareholders with the opportunity to subscribe for shares in the Company with the funds raised to be directed towards ongoing business activities and working capital.

Under the Plan, shareholders who hold RIMCapital Limited shares on the record date (5.00pm Sydney time on 29 April 2009), with registered addresses in Australia or New Zealand, will be able to subscribe for up to \$5,000 worth of new shares, irrespective of the number of shares they hold.

**The issue price for shares offered under the Share Purchase Plan will be the lower of:**

- (1) 5.0 cents per share (being 82% of the average market price of the Company's shares calculated over the last five (5) trading days on which sales in the Company's shares were recorded before the date of this announcement); or
- (2) 80% of the Company's average share price over the last five (5) trading days before the day on which the issue is made under the Plan.

No brokerage commissions, stamp duty or other transaction costs will be payable by shareholders in respect of their application for, and allotment of, shares under the Plan.

The maximum aggregate amount to be raised under the Plan is \$1,333,017 and the Company will scale back applications lodged after this amount has been raised.

**The record date for participation is 29 April 2009 and the closing date for the offer is 5:00pm Sydney time on Friday, 5 June 2009.**

A copy of the invitation to participate in the offer together with the terms and conditions of the Plan follows. These documents, together with a personalised Plan application form, will be posted to eligible shareholders in the week commencing 4 May 2009.

Any queries concerning the offer should be directed to our Managing Director, Mr Michael Bogue, on telephone (02) 9232 0211.

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN OR INTO THE U.S.**

This release does not constitute an offer of securities for sale in the United States. The Securities to be offered under the Plan have not been, and will not be, registered under the U.S Securities Act of 1993 (as amended) (the **Securities Act**) and may not be offered or sold in the United States or to, or for the account or benefit of, any "U.S. person" (as defined in Regulation S under the Securities Act).

Level 6, Suite 603, Currency House, 23 Hunter Street, Sydney NSW 2000 • Tel +612 9232 0211 Fax +612 9232 0233 • www.rimcapital.com.au

**RIMCAPITAL LIMITED**



29 April 2009

Dear Shareholder

**INVITATION TO PARTICIPATE IN RIMCAPITAL LIMITED  
SHAREHOLDER SHARE PURCHASE PLAN**

The Board of Directors of RIMCapital Limited is pleased to invite you, as a shareholder, to participate in a Share Purchase Plan ("**Plan**") enabling all eligible shareholders to participate on an equal basis to purchase ordinary shares in RIMCapital Limited ("**RIMCapital**" or the "**Company**").

The Plan entitles eligible shareholders in the Company, irrespective of the size of their shareholding, to subscribe for up to \$5,000 worth of shares in the Company ("**Shares**") at a discount to the current market price, free of all brokerage, commission and stamp duty ("**Offer**").

This letter sets out the details of the Offer. Included with this letter are the terms and conditions of the Plan. By subscribing for Shares under the Plan you will agree to be bound by the terms and conditions of the Plan and this Invitation Letter.

**INTENTION OF DIRECTORS**

Each Director holding shares in the Company intends to take up his full \$A5,000 entitlement to Shares under the Offer. However, the Offer is not a recommendation. If you are in any doubt about this Offer or how such participation will affect you (particularly given the current volatility in financial markets), you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this Offer. The Company recommends that you monitor the Company's share price, which can be found on the ASX web site at [www.asx.com.au](http://www.asx.com.au) (ASX code: RMC).

**PURPOSE OF THE OFFER**

The Offer is being made to Eligible Members to provide them with the opportunity to subscribe for Shares in the Company with funds raised to be directed towards on-going business activities and working capital.

**KEY DATES**

Record date to determine shareholder entitlement	29 April 2009
Offer despatched to shareholders	4 May 2009
Offer Closes	5 June 2009
Anticipated allotment of shares	12 June 2009

**PARTICIPATION**

Participation in the Plan is open to all persons registered as holders of Shares on the Record Date who have an address (as recorded in the Company's register of members) in Australia or New Zealand ("**Eligible Members**"). This letter will not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

The Directors have determined, having regard to the number of holders in jurisdictions other than Australia and New Zealand, and the value of the securities to be offered to them, that it is not practical for shareholders with registered addresses outside Australia and New Zealand to participate in the Plan. If your registered address is

Level 6, Suite 603, Currency House, 23 Hunter Street, Sydney NSW 2000 • Tel +612 9232 0211 Fax +612 9232 0233 • [www.rimcapital.com.au](http://www.rimcapital.com.au)

**RIMCAPITAL LIMITED**



outside Australia or New Zealand, the Plan has been sent to you for information purposes only and without an Application Form.

Participation in the Plan is entirely at the discretion of Eligible Members. An Eligible Member may apply for up to a maximum of **five thousand Australian dollars (\$5,000)** worth of Shares, and not less than a minimum of one thousand dollars (\$1,000) worth of Shares. The Shares can be applied for in increments of \$1,000 as disclosed in the Application Form.

Any fraction of a Share will be rounded up to the nearest whole number of Shares.

The Offer also provides an opportunity for those shareholders with less than a marketable parcel of shares (\$500 worth) to increase their shareholding to at least the marketable parcel level and Directors encourage shareholders to take advantage of the Offer for that purpose.

Offers are non-renounceable, meaning that Eligible Members cannot transfer their entitlement to subscribe for Shares under the Offer to another person.

If you choose to participate in the Plan, you must complete the enclosed personalised Application Form accompanying this letter and return it to the RIMCapital Limited share registry before the **Closing Date of 5:00pm Sydney time on Friday, 5 June 2009** together with your cheque made payable to "**RIMCapital Limited**".

Alternatively, if you choose to make the payment using Bpay, please follow the instructions on your personalised Application Form and ensure the payment is received by **5:00pm Sydney time Friday, 5 June 2009. Note you do not need to return your form if paying via Bpay.**

## **PRICING**

The issue price for shares offered under the Plan will be the lower of:

- (a) 5.0 cents per share (being 82% of the average market price of the Company's shares calculated over the last five (5) trading days on which sales in the Company's shares were recorded before the date of this announcement); or
- (b) 80% of the Company's average share price over the last five (5) trading days before the day on which the issue is made under the Plan.

Shareholders should note, however, that the market price of Shares may rise or fall between the date of this Offer and the date on which Shares are allocated to you. This means that the issue price you pay for the Shares may be greater than or less than the market price of the Shares at the date of allotment of the Shares under the Offer. You should obtain your own financial advice in relation to the Offer prior to lodging your Application Form.

## **LIMIT ON PARTICIPATION**

In order to comply with ASIC Class Order 02/831, an Eligible Member may not acquire more than A\$5,000 worth of Shares under the Plan in any 12 month period, taking into account all applications including joint and other beneficial interests.

This maximum threshold will apply even if an Eligible Member has received more than one Offer (whether in respect of a joint holding or because the Eligible Member has more than one holding under separate share accounts). The Company reserves the right to reject any acceptance where there is non-compliance with this rule or any other term of the Plan.

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## MAXIMUM RAISING

The maximum aggregate amount that may be raised under the Plan is \$1,333,017. To the extent applications are received in excess of this amount, applications will be scaled back and excess funds returned to shareholders. The difference in the price you paid for the Shares will be refunded by RIMCapital, without interest, following allotment.

## ALLOTMENT OF SHARES

It is the Board's intention to issue Shares under the Plan on or around 12 June 2009.

Shares allotted under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company on the date of their issue.

RIMCapital Limited will apply for the Shares to be quoted on the Official List of ASX.

## COSTS OF PARTICIPATION

**No brokerage, commissions, stamp duty or other transaction costs will be payable** by Eligible Members in respect of their application for, and allotment of, Shares under the Plan.

## LODGEMENT INSTRUCTIONS

If you wish to pay by cheque please return your completed personalised Application Form together with your cheque, payable to **RIMCapital Limited**, for the dollar value of shares you wish to subscribe for and ensure that it reaches the RIMCapital Limited share registry, using the enclosed reply paid envelope, on or before the **Closing Date of 5:00pm Sydney Time on Friday, 5 June 2009**.

The mailing address for the offer is:

**Link Market Services Limited, GPO Box 3560, SYDNEY NSW 2001**

Alternatively, you may wish to hand deliver the completed Application Form and cheque to:

**Link Market Services Limited at Level 12, 680 George Street, Sydney NSW 2000.**

If you choose to make the payment using Bpay, please follow the instructions on your personalised Application Form and ensure the payment is received by **5:00pm Sydney time on Friday, 5 June 2009**. **Note you do not need to return your form if paying via Bpay.**

Once an application has been made it cannot be revoked. All valid applications will be deemed to have been accepted on the closing date subject to the limitation imposed by the predefined maximum raising.

## DECLARATION AND ACKNOWLEDGEMENTS

By forwarding a cheque and completing the Application Form, or completing payment via Bpay you (amongst other things):

- acknowledge that you have read, understood and agree to be bound by the terms and conditions of the Plan;
  - confirm that the total cost of all Shares purchased by you (including through joint and beneficial holdings) does not exceed \$5,000; and
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- agree to be bound by the Constitution of RIMCapital Limited in respect of the Shares issued to you.

## **RISK FACTORS**

While your Directors have confidence in the future of the Company, it should be noted that owning shares in a mining and investment company, like RIMCapital Limited, is considered a speculative form of investment and that the future price of the Company's shares may rise and fall depending upon fluctuations in the share and commodities markets generally and the ongoing state of the Australian and global economic climates.

Shareholders should also be aware that there is a risk that the market price of RIMCapital Limited shares may change between the date of this Offer and the date when new shares are allotted under this Plan. The value of the shares you receive may rise or fall accordingly.

Finally, shareholders should note that the Offer is made in accordance with ASIC Class Order 02/831. That Class Order grants relief from the requirement to prepare a Prospectus, or other disclosure document, for the Offer.

Shareholders should rely on their own knowledge of the Company and previous disclosures made by the Company on the Australian Securities Exchange. If necessary, consult your professional advisor prior to deciding to accept this Offer and participate in the Plan.

## **ADDITIONAL INFORMATION**

The Plan will be administered by the RIMCapital Limited Board, which will have an absolute discretion to:

- determine appropriate procedures for administration of the Plan; and
- resolve conclusively any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan whether generally, or, in relation to any participating Eligible Member, or application for Shares, and any such resolution will be binding on all participants and other persons to whom the resolution relates.

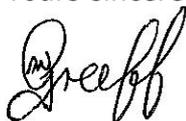
The Plan and the terms and conditions of the Plan may be suspended, terminated or amended at any time by the Board.

The Board reserves the right to refuse an application if it considers that the applicant is not an Eligible Member or has not otherwise complied with the terms of the Plan or for any other reason. If an application is refused, application monies received will be refunded without interest.

## **ANY QUERIES ?**

If you have any queries concerning the Offer, please contact Mr Michael Bogue at RIMCapital Limited, on telephone (02) 9232 0211.

Yours sincerely



**Mr Pieter W. Greeff**  
Chairman

# RIMCAPITAL LIMITED SHARE PURCHASE PLAN

## Terms and Conditions

### 1. Definitions

In this Plan, unless the context otherwise indicates:

**Application Form** means an application for Plan Shares pursuant to the Plan;

**ASX** means ASX Limited (Australian Securities Exchange);

**Board** means the Board of Directors of RIMCapital Limited;

**Closing Date** means 5:00pm Sydney time on Friday, 5 June 2009;

**Company or RIMCapital Limited** means RIMCapital Limited ACN 064 874 620;

**Eligible Members** means members of the Company eligible to participate in the Offer as determined by the Board under clause 2 of the Plan;

**Issue Price** means the issue price for the Plan Shares determined in accordance with clause 5;

**Offer** means a non-renounceable offer of Plan Shares to Eligible Members in accordance with the Plan;

**Participating Jurisdiction** means Australia, New Zealand and such other jurisdictions as the Board determines in its absolute discretion that it is practical and lawful to make the Offer;

**Plan** means RIMCapital Limited Share Purchase Plan, as amended from time to time;

**Plan Shares** means Shares issued pursuant to this Plan;

**Record Date** means 29 April 2009; and

**Shares** means fully paid ordinary shares issued in the capital of the Company.

### 2. Eligibility to Participate

2.1 Members of the Company who will be eligible to apply for Plan Shares under the Offer are those members who are, subject to clause 2.5, recorded as the registered holder of Shares in the Company's register of members at 5.00pm Sydney, Australia time on the Record Date and who have an address (as recorded in the Company's register of members) in a Participating Jurisdiction. The Company has determined that it is not practical for holders of Shares with registered addresses in other jurisdictions to participate in the Plan.

2.2 Directors and employees of the Company who hold Shares may be Eligible Members.

2.3 Eligible Members who hold Shares on behalf of persons who reside outside Australia or New Zealand or who are "U.S. persons" (as defined in Regulation S under the United States Securities Act of 1933 (as amended) (the **Securities Act**) or who act for the account or benefit of a U.S. person are not entitled to participate in the Plan. The Plan Shares have not been and will not be registered under the Securities Act. Accordingly, members who are located in the United



States or who are, or are acting for the account or benefit of U.S Persons, are not Eligible Members entitled to participate in the Plan.

- 2.4 In accordance with relevant New Zealand securities law, a person who, on the Record Date was registered as a holder of Shares with a New Zealand address but who, as at the time of this Offer no longer holds Shares, is not eligible to participate in the Plan.
- 2.5 Where a member is expressly noted on the Company's register of members as a trustee or nominee holding Shares on account of another person (a "Beneficiary"), the Beneficiary is taken to be the registered holder in regard to those Shares and any application for Plan Shares, or certification for the purposes of clause 9.1 (e) and any issue of Plan Shares to the trustee or nominee is taken to be an application or certification by, or an issue to, the Beneficiary.
- 2.6 If two or more persons are recorded in the register of members as jointly holding Shares they are taken to be a single registered holder and a certification by any one of them for the purposes of clause 9.1 (e) is taken to be a certification by all of them.
- 2.7 The Offer will not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.
- 2.8 Participation under the Offer is entirely at the discretion of Eligible Members.
- 2.9 Offers made under the Plan are non-renounceable. This means that Eligible Members cannot transfer their right to subscribe for Plan Shares under this Offer to another person.

### **3. Applying for Shares**

- 3.1 If you are an Eligible Member and wish to participate in the Plan, you must follow the instructions on the Application Form and:
  - (a) make payment by BPAY equivalent to the dollar amount of the Plan Shares you wish to apply for; or
  - (b) complete an Application Form and provide a cheque made payable to "**RIMCapital Limited**",

so that it is received by the share registry by 5.00pm (Sydney time) on the Closing Date.

- 3.2 Payments must be in Australian dollars.
- 3.3 If you apply for Plan Shares, you will apply for a certain dollar amount, rather than a certain number of, Plan Shares. Subject to clause 6, the Company will divide the parcel dollar amount you select by the Issue Price under clause 5 in order to determine the number of Plan Shares you have applied for, rounded up to the nearest whole number of Plan Shares. A Scaleback may be applied, refer to clause 6.

### **4. Limit on Participation**

- 4.1 Eligible Members may apply for up to a maximum of five thousand Australian dollars (A\$5,000) worth of Plan Shares and a minimum of one thousand Australian dollars (A\$1,000) worth of Plan Shares in any consecutive twelve (12) month period.
  - 4.2 The A\$5,000 limit applies even if an Eligible Member receives more than one Offer (because the Eligible Member has more than one holding under separate share accounts)
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or receives the Offer as a joint holder of Shares. If the Offer is received by a member who is expressly noted on the Company's register of members as a trustee or nominee on account of a Beneficiary, then any Shares issued in relation to that Offer will not be included in calculating the maximum number of shares that may be applied for by that member, but will be included in calculating the maximum number of Plan Shares that can be applied for by the Beneficiary.

- 4.3 An Eligible Member must provide the Company with a certification that the A\$5,000 limit is not breached by it as set out in clause 9.1(e) and the Application Form.

## 5. Issue Price

- 5.1 The Issue Price will be the lower of:

(a) 5.0 cents per share (being 82% of the average market price of the Company's shares calculated over the last five (5) trading days on which sales in the Company's shares were recorded before the date of this announcement); or

(b) 80% of the Company's average share price over the last five (5) trading days before the day on which the issue is made under the Plan.

- 5.2 By accepting the Offer and applying for Plan Shares, each Eligible Member acknowledges that the market price of the Shares may rise or fall between the date of the Offer and the date on which the Plan Shares are issued. This means that the Issue Price paid for the Plan Shares may exceed the market price of the Shares at the date of issue of the Plan Shares under the Offer. Eligible Members should obtain independent financial advice in relation to the Offer and consider price movements of the Shares before accepting the Offer.

- 5.3 You agree to pay the Issue Price per Plan Share for the number of Plan Share calculated under clause 5.1 or, if there is a Scaleback (as defined below), the number of Shares calculated under Clause 6.

## 6. Scaleback

- 6.1 If the total value of applications for Plan Shares under the Plan is more than \$1,333,017, the Company may in its absolute discretion allocate to you less than the number of Plan Shares you have applied for (**Scaleback**). If there is a Scaleback, the Company may in its absolute discretion determine to apply the Scaleback to the extent and in the manner that it sees fit.
- 6.2 If there is a Scaleback, you may receive less than the parcel of Plan Shares for which you have applied. If a Scaleback produces a fractional number of Shares when applied to your parcel, the number of Plan Shares allocated to you will be rounded up to the nearest whole number of Shares. If an application is scaled back, the difference between the application monies received and the number of Plan Shares allocated to you multiplied by the Issue Price, will be refunded without interest.

## 7. Terms of Issue of Plan Shares

- 7.1 The allotment of Plan Shares for all valid applications from Eligible Members will be made within 10 business days after the Closing Date.
- 7.2 Plan Shares allotted under the Plan will rank equally in all respects with all other Shares on the date of issue.
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- 7.3 The Company will apply to ASX for quotation of the Plan Shares.
- 7.4 No brokerage, commissions or other transaction costs will be payable by Eligible Members in respect of the application for, and allotment of, Plan Shares.

## **8. General**

- 8.1 The Plan will be administered by the Board or a committee of the Board that will have absolute discretion to:
- (a) determine appropriate procedures for administration of the Plan;
  - (b) resolve conclusively all questions of fact or interpretation, difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participating Eligible Member, or application for Plan Shares, and any such resolution will be binding on all participants and other persons to whom the resolution relates; and
  - (c) delegate to any one or more persons, for such a period and on such conditions as they may determine, the exercise of their powers or discretions under the Plan.
- 8.2 The Company may accept or reject your application for Plan Shares at its discretion. The Company may reject your application in the following circumstances (amongst others):
- (a) your Application Form is incorrectly completed, incomplete or otherwise determined by the Company to be invalid;
  - (b) you have applied for less than \$1,000 worth of Plan Shares;
  - (c) your cheque is dishonored or is not made out for the amount corresponding to the value of Plan Shares you have applied for;
  - (d) your BPAY payment is not received by the Closing Date or is otherwise incomplete or invalid;
  - (e) it appears that you are applying for more than \$5,000 worth of Plan Shares in aggregate;
  - (f) your Application Form or BPAY is received after the Closing Date; or
  - (g) the Company believes you are not an Eligible Member.
- 8.3 If an application is refused, the application monies received will be refunded without interest.
- 8.4 The Plan may be suspended, terminated or amended at any time by the Board.
- 8.5 The Plan is governed by and construed in accordance with the laws for the time being in force in the State of New South Wales.
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## 9. Declaration and Acknowledgement

- 9.1 If you submit a BPAY payment or complete an Application Form together with a cheque you:
- (a) acknowledge that they have read, understood and agreed to be bound by the terms and conditions of the Plan;
  - (b) represent that they are an Eligible Member;
  - (c) acknowledge that your application is irrevocable and unconditional;
  - (d) agree to accept any lesser number of Plan Shares than the number of Plan Shares applied for;
  - (e) certify that the aggregate of the application price for:
    - (i) the Plan Shares the subject of the Application Form; and
    - (ii) any other Shares or interests in Shares applied for by, or on behalf of, the Eligible Member under the Plan or any similar plan operated by the Company in the 12 months prior to the Offer,  
  
(including through joint and beneficial holdings) does not exceed A\$5,000;
  - (f) agree to be bound by the Company's Constitution in respect of Plan Shares issued under the Plan;
  - (g) authorise the Company to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor detail; and
  - (h) acknowledge that no interest will be paid on any application monies held pending the allotment of the Plan Shares or subsequently returned to you for any reason.
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