

## **9. Additional information**

## 9.1 Overview

This section sets out additional statutory information, as well as some additional information that may be of interest to OPUS Shareholders.

## 9.2 Substantial Shareholders

As at 24 July 2018, being the last practicable date prior to finalisation of this Scheme Booklet, the following persons had notified OPUS that they had voting power in 5% or more of OPUS Shares:

Name	Number of Shares in which they have voting power	% of Shares
Bookbuilders	79,657,143	75.61% <sup>1</sup>
Richard Celarc & his associates	6,334,647	6.01% <sup>2</sup>

Bookbuilders is the majority shareholder of OPUS and holds 75.61% of OPUS. Bookbuilders is an indirect wholly owned subsidiary of Lion Rock. Bookbuilders was incorporated under the laws of the British Virgin Islands on 25 May 1993. Lion Rock was incorporated in Bermuda on 9 March 2011 and its shares are listed on HKEx. Lion Rock is principally engaged in the provision of printing services to international book publishers, trade, professional and educational publishing conglomerates and print media companies. Please refer to Lion Rock's website [www.lionrockgroup.hk](http://www.lionrockgroup.hk) for further information about Lion Rock.

## 9.3 OPUS Shares held by or controlled by Directors

No OPUS Shares are held or controlled by OPUS Directors and no such persons are otherwise entitled to such securities as at the time of lodgement of this Scheme Booklet for registration by ASIC other than as listed below.

Director	Class of securities	Number of securities
Richard Celarc	Ordinary fully paid shares	6,334,647
Paul Young	Ordinary fully paid shares	735,473

Each member of the OPUS Board, who in aggregate represent approximately 6.7% of the total OPUS Shares on issue, intends to vote all of the OPUS Shares held by or on behalf of him or her in favour of the Scheme in the absence of a superior proposal and subject to the Independent Expert maintaining its conclusion that the Proposed Transaction is in the best interests of OPUS Shareholders. Each of these OPUS Shareholders have authorised OPUS to disclose their intentions.

Except as stated in this section of the Scheme Booklet:

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<sup>1</sup> Bookbuilders currently holds 75.61% of shares in the capital of OPUS based on the number of OPUS Shares currently on issue at the date of this Scheme Booklet.

<sup>2</sup> Richard Celarc and his associates currently holds 6.01% of shares in the capital of OPUS based on the number of OPUS Shares currently on issue at the date of this Scheme Booklet.

- (a) there are no marketable securities of TopCo held by or on behalf of OPUS Directors as at the date of this Scheme Booklet; and
- (b) there has been no dealing by any OPUS Director in any TopCo Shares or marketable securities of TopCo in the four months preceding the date of this Scheme Booklet.

#### **9.4 Benefits and agreements**

##### **(a) Benefits in connection with retirement from office**

It is not proposed that any payment or other benefit be made or given to any Director, secretary or executive officer of OPUS (or of its Related Bodies Corporate) as compensation for loss of, or as consideration for, or in connection with his or her retirement from, office in OPUS or in any of its Related Bodies Corporate as a result of the Scheme other than in his or her capacity as an OPUS Shareholder and other than benefits payable in accordance with the terms of relevant existing arrangements with OPUS.

OPUS pays premiums in respect of a directors and officers insurance policy for the benefit of its Directors and executive officers.

##### **(b) Remuneration in connection with remaining in office**

If any of the non-executive OPUS Directors remain on the OPUS Board following implementation of the Scheme, it is anticipated that the non-executive OPUS Directors would receive remuneration and expense reimbursement arrangements for their services commensurate with a position as an OPUS non-executive Director.

##### **(c) Agreements connected with or conditional on the Scheme**

Except as set out below or otherwise disclosed in this Section:

- no OPUS Director has any other interests in a contract entered into by TopCo;
- there are no contracts or arrangements between an OPUS Director and any person, including TopCo in connection with or conditional on the outcome of the Scheme; and
- no OPUS Director has a material interest in relation to the Scheme other than in their capacity as an OPUS Shareholder.

#### **9.5 Key terms of the Scheme Implementation Agreement**

##### **(a) Overview**

OPUS and TopCo entered into the Scheme Implementation Agreement on 14 June 2018. The Scheme Implementation Agreement sets out the steps required to be taken by OPUS and TopCo to give effect to the Scheme. Key terms of the Scheme Implementation Agreement are summarised below.

A full copy of the Scheme Implementation Agreement is available on ASX's website at [www.asx.com.au](http://www.asx.com.au) and on OPUS's website at <http://opusgroup.com.au>.

##### **(b) Conditions Precedent to Scheme becoming Effective**

The Scheme becoming Effective is subject to a number of Conditions Precedent as set out in clause 3.1 of the Scheme Implementation Agreement.

For more information on the Conditions Precedent of the Scheme Implementation Agreement, see Section 4.9 of this Scheme Booklet.

##### **(c) Implementation Conditions**

Implementation of the Scheme is subject to a number of Implementation Conditions as set out in clause 4 of the Scheme Implementation Agreement.

As set out in clause 4 of the Scheme Implementation Agreement, TopCo is only required to provide the Scheme Consideration if:

- the Scheme becomes Effective;
- TopCo receives final approval from HKEx for the HKEx Listing; and
- the final approval from HKEx becomes unconditional.

For more information on the Conditions Precedent of the Scheme Implementation Agreement, see Section 4.10 of this Scheme Booklet.

**(d) Obligations to implement**

OPUS agrees to take all reasonable steps to implement the Scheme as soon as reasonably practicable, and in particular must:

- convene the Scheme Meeting to agree to the Scheme in accordance with any orders made by the Court pursuant to section 411(1) of the Corporations Act;
- apply to ASX to suspend trading in OPUS Shares with effect from the close of trading on the Effective Date; and
- provide any assistance and information reasonably requested by TopCo in connection with the HKEx Listing, including preparing and promptly providing information required for inclusion in the prospectus for the HKEx Listing.

TopCo agrees to take all reasonable steps to assist OPUS to implement the Scheme as soon as reasonably practicable, and in particular must:

- prior to the First Court Date, sign and deliver the Deed Poll;
- if the Implementation Conditions are satisfied, accept the transfer of the OPUS Shares;
- if the Implementation Conditions are satisfied, provide or procure the provision of the Scheme Consideration to OPUS Shareholders; and
- prepare and submit an application for the TopCo Shares to be issued under the Scheme to be approved for listing on HKEx, and do everything reasonably necessary to advance such application.

**(e) Ineligible Foreign Shareholder Sale Facility**

OPUS and TopCo agree that, subject to the Implementation Conditions being satisfied, they will procure that a nominee appointed by TopCo under the Ineligible Foreign Shareholder Sale Facility will:

- sell the TopCo Shares referable to the Ineligible Foreign Shareholders under the Ineligible Foreign Shareholder Sale Facility; and
- remit the payment of the proceeds of that sale to the Ineligible Foreign Shareholders.

**(f) Termination by either party**

OPUS or TopCo may terminate the Scheme Implementation Agreement if:

- the Scheme has not become Effective on or before the End Date;
- the other party is in material breach of the Scheme Implementation Agreement provided that the party exercising the right of termination has given notice to the other setting out the relevant circumstances and the relevant circumstances continue to exist 5 Business Days (or any shorter period ending at 8:00 am on the day before the Second Court Date) after the time such notice is given;

- there is a breach, non-fulfilment or circumstances preventing satisfaction of a Condition Precedent which may be waived and exists for the benefit of OPUS and TopCo and if the parties cannot reach agreement as to an alternative way forward after consulting in good faith within 5 Business Days (or any shorter period ending at 8:00 am on the day before the Second Court Date);
- if the Court refuses to make orders convening the Scheme Meeting or approving the Scheme and if TopCo and OPUS agree, or, an independent senior counsel from the Western Australian bar advises that in their opinion an appeal would have no reasonable prospect of success before the End Date;
- it is agreed in writing by OPUS and TopCo; or
- if the Implementation Conditions are not satisfied on or before 14 January 2019.

#### **9.6 Deed Poll**

TopCo has entered into the Deed Poll in favour of the OPUS Shareholders under which TopCo has undertaken to issue and provide the Scheme Consideration if the Scheme becomes Effective and HKEx provides approval for the HKEx Listing.

The Deed Poll may be relied upon by any OPUS Shareholder despite the fact that they are not a party to it and each OPUS Shareholder appoints OPUS as its agents to enforce their rights under the Deed Poll against TopCo. A copy of the Deed Poll is annexed to the Scheme Booklet as Annexure D.

#### **9.7 Reimbursement of stamp duty and registration fees**

TopCo has agreed to reimburse OPUS for all stamp duty, registration fees and similar taxes payable or assessed as being payable in connection with the Proposed Transaction and indemnifies OPUS against any liability in respect of stamp duty.

#### **9.8 Consents**

The following parties have given and have not withdrawn, before the registration of this Scheme Booklet by ASIC, their written consent to be named in this Scheme Booklet in the form and context in which they are named:

- King & Wood Mallesons as legal adviser to OPUS;
- Lonergan Edwards as Independent Expert;
- BDO as auditor of OPUS;
- Ernst & Young as tax adviser to OPUS;
- Boardroom Pty Limited as OPUS's Share Registry;
- Conyers Dill & Pearman as TopCo's legal adviser on Bermuda law; and
- TopCo in respect of the TopCo Information only.

Lonergan Edwards has also given and has not withdrawn, before the time of registration of this Scheme Booklet with ASIC, its written consent to the inclusion of its Independent Expert's Report in this Scheme Booklet in the form and context in which it is included and to all references in this Scheme Booklet to that Report in the form and context in which they appear.

TopCo has also given and has not withdrawn, before the time of registration of this Scheme Booklet by ASIC, its written consent to the inclusion of the statements in the TopCo Information in the form and context in which those statements appear.

## 9.9 Disclaimers

None of the persons referred to in Section 9.8 have authorised or caused the issue of this Scheme Booklet and do not make or purport to make any statement in this Scheme Booklet other than those statements made in the capacity and to the extent the person has provided its consent, as referred to above.

To the maximum extent permitted by law, each person referred to in Section 9.8 disclaims all liability in respect of, makes no representation regarding and takes no responsibility for, any part of this Scheme Booklet other than as described in this section with that person's consent.

## 9.10 Fees

As at the date of this Scheme Booklet, approximately A\$3,320,000 in costs have been incurred in connection with the Proposed Transaction. These costs relate to a range of activities associated with the Proposed Transaction, including advisory fees, restructuring costs, listing and administrative fees.

The fees for professional services paid or payable to:

- financial advisors is approximately A\$683,000;
- lawyers of approximately A\$1,924,000;
- accounting and tax advisors of approximately A\$308,000; and
- other experts (including the Independent Expert) is approximately A\$405,000.

As at 30 June 2018, OPUS held approximately A\$19,000,000 in cash and the OPUS Board considers that OPUS holds sufficient cash to cover the costs of the Proposed Transaction.

## 9.11 International offer restrictions

This Scheme Booklet does not constitute an offer of TopCo Shares in any jurisdiction in which it would be unlawful. In particular, this Scheme Booklet may not be distributed to any person, and the TopCo Shares may not be offered or sold, in any country outside Australia except to the extent provided below.

### (a) Hong Kong

**WARNING** – The contents of this Scheme Booklet have not been reviewed or approved by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the Scheme. If you are in any doubt about any of the contents of this Scheme Booklet, you should obtain independent professional advice.

This Scheme Booklet does not constitute an offer or invitation to the public in Hong Kong to acquire or subscribe for or dispose of any securities. This Scheme Booklet also does not constitute a prospectus (as defined in section 2(1) of the *Companies (Winding Up and Miscellaneous Provisions) Ordinance* (Cap. 32 of the Laws of Hong Kong)) or notice, circular, brochure or advertisement offering any securities to the public for subscription or purchase or calculated to invite such offers by the public to subscribe for or purchase any securities, nor is it an advertisement, invitation or document containing an advertisement or invitation falling within the meaning of section 103 of the *Securities and Futures Ordinance* (Cap. 571 of the Laws of Hong Kong).

Accordingly, unless permitted by the securities laws of Hong Kong, no person may issue or cause to be issued this Scheme Booklet in Hong Kong, other than to persons who are “professional investors” as defined in the *Securities and Futures Ordinance* and any rules made thereunder or in other circumstances which do not result in the document being a “prospectus” as defined in the *Companies (Winding Up and Miscellaneous Provisions) Ordinance* or which do not constitute an offer to the public within the meaning of the *Companies (Winding Up and Miscellaneous Provisions) Ordinance*.

No person may issue or have in its possession for the purposes of issue, this Scheme Booklet or any advertisement, invitation or document relating to these securities, whether in Hong Kong or elsewhere, which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than any such advertisement, invitation or document relating to securities that are or are intended to be disposed of

only to persons outside Hong Kong or only to “professional investors” as defined in the *Securities and Futures Ordinance* and any rules made thereunder.

Copies of this Scheme Booklet may be issued to a limited number of persons in Hong Kong in a manner which does not constitute any issue, circulation or distribution of this Scheme Booklet, or any offer or an invitation in respect of these securities, to the public in Hong Kong. The document is for the exclusive use of OPUS Shareholders in connection with the Scheme, and no steps have been taken to register or seek authorisation for the issue of this Scheme Booklet in Hong Kong.

This Scheme Booklet is confidential to the person to whom it is addressed and no person to whom a copy of this Scheme Booklet is issued may issue, circulate, distribute, publish, reproduce or disclose (in whole or in part) this Scheme Booklet to any other person in Hong Kong or use for any purpose in Hong Kong other than in connection with the consideration of the Scheme by the person to whom this Scheme Booklet is addressed.

(b) **New Zealand**

This Scheme Booklet and information contained in or accompanying this document:

- are not, and are under no circumstances to be construed as, an offer of financial products for sale requiring disclosure to an investor under Part 3 of the *Financial Markets Conduct Act 2013* (New Zealand) (the **FMC Act**);
- are not a disclosure document for the purposes of the FMC Act (as that term is defined in the FMC Act); and
- do not contain all the information that a disclosure document is required to contain under New Zealand law.

OPUS does not intend that the TopCo Shares be offered for sale in New Zealand in terms of the FMC Act.

Accordingly:

- this document and information contained in or accompanying this document have not been registered, filed with or reviewed or approved by any New Zealand regulatory authority under or in accordance with the FMC Act; and
- the TopCo Shares have not been and may not be offered or sold to any person in New Zealand other than:
  - (i) to persons who are “wholesale investors” as defined in clause 3(2) of Schedule 1 to the FMC Act; and
  - (ii) in other circumstances where there is no contravention of the FMC Act.

References to the FMC Act include any statutory modification or re-enactment of, or statutory substitution for, the FMC Act.

(c) **Singapore**

This Scheme Booklet and any other document or material in connection with the offer, sale or distribution, or invitation for subscription, purchase or receipt of TopCo Shares have not been and will not be registered as a prospectus with the Monetary Authority of Singapore and this offering is not regulated by any financial supervisory authority pursuant to any legislation in Singapore. Accordingly, statutory liabilities in connection with the contents of prospectuses under the *Securities and Futures Act*, Cap. 289 (the **SFA**) will not apply.

This Scheme Booklet and any other document or material in connection with the offer, sale or distribution, or invitation for subscription, purchase or receipt of TopCo Shares may not be offered, sold or distributed, or be made the subject of an invitation for subscription, purchase or receipt, whether directly or indirectly, to persons in Singapore except pursuant to exemptions in Subdivision (4) Division 1, Part XIII of the SFA, including the exemption under section 273(1)(c) of the SFA, or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

Any offer is not made to you with a view to TopCo Shares being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

Neither this document nor any copy of it may be taken or transmitted into any country where the distribution or dissemination is prohibited. This document is being furnished to you on a confidential basis and solely for your information and may not be reproduced, disclosed, or distributed to any other person.

The investments contained or referred to in this document may not be suitable for you and it is recommended that you consult an independent investment advisor if you are in doubt about such investments or investment services. Nothing in this document constitutes investment, legal, accounting or tax advice or a representation that any investment or strategy is suitable or appropriate to your individual circumstances or otherwise constitutes a personal recommendation to you.

Neither OPUS nor TopCo is in the business of dealing in securities or holds itself out, or purports to hold itself out, to be doing so. As such, OPUS and TopCo are neither licensed nor exempted from dealing in securities or carrying out any other regulated activities under the SFA or any other applicable legislation in Singapore.

**(d) South Africa**

The Scheme does not constitute an offer of securities to the public in terms of the South African *Companies Act 2008* (South Africa) and accordingly, this document does not, nor is it intended to, constitute a prospectus prepared and registered under the *Companies Act 2008* (South Africa).

**(e) United States**

OPUS and TopCo intend to rely on an exemption from the registration requirements of the *US Securities Act of 1933* provided by Section 3(a)(10) thereof in connection with the consummation of the Scheme and the issuance of TopCo Shares. Approval of the Scheme by the Court will be relied upon by OPUS and TopCo for purposes of qualifying for the Section 3(a)(10) exemption.

US shareholders of OPUS should note that the Scheme is made for the securities of an Australian company in accordance with the laws of Australia and the ASX Listing Rules. The Scheme is subject to disclosure requirements of Australia that are different from those of the United States.

It may be difficult for you to enforce your rights and any claim you may have arising under US federal securities laws since OPUS is located in Australia and most of its officers and directors are residents of Australia. You may not be able to sue OPUS or its officers or directors in Australia for violations of the US securities laws. It may be difficult to compel OPUS and its affiliates to subject themselves to a US court's judgment.

You should be aware that OPUS may purchase securities otherwise than under the Scheme, such as in open market or privately negotiated purchases.

The Scheme Booklet has not been filed with or reviewed by the US Securities and Exchange Commission or any state securities authority and none of them has passed upon or endorsed the merits of the Scheme or the accuracy, adequacy or completeness of the Scheme Booklet. Any representation to the contrary is a criminal offence.

The TopCo Shares to be issued pursuant to the Scheme have not been, and will not be, registered under the *US Securities Act 1933* or the securities laws of any US state or other jurisdiction. The Scheme is not being made in any US state or other jurisdiction where it is not legally permitted to do so.

**9.12 Other information material to the making of a decision in relation to the Scheme**

Except as set out in this Scheme Booklet, so far as the OPUS Board is aware, there is no other information material to the making of a decision in relation to the Scheme, being information that is within the knowledge of any Director or any director of a Related Body Corporate of OPUS which has not previously been disclosed to OPUS Shareholders.



### **9.13 Supplementary information**

OPUS will issue a supplementary document to this Scheme Booklet if it becomes aware of any of the following, between the date of lodgement of this Scheme Booklet for registration by ASIC and the Effective Date:

- (a) a material statement in this Scheme Booklet is false or misleading in a material respect;
- (b) a material omission from this Scheme Booklet;
- (c) a significant change affecting a matter included in this Scheme Booklet; or
- (d) a significant new matter has arisen which would have been required to be included in this Scheme Booklet if it had arisen before the date of lodgement of this Scheme Booklet for registration by ASIC.

The form which the supplementary document may take will depend on the nature and timing of the new or changed circumstances. In all cases, the supplementary document which will be available on ASX's website at [www.asx.com.au](http://www.asx.com.au) and on OPUS's website at <http://opusgroup.com.au/>.

## 10. **Glossary**

The following is a glossary of certain terms used in this Scheme Booklet.

<b>AEST</b>	Australian Eastern Standard Time.
<b>ASIC</b>	the Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited or the Australian Securities Exchange, as appropriate.
<b>ASX Listing Rules</b>	the listing rules of ASX and any other applicable rules of ASX modified to the extent of any express written waiver by ASX.
<b>Bermuda Companies Act</b>	means the <i>Companies Act 1981</i> of Bermuda (as amended).
<b>Bookbuilders</b>	Bookbuilders BVI Limited, a business company incorporated under the laws of the British Virgin Islands and which is an indirect wholly owned subsidiary of Lion Rock.
<b>Business Day</b>	a business day as defined in the ASX Listing Rules.
<b>Bye-laws</b>	means the bye-laws of TopCo conditionally adopted by TopCo on 10 July 2018 to take effect on the date of the HKEx Listing.
<b>CanPrint</b>	means CanPrint Communications Pty Limited (ACN 079 915 932), a wholly owned Subsidiary of OPUS.
<b>CanPrint Facility</b>	means CanPrint's production facility, office and warehouse located at 16 Nyrang Street, Fyshwick, ACT, Australia.
<b>Conditions Precedent</b>	each of the conditions to the Scheme becoming Effective as set out in clause 3.1 of the Scheme Implementation Agreement and summarised in Section 4.9 of this Scheme Booklet.
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Court</b>	the Federal Court of Australia, or such other Australian court of competent jurisdiction agreed to in writing by TopCo and OPUS.
<b>Deed Poll</b>	the deed poll dated 14 June 2018 executed by TopCo under which TopCo covenants to carry out its obligations under the Scheme which is annexed as Annexure D.
<b>Director</b>	a director of OPUS.

<b>Dividend Reinvestment Plan or DRP</b>	the OPUS dividend reinvestment plan described in Section 2.4(f) of this Scheme Booklet.
<b>Effective</b>	when used in relation to the Scheme, means the coming into effect, pursuant to section 411(10) of the Corporations Act, of the order of the Court made under sections 411(4)(b) and 411(6) of the Corporations Act in relation to the Scheme, but in any event at no time before an office copy of the order of the Court is lodged with ASIC.
<b>Effective Date</b>	the date on which the Scheme becomes Effective.
<b>End Date</b>	14 January 2019 or such other date as is agreed in writing by TopCo and OPUS.
<b>First Court Date</b>	the Court hearing held on 26 July 2018.
<b>Headcount Threshold</b>	has the meaning given to that term in Section 1 of this Scheme Booklet under the heading "What is the Scheme?".
<b>HKEx</b>	means The Stock Exchange of Hong Kong Limited.
<b>HKEx Listing</b>	the listing of the TopCo Shares on HKEx.
<b>HKEx Listing Rules</b>	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.
<b>Hong Kong Takeovers Code</b>	means The Codes on Takeovers and Mergers and Share Repurchases.
<b>Implementation Conditions</b>	means each of the conditions to the Scheme being implemented as set out in clause 4 of the Scheme Implementation Agreement and summarised in Section 4.10 of this Scheme Booklet.
<b>Implementation Date</b>	means the date the Implementation Conditions are satisfied.
<b>Independent Expert</b>	means Lonergan Edwards.
<b>Independent Expert's Report</b>	the report from the Independent Expert, as set out in Annexure A, including any update or supplementary report.
<b>Ineligible Foreign Shareholders</b>	has the meaning given to that term in the Scheme Implementation Agreement as summarised in Section 4.15.
<b>Ineligible Foreign Shareholder Sale Facility</b>	means the facility to be conducted in accordance with the terms of the Scheme in respect of the TopCo Shares which would otherwise have been issued to Ineligible Foreign Shareholders as summarised in Section 4.15.

<b>Ligare</b>	means Ligare Pty Ltd (ACN 001 787 275), an indirect wholly owned Subsidiary of OPUS.
<b>Ligare Facility</b>	Ligare's production facility, office and warehouse located at 138-152 Bonds Road, and 23-25 Skinner Avenue, Riverwood, NSW, Australia and Unit 3, 13 Larkin Street, Riverwood NSW, Australia.
<b>Lion Rock</b>	Lion Rock Group Limited, an exempted company incorporated in Bermuda and the shares of which listed on HKEx.
<b>Lonergan Edwards</b>	Lonergan Edwards & Associates Limited (ACN 095 445 560).
<b>Memorandum of Association</b>	means the memorandum of association of TopCo, as amended from time to time.
<b>MPG</b>	means McPherson's Printing Pty Ltd (ACN 004 911 308), a wholly owned Subsidiary of OPUS.
<b>MPG Facility</b>	MPG's production facility, warehouse and office located at 13 and 76 Nelson Street and 20 Johnson Street, Maryborough, Victoria, Australia and Lot 2, 5 Brick Kiln Road, Crisbrook, Victoria, Australia.
<b>Notice of Meeting</b>	the notice of meeting relating to the Scheme Meeting which is contained in Annexure E.
<b>OPUS</b>	OPUS Group Limited (ACN 006 162 876).
<b>OPUS Board</b>	the board of directors of OPUS.
<b>OPUS Group</b>	OPUS and its Subsidiaries.
<b>OPUS Information</b>	the information regarding OPUS contained in this Scheme Booklet, other than the TopCo Information and the Independent Expert's Report.
<b>OPUS Share</b>	a fully paid ordinary share in the capital of OPUS.
<b>OPUS Shareholder</b>	each person registered in the Register as a holder of OPUS Shares.
<b>OPUS's Share Registry</b>	Boardroom Pty Limited (ACN 003 209 836).
<b>Placing</b>	has the meaning given to that term in Section 4.3.

<b>Proposed Transaction or Restructure</b>	means the Scheme and HKEx Listing, to effect the re-domiciliation of OPUS to Bermuda and the listing of TopCo's shares on HKEx.
<b>Proxy Form</b>	means the proxy form for the Scheme Meeting which accompanies this Scheme Booklet.
<b>Public Offer</b>	has the meaning given to that term in Section 4.3.
<b>Record Date</b>	5:00 pm (AWST) (being 7:00 pm (AEST)) on the second Business Day following the Effective Date or such other date as OPUS and TopCo agree in writing.
<b>Register</b>	the register of shareholders maintained by OPUS in accordance with the Corporations Act.
<b>Regulatory Authority</b>	Regulatory Authority includes: <ul style="list-style-type: none"> <li>(a) ASX, ASIC and the Takeovers Panel;</li> <li>(a) the Bermuda Monetary Authority;</li> <li>(b) a government or governmental, semi-governmental or judicial entity or authority;</li> <li>(c) a minister, department, office, commission, delegate, instrumentality, agency, board, authority or organisation of any government; and</li> <li>(d) any regulatory organisation established under statute.</li> </ul>
<b>Related Body Corporate</b>	has the meaning given to it in the Corporations Act.
<b>Relevant Interest</b>	has the meaning given to it in the Corporations Act.
<b>Requisite Majority</b>	in relation to the resolution to be put to the Scheme Meeting, the resolution being passed by: <ul style="list-style-type: none"> <li>(a) unless the Court orders otherwise, a majority in number (more than 50%) of OPUS Shareholders, who are present and voting, either in person or by proxy, attorney or in the case of a corporation its duly appointed corporate representative; and</li> <li>(b) at least 75% of the total number of votes cast on the resolution.</li> </ul>
<b>Restructured Group</b>	TopCo and the OPUS Group following the acquisition of all of the OPUS Shares by TopCo as a result of the Scheme.
<b>Scheme</b>	the scheme of arrangement under Part 5.1 of the Corporations Act under which all of the Shares held by Scheme Participants will be transferred to TopCo substantially in the form set out in Annexure C.

<b>Scheme Booklet</b>	this booklet.
<b>Scheme Consideration</b>	means the consideration payable by TopCo for the transfer of OPUS Shares held by a Scheme Participant to TopCo, being, in respect of each OPUS Share, three TopCo Shares and for Ineligible Foreign Shareholders, the sale proceeds of their TopCo Shares.
<b>Scheme Implementation Agreement</b>	the scheme implementation agreement dated 14 June 2018 between OPUS and TopCo relating to the implementation of the Scheme a copy of which is attached to OPUS's ASX announcement of 15 June 2018 available at <a href="http://www.asx.com.au">www.asx.com.au</a> and <a href="http://opusgroup.com.au">http://opusgroup.com.au</a> .
<b>Scheme Meeting</b>	the meeting of OPUS Shareholders to be convened by the Court at which OPUS Shareholders will vote on the Scheme, currently scheduled to occur at 11.00am (AEST) on 6 September 2018 at Club Rivers, 32 Littleton Street, Riverwood, NSW 2210 and includes any meeting convened following any adjournment or postponement of that meeting.
<b>Scheme Participants</b>	each person registered in the Register as an OPUS Shareholder at the Record Date.
<b>Second Court Date</b>	the day on which the Court makes an order pursuant to sections 411(4)(b) and 411(6) of the Corporations Act approving the Scheme.
<b>Second Court Hearing</b>	the hearing of the application made to the Court for an order pursuant to sections 411(4)(b) and 411(6) of the Corporations Act approving the Scheme.
<b>Share Offer</b>	the issue and offer of TopCo Shares through the Public Offer and the Placing.
<b>Share Option Scheme</b>	has the meaning given to that term in Section 6.4.
<b>Subsidiaries</b>	has the meaning given to it in the Corporations Act.
<b>Takeovers Panel</b>	the review body continuing in existence under section 261 of the <i>Australian Securities and Investments Commission Act 2001</i> (Cth) and given powers under Part 6.10 of the Corporations Act.
<b>TopCo</b>	Left Field Printing Group Limited, an exempted company incorporated under the laws of Bermuda.
<b>TopCo Board</b>	the board of directors of TopCo.
<b>TopCo Information</b>	the information contained in Section 6.
<b>TopCo Share</b>	an ordinary share of a par value of HK\$0.01 each in the capital of TopCo.

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**TopCo Shareholder**

a registered holder of TopCo Shares.

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### **Interpretation**

In this Scheme Booklet (other than the Annexures):

- (a) except as otherwise provided, all words and phrases used in this Scheme Booklet have the meanings (if any) given to them by the Corporations Act;
- (b) headings are for ease of reference only and will not affect the interpretation of this Scheme Booklet;
- (c) words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders. A reference to a person includes a reference to a corporation;
- (d) all dates and times are Sydney, Australia times, unless otherwise stated;
- (e) a reference to \$, A\$, AUD and cents is to Australian currency, unless otherwise stated;
- (f) a reference to HK\$ is to Hong Kong currency, unless otherwise stated;
- (g) a reference to US\$ is to United States of America currency, unless otherwise stated; and
- (h) a reference to a section or Annexure is to a section in or Annexure to this Scheme Booklet, unless otherwise stated.