



# Vivid Technology Limited

ABN 60 120 710 625

## Entitlement Offer Booklet

1 for 10 non-renounceable pro rata entitlement offer of New Shares at an issue price of 4.5 cents per New Share

**The Entitlement Offer closes at 5.00 pm (Melbourne time) on 6 July 2017**

The Entitlement Offer is underwritten by Fielding Hill Capital Pty Ltd for the first \$1.5 million

FieldingHillCapital 

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THIS OFFER BOOKLET IN ITS ENTIRETY BEFORE DECIDING WHETHER TO APPLY FOR NEW SHARES. IF YOU DO NOT UNDERSTAND ANY PART OF THIS OFFER BOOKLET, OR ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT OR YOUR ENTITLEMENT, YOU SHOULD CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER. NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN THE UNITED STATES

# Important Information

## About this document

This Offer Booklet contains information relating to a proposed entitlement offer to be undertaken by Vivid Technology Limited (ABN 60 120 710 625) (**Vivid Technology**).

This Offer Booklet is important and requires your immediate attention. You should read this Offer Booklet carefully and in its entirety, with emphasis on the risk factors detailed in Section 3, have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in Vivid Technology.

The Entitlement Offer is being made in accordance with Section 708AA of the Corporations Act (as modified by ASIC Legislative Instrument 2016/84). Accordingly, this document is not a prospectus (and has not been, and will not be, lodged with ASIC) and does not contain all information which an investor may require to make an informed investment decision.

## Forward-looking statements

This document contains forward looking statements with respect to the financial condition, results of operations, projects and business of Vivid Technology and certain plans and objectives of the management of Vivid Technology. Forward looking statements include those containing words such as: "anticipate", "believe", "expect", "estimate", "should", "will", "plan", "could", "may" "intends", "guidance", "project", "forecast", "target", "likely" and other similar expressions, and include, but are not limited to, statements regarding the outcome and effects of the Entitlement Offer, projections, guidance on future revenues, earnings, dividends and estimates. The forward looking statements contained in this document are not based solely on historical facts but are based on current expectations about future events and results. These forward looking statements are subject to inherent known and unknown risks and uncertainties and other factors which are beyond the control of Vivid Technology and the Underwriter Parties (defined below). This includes any statements about market and industry trends, which are based on interpretations of current market conditions. Such risks and uncertainties include factors and risks specific to the operations of Vivid Technology, as well as general economic conditions, prevailing interest rates, conditions in the financial markets, government policies and regulations and competitive pressures. As a consequence, forward looking statements are provided as a general guide only and actual events or results may differ materially from the expectations expressed or implied in such forward looking statements.

Forward-looking statements in this Offer Booklet speak only at the date of this Offer Booklet. Subject to any continuing obligations under applicable law or the ASX Listing Rules, Vivid Technology does not in providing this information undertake any obligation to publicly update or revise any of the forward-looking statements for any change in events, conditions or circumstances on which any such statement is based. Accordingly, you are cautioned not to place undue reliance on forward looking statements contained in this document.

Neither Vivid Technology, the Underwriter Parties, nor any other person, gives any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statement will actually occur. None of the Underwriter Parties have authorised, approved or verified any forward looking statements.

## Information about Vivid Technology

The Investor Presentation lodged with ASX on 9 June 2017 includes information about Vivid Technology and its current activities as at the date stated on it. It is information in summary form and does not purport to be complete. It should be read in conjunction with Vivid Technology's other periodic and continuous disclosure announcements including Vivid Technology's annual report lodged with ASX on 21 October 2016, Vivid Technology's half year report lodged with ASX on 24 February 2017 and Vivid Technology's other announcements to ASX available at [www.asx.com.au](http://www.asx.com.au) or [www.vividtechnology.com.au](http://www.vividtechnology.com.au).

## Past performance

Investors should note that Vivid Technology's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guarantee or guidance as to) Vivid Technology's future performance including Vivid Technology's future financial position or share price performance.

## Foreign jurisdictions

This Offer Booklet does 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 distribution by you of this Offer Booklet (including an electronic copy) outside Australia and New Zealand may be restricted by law. You should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities law. See section 4.4, "Foreign Shareholders", of this Offer Booklet for more information.

In particular, the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and, accordingly, may not be offered or sold in the United States or to, or for the account or benefit of, persons in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable securities laws.

## Nominees

Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia, New Zealand and Singapore except, with the consent of the Vivid Technology, to beneficial shareholders resident in certain other countries where Vivid Technology may determine it is lawful and practical to make the Entitlement Offer.

### **Disclaimer of representations**

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet. Any information or representation that is not contained in this Offer Booklet may not be relied on as having been authorised by Vivid Technology in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of Vivid Technology, or any other person, warrants or guarantees the future performance of Vivid Technology or any return on any investment made pursuant to the Entitlement Offer.

### **No financial product advice**

This Offer Booklet is not financial product advice, does not purport to contain all the information that you may require to make an investment decision, and has been prepared without taking into account your personal investment objectives, financial situation or needs.

Before deciding whether to apply for New Shares under the Entitlement Offer, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits or risks involved. If after reading this Offer Booklet, you have any questions about the Entitlement Offer, you should contact your financial or other professional adviser.

### **Underwriter**

None of the Underwriter or any of its respective affiliates, related bodies corporate (as that term is defined in the Corporations Act), nor their respective directors, employees, officers, representatives, agents, partners, consultants and advisers (together the Underwriter Parties), nor the advisers to Vivid Technology or any other person including clients named in this document, have authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of the Offer Booklet and, except to the extent referred to in this Offer Booklet, none of them makes or purports to make any statement in the Offer Booklet and there is no statement in the Offer Booklet which is based on any statement by any of them.

The Underwriter Parties may, from time to time, hold interests in the securities of, or earn brokerage, fees or other benefits from Vivid Technology.

### **Disclaimer**

To the maximum extent permitted by law, the Underwriter Parties disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and the information in the Offer Booklet being inaccurate or due to information being omitted from the Offer Booklet, whether by way of negligence or otherwise, and make no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of the information in this document.

The Underwriter Parties take no responsibility for any part of this document or liability (including, without limitation, any liability arising from fault or negligence on the part of any person) for any direct, indirect, consequential or contingent loss or damage whatsoever arising from the use of any part of this document or otherwise arising in connection with either of them.

The Underwriter Parties make no recommendation as to whether you or your related parties should participate in the Entitlement Offer nor do they make any representations or warranties, express or implied, to you concerning the Entitlement Offer or any such information, and by returning an Entitlement and Acceptance Form or otherwise paying for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you represent, warrant and agree that you have not relied on any statements made by the Underwriter Parties in relation to the New Shares or the Entitlement Offer generally.

### **Definitions and references to time**

Capitalised words and expressions in this Offer Booklet have the meanings given in Section 5. A reference to time in this Offer Booklet is to Melbourne time, unless otherwise stated.

All financial amounts in this Offer Booklet are references to Australian currency, unless otherwise stated.

### **Date of this document**

This Offer Booklet is dated 22 June, 2017.

**For any enquiries please call Computershare Investor Services Pty Limited as Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or contact your stockbroker, accountant or other professional adviser.**

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## Chairman's Letter

22 June 2017

Dear fellow shareholder

On behalf of the Board of Vivid Technology Limited (**Vivid Technology**), it is my pleasure to invite you to participate in a pro rata, non-renounceable entitlement offer of 1 new fully paid ordinary share in Vivid Technology (**New Shares**) for every 10 Shares held by you on the Record Date (7.00pm (Melbourne time) on 21 June 2017 at an issue price of 4.5 cents per New Share (**Entitlement Offer**) to raise up to approximately \$1.9 million, if fully subscribed. The first \$1.5 million of the Entitlement Offer is underwritten by Fielding Hill Capital Pty Ltd (**Underwriter**).

On 9 June 2017 Vivid Technology announced a placement to certain institutional and sophisticated investors to raise \$3.1 million (**Placement**) (the Placement and the Entitlement Offer together, the **Equity Raising**). The Placement successfully completed on 19 June 2017. This Offer Booklet relates to the Entitlement Offer.

Funds raised from the Equity Raising (after costs) will be used to primarily fund investment in the company's growth initiatives, including:

- Assisting the company in pursuing its short-term revenue opportunities, including significant identified opportunities with existing customers.
- Continuing to develop additional recurring revenue streams including "Asset Management" revenue via Lighting-as-a-Service commercial sales model, along with ongoing technology research and development.
- Supporting the company's scaling to address increasing growth opportunities and objectives across both the domestic and international markets.
- Repaying the existing short-term debt facility (\$750,000) (to be replaced by new short term revolving working capital facilities).
- General working capital purposes.

Other uses of funds may include supporting the company's investment in NewCO2Fuels as it progresses finalisation of the commercialisation of its technology (including in conjunction with Sinopec Engineering Group), and for general corporate purposes.

## Overview of Entitlement Offer

The Entitlement Offer is being made to all eligible shareholders (**Eligible Shareholders**) who are registered as a holder of Vivid Technology Shares as at 7.00 pm (Melbourne time) on 21 June 2017 (**Record Date**).

Under the Entitlement Offer, Eligible Shareholders have the opportunity to subscribe for 1 New Share for every 10 Shares of which they are the registered holder at 7.00 pm (Melbourne time) on the Record Date at an issue price of 4.5 cents per New Share (**Issue Price**). The Entitlement Offer is non-renounceable. Eligible Shareholders are also invited to apply for additional New Shares in excess of their entitlement under the Top-Up Facility if there is a shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer.

The Directors have stated that they intend to take up their full entitlements under the Entitlement Offer.

Further information about Vivid Technology is also contained in the Investor Presentation in connection with the Equity Raising, which was released to the ASX on 9 June 2017. A copy of the Investor Presentation is available from the ASX website ([www.asx.com.au](http://www.asx.com.au)) and on Vivid Technology's website ([www.vividtechnology.com.au](http://www.vividtechnology.com.au)).

## Underwriting Arrangements

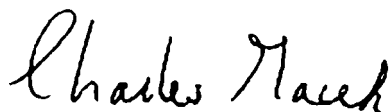
The first \$1.5 million of the Entitlement Offer is underwritten by Fielding Hill Capital Pty Ltd pursuant to an Underwriting Agreement dated 7 June 2017 (**Underwriting Agreement**). Further details regarding the underwriting arrangement are set out in Section 1.6 of this Offer Booklet.

## Action you should take

The Entitlement Offer is scheduled to close at **5.00 pm (Melbourne time) on 6 July 2017**. If you wish to subscribe for New Shares, you must ensure that your application and payment is received by this time in accordance with the instructions set out in Section 2.2.

This Offer Booklet contains important information regarding the Entitlement Offer, and I encourage you to read it carefully before making any investment decision. If you have any questions, you should consult your financial or other professional adviser.

For any enquiries please call Computershare Investor Services Pty Limited as Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or contact your stockbroker, accountant or other professional adviser.



Charles Macek  
**Chairman**  
Vivid Technology Limited

## Key Dates

Event	Date
Announcement of the Entitlement Offer and Placement	9 June 2017
Settlement of Placement	16 June 2017
Issue and Allotment of Placement Shares	19 June 2017
Shares traded on an “ex” entitlement basis	20 June 2017
Record Date for eligibility to participate in the Entitlement Offer	7:00pm (Melbourne time) 21 June 2017
Dispatch of Entitlement Offer Booklet and Entitlement and Acceptance Form to Eligible Shareholders	22 June 2017
Entitlement Offer opens	22 June 2017
Entitlement Offer closes	5:00pm (Melbourne time) 6 July 2017
New Shares under the Entitlement Offer quoted on a deferred settlement basis	7 July 2017
Shortfall (if any) announced to ASX	10 July 2017
Settlement of New Shares under the Entitlement Offer	11 July 2017
Issue of New Shares under the Entitlement Offer	12 July 2017
Dispatch of Holding Statements	13 July 2017
New Shares commence trading on a normal settlement basis	13 July 2017

Dates and times in this Offer Booklet are indicative only and subject to change. Any material changes will be notified to ASX. All dates and times are references to Melbourne time.

Vivid Technology, with the consent of the Underwriter, reserves the right to amend any or all of these dates and times, subject to the Corporations Act, the ASX Listing Rules and other applicable laws and regulations. In particular, Vivid Technology reserves the right to extend the Closing Date and/or accept late Applications under the Entitlement Offer without prior notice. Any extension of the Closing Date may have a consequential impact on the date that New Shares are issued and commence trading on the ASX. Applicants are encouraged to submit their personalised Entitlement and Acceptance Forms as soon as possible after the Entitlement Offer opens.

# 1. Overview of the Entitlement Offer

## 1.1. Summary

The Entitlement Offer is a partially underwritten pro rata offer of up to approximately 70 million New Shares at 4.5 cents per New Share (**Issue Price**) to raise up to approximately \$1.9 million before costs and expenses if fully subscribed.

The Entitlement Offer is underwritten for the first \$1.5 million.

Eligible Shareholders are entitled to subscribe for 1 New Share for every 10 Shares held by them at 7.00 pm (Melbourne time) on the Record Date.

The Entitlement Offer is non-renounceable, which means that to the extent that any entitlement under the Entitlement Offer is not taken up by any Eligible Shareholder prior to the Closing Date, the entitlement will lapse.

The choices available to Eligible Shareholders in respect of the Entitlement Offer are described in Section 2.

The Entitlement Offer is currently scheduled to close at 5.00 pm (Melbourne time) on 6 July 2017.

## 1.2. Eligible Shareholders

Unless the Company otherwise determines, the Entitlement Offer is being made to those Shareholders who:

- (a) are registered as a holder of Vivid Technology's Shares as at the Record Date (including those Shareholders who participated in the Placement);
- (b) have a registered address in Australia, Hong Kong, New Zealand or Singapore;
- (c) are not in the United States and are not acting for the account or benefit of any person in the United States; and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Vivid Technology is of the view that it is unreasonable to make an offer under the Entitlement Offer to shareholders outside of Australia, Hong Kong, New Zealand and Singapore having regard to:

- (a) the number of Shareholders outside of those jurisdictions as a proportion of total Shareholders in Vivid Technology;
- (b) the number and value of the New Shares that would have been offered to those Shareholders outside of those jurisdictions; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

Vivid Technology is not required to make offers under the Entitlement Offer to Shareholders outside of Australia and New Zealand (although Vivid Technology may, at its absolute discretion, make offers under the Entitlement Offer to investors in certain other jurisdictions to whom it is lawful to make such an offer, such as Hong Kong and Singapore, subject to the provisions of Section 4.4).



### 1.3. What is the entitlement of an Eligible Shareholder?

The number of New Shares to which you are entitled under the Entitlement Offer is shown in the personalised Entitlement and Acceptance Form which accompanies this Offer Booklet. In calculating each Eligible Shareholder's entitlement, fractional entitlements to New Shares have been rounded up to the nearest whole number of New Shares. Eligible Shareholders can subscribe for all, or part, of their pro rata entitlement under the Entitlement Offer. Detailed instructions on how to accept all, or part of, your pro rata entitlement are set out in Section 2.

Please note that if you choose not to take up your pro rata entitlement, your percentage shareholding in Vivid Technology will be diluted to the extent that the Entitlement Offer is taken up by other persons.

### 1.4. Top-Up Facility

Eligible Shareholders may, in addition to taking up their entitlements in full, apply for additional New Shares (**Additional Shares**) in excess of their entitlement (**Top-Up Facility**). Additional Shares will only be available where there is a shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer (**Shortfall**). Additional Shares will be issued at the Issue Price.

Vivid Technology proposes to adopt the below allocation policy for allocating Shortfall.

- (a) If there is a Shortfall, each Eligible Shareholder who has applied for Additional Shares through the Top-Up Facility will be entitled to be allocated their pro-rata share of the Shortfall having regard to their holdings at the Record Date (if an Eligible Shareholder has made an application for Additional Shares for an amount less than the amount of Additional Shares that the Eligible Shareholder would otherwise be allocated under this process, the Eligible Shareholder will be allocated the amount applied for).
- (b) The allocation process described above will be repeated in relation to any remaining Shortfall and any subsequent Shortfall, until either all New Shares proposed to be issued have been allocated or all Shortfall applications have been satisfied in full.
- (c) Directors of Vivid Technology will not be eligible to participate in the Top-Up Facility and apply for Additional Shares.
- (d) If, following the above allocation, there remains a Shortfall, it will then be allocated to the Underwriter to the aggregate amount of \$1.5 million (inclusive of the value of the applications from Eligible Shareholders), to be allocated to any sub-underwriters.
- (e) The Directors reserve the right to place any unissued Shares within 3 months after the close of the Entitlement Offer. The Directors are not obliged to place any such Shares and will only do so in their discretion.

For avoidance of doubt, the Corporations Act 20% relevant interest level applies to limit the acquisition of Additional Shares through the Top-Up Facility.

Accordingly, Eligible Shareholders who apply for Additional Shares may be allocated a lesser number of Additional Shares than applied for in which case excess Application Money will be refunded without interest. If you wish to subscribe for Additional Shares in addition to your Entitlement then you should nominate the maximum number of Additional Shares you wish to subscribe for on the Entitlement and Acceptance Form and make corresponding payment for your full Entitlement plus the Additional Shares.

### **1.5. No trading of entitlements**

Entitlements under the Entitlement Offer are non-renounceable and will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their entitlement in full will not receive any value in respect of that part of the entitlement that they do not take up.

### **1.6. Underwriting of the Entitlement Offer**

The Entitlement Offer is underwritten for the first \$1.5 million by the Underwriter, subject to certain conditions and events of termination, pursuant to the terms of the Underwriting Agreement. New Shares which remain unallocated following the issue of New Shares under the Entitlement Offer up to an aggregate amount of \$1.5 million will be taken up by the Underwriter (and its sub-underwriters), on the terms and, subject to the conditions, of the Underwriting Agreement and in accordance with the allocation policy.

The Underwriter will receive a fee equal to 5% of the underwritten amount of \$1.5 million (comprising a 1% management fee and a 4% underwriting fee), excluding GST, as well as the issuance of 3,000,000 unlisted options comprising:

- (a) 1,000,000 exercisable at 6.5 cents on or before 30 June 2020;
- (b) 1,000,000 exercisable at 7.5 cents on or before 30 June 2021; and
- (c) 1,000,000 exercisable at 10.0 cents on or before 30 June 2021

Vivid Technology must also reimburse the Underwriter on a full indemnity basis for the reasonable costs and expenses (plus GST if applicable) incurred by the Underwriter in connection with the Entitlement Offer.

Under the Underwriting Agreement, Vivid Technology has agreed to indemnify the Underwriter (and its directors, employees, agents and contractors) against any claims or losses it may suffer in connection with the Entitlement Offer.

The Underwriter may terminate the Underwriting Agreement (and therefore its obligations to partially underwrite the Entitlement Offer) in certain specified circumstances. These include, but are not limited to, if any of the following events occur:

- (a) the All Australian 200 Index as published by ASX falls 10% or more below its level as at close of business on the date of this Agreement;
- (b) the Company does not issue the Offer Booklet in accordance with the Timetable (unless otherwise agreed by the parties) or the Offer Booklet or the Entitlement Offer is withdrawn by the Company;
- (c) ASIC gives notice of intention to hold a hearing examination, inspection, investigation, or it requires information to be disclosed, in connection with the Company, the Offer Booklet or the Entitlement Offer;
- (d) an order is made in connection with the Offer Booklet or the Entitlement Offer, including under sections 1324 and 1325 of the Corporations Act;
- (e) any director or general manager of the Company is prosecuted for an indictable criminal offence;
- (f) there is an omission from, or a statement which is, or has become, false or misleading in the Offer Booklet and such omission or statement is materially adverse from the point of view of an investor;
- (g) any person, other than the Underwriter, who has previously consented to being named in the Offer Booklet, withdraws that consent whether publicly or not;

- (h) the Offer Booklet is withdrawn by the Company at any time prior to all the New Shares having been allotted; or
- (i) ASX does not or indicates to the Company or the Underwriter that it will not permit official quotation of the New Shares comprised in the Entitlement Offer to commence.

In addition, the Underwriter may terminate the Underwriting Agreement (and therefore its obligations to partially underwrite the Entitlement Offer) if, in its reasonable opinion reached in good faith, the occurrence of a number of other stated termination events has or is likely to have a material adverse effect on the outcome of the Entitlement Offer or could give rise to a liability of the Underwriter under the Corporations Act.

### **1.7. Issue of New Shares**

Vivid Technology currently expects that New Shares will be issued on 12 July 2017. The issue of New Shares will only be made after permission for their quotation on ASX has been obtained. The fact that New Shares have been admitted to quotation on ASX is not to be taken in any way as an indication of the merits of Vivid Technology or the New Shares.

### **1.8. Ranking of New Shares**

When issued, the New Shares will be fully paid and will rank equally with existing Shares.

### **1.9. Withdrawal of the Entitlement Offer**

Vivid Technology reserves the right to withdraw all or part of the Entitlement Offer, and this Offer Booklet, at any time, subject to applicable laws. In that case, Vivid Technology will refund Application Monies in relation to New Shares not already issued in accordance with the Corporations Act and without payment of interest. To the fullest extent permitted by law, you agree that any Application Monies paid by you to Vivid Technology will not entitle you to receive any interest and that any interest earned in respect of Application Monies will belong to Vivid Technology.

### **1.10. Speculative nature of Entitlement Offer and projects and relevant risk factors**

In deciding whether to take up some or all of your entitlements under the Entitlement Offer, you should:

- (a) have regard to the risks discussed in Section 3 of this Offer Booklet and the section headed Business Risks of the Investor Presentation lodged with ASX on 9 June 2017; and
- (b) read this Offer Booklet carefully and in its entirety and have regard to your own investment parameters, and if required, obtain independent professional investment advice, before deciding to invest in Vivid Technology.

### **1.11. Purpose and use of funds**

Vivid Technology intends to use the funds from the Equity Raising primarily to fund investment in the Company's growth initiatives, including:

- Assisting the company in pursuing its short-term revenue opportunities, including significant identified opportunities with existing customers.
- Continuing to develop additional recurring revenue streams including "Asset Management" revenue via Lighting-as-a-Service commercial sales model, along with ongoing technology research and development.

- Supporting the company's scaling to address increasing growth opportunities and objectives across both the domestic and international markets.
- Repaying the existing short-term debt facility (\$750,000) (to be replaced by new short term revolving working capital facilities).
- General working capital purposes.

Other uses of funds may include supporting the Company's investment in NewCO2Fuels as it progresses finalisation of the commercialisation of its technology (including in conjunction with Sinopec Engineering Group), and for general corporate purposes.

Further details are set out in the Investor Presentation lodged with ASX on 9 June 2017, which is available from the ASX website ([www.asx.com.au](http://www.asx.com.au)) and on Vivid Technology's website ([www.vividtechnology.com.au](http://www.vividtechnology.com.au)).

### 1.12. Financial Impact

The proceeds from the Equity Raising, before allowing for costs and expenses, will amount up to approximately \$1.9 million if fully subscribed, with a minimum amount raised of the underwritten \$1.5 million.

### 1.13. Effect on Capital Structure

The principal effect of the Equity Raising on Vivid Technology's issued share capital will be to increase the total number of issued Shares. The following table sets out the number of issued Shares on the Announcement Date and, subject to the rounding of fractional entitlements under the Entitlement Offer, the total number of issued Shares at the completion of the Entitlement Offer if fully subscribed:

Shares	Number
Shares on issue at the Announcement Date	362,471,340
Shares offered under the Placement	70,000,000
Maximum number of shares offered under the Entitlement Offer**	43,247,134*
Maximum Shares on issue on completion of the Entitlement Offer**	475,718,474*

\* The number of New Shares to be issued under the Entitlement Offer is subject to the rounding of fractional entitlements to New Shares. It is also subject to a minimum 33,333,333 Shares the subject of the underwriting.

\*\* The maximum number of shares if the Entitlement Offer is fully subscribed.

Vivid Technology has 59 million unlisted options on issue with various expiry dates with exercise prices ranging from 7.5 cents to 20 cents. In addition, in connection with the Equity Raising, Vivid Technology has agreed to issue 3,000,000 options to the Underwriter as described in paragraph 1.6 and to issue to its other advisers 6,000,000 options comprising (a) 2,000,000 exercisable at 6.5 cents on or before 30 June 2020; (b) 2,000,000 exercisable at 7.5 cents on or before 30 June 2021; and (c) 2,000,000 exercisable at 10.0 cents on or before 30 June 2021.

### 1.14. Effect of the Entitlement Offer on the Control of Vivid Technology

The potential effect the Entitlement Offer will have on the control of Vivid Technology is as follows:

- (a) if all Eligible Shareholders take up their entitlements under the Entitlement Offer, then the Entitlement Offer will have no effect on the control of Vivid Technology;
- (b) if some Eligible Shareholders do not take up all of their entitlements under the Entitlement Offer, then the interests of those Eligible Shareholders will be diluted;
- (c) the proportional interests of shareholders who are not Eligible Shareholders will be diluted because such shareholders are not entitled to participate in the Entitlement Offer,

having regard to:

- (d) the composition of Vivid Technology's share register; and
- (e) the terms of the Entitlement Offer, the commitments received under the Placement, the underwriting and sub-underwriting arrangements in place for the Entitlement Offer and the nature of the underwriters and sub-underwriters.

Vivid Technology does not believe that any person will increase their voting power in Vivid Technology pursuant to the Entitlement Offer in a way that will have any material impact on the control of Vivid Technology. In particular, no person presently has a relevant interest in more than 20% of Shares, and no person is expected to have a more than 20% relevant interest in Shares following the Entitlement Offer.

## 2. Choices available to Eligible Shareholders

### 2.1. Your choices

Before taking any action, you should read this Offer Booklet in its entirety and, if you have any questions, consult your financial or other professional adviser. If you are an Eligible Shareholder, the following choices are available to you:

Option	See Section
Take up all or part of your entitlement under the Entitlement Offer	2.2(a)
Take up all of your entitlement under the Entitlement Offer and apply for Additional Shares under the Top-Up Facility	2.2(b)
Take no action	2.7

### 2.2. How to participate in the Entitlement Offer

- (a) **Taking up all or part of your entitlement**  
To subscribe for New Shares offered to you under your pro rata allocation, please complete the accompanying Entitlement and Acceptance Form according to the instructions on the form for all, or that part, of your pro rata entitlement you wish to subscribe for.
- (b) **Applying for Additional Shares under the Top-Up Facility**  
If you wish to apply for Additional Shares in excess of your entitlement, please complete your personalised Entitlement and Acceptance Form accordingly and follow the instructions set out on the form or below.

Your application for additional New Shares may not be successful (wholly or partially). The decision in relation to the number of additional New Shares in excess of your entitlement to be allocated to you will be final. No interest will be paid on any Application Monies received and returned.

**(c) Payment**

The Application Monies are payable in full on application.

Payments must be received by 5.00 pm (Melbourne time) on the Closing Date and must be in Australian currency and made by:

- (i) cheque drawn on and payable at any Australian bank;
- (ii) bank draft or money order drawn on and payable at any Australian bank; or
- (iii) BPAY®.

If you wish to pay by BPAY®, you do not need to return the Entitlement and Acceptance Form. You simply need to follow the instructions on the Entitlement and Acceptance Form. Different financial institutions may implement earlier cut-off times with regards to electronic payment, so please take this into consideration when making payment by BPAY®. It is your responsibility to ensure that funds submitted through BPAY® are received by no later than 5.00 pm (Melbourne time) on the Closing Date.

Vivid Technology will treat you as applying for as many New Shares as your payment will pay for in full.

Cheques, bank drafts and money orders must be made payable to “Vivid Technology Limited” and crossed ‘Not Negotiable’. Cash payments will not be accepted. Receipts for payment will not be provided.

Vivid Technology will not be responsible for any postal or delivery delays or delay in the receipt of your BPAY® payment.

Application monies will be held in trust in a subscription account until New Shares are issued. Any interest earned on Application Monies will be for the benefit of Vivid Technology and will be retained by Vivid Technology irrespective of whether any issue of New Shares takes place.

**(d) Return completed Entitlement and Acceptance Form and payment**

Unless you are paying by BPAY®, completed Entitlement and Acceptance Forms and payment of Application Money should be forwarded to the Share Registry by mail in the enclosed prepaid envelope or, if you are outside of Australia or do not use the prepaid envelope, by mail addressed to:

Computershare Investor Services Pty Limited  
GPO Box 505  
Melbourne Vic 3001  
Australia

Completed Entitlement and Acceptance Forms and payments must be received by 5.00 pm (Melbourne time) on the Closing Date.

Please note that all acceptances, once received, are irrevocable.

If you wish to pay by BPAY®, you do not need to return the Entitlement and Acceptance Form. Please see Section 2.2(c) above for details.

### **2.3. Representations you will be taken to make by acceptance**

By completing and returning your Entitlement and Acceptance Form or making a payment by BPAY®, you will be deemed to have:

- (a) acknowledged that you have fully read and understood this Offer Booklet and the Entitlement and Acceptance Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this Offer Booklet and the Entitlement and Acceptance Form;
- (b) agreed to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet and Vivid Technology's constitution;
- (c) authorised Vivid Technology to register you as the holder of the New Shares allotted to you;
- (d) declared that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement Offer;
- (e) acknowledged that once Vivid Technology receives your Entitlement and Acceptance Form or any payment of Application Monies via BPAY®, you may not withdraw your application or funds provided except as allowed by law;
- (f) acknowledged that you have a registered address in Australia, Hong Kong, New Zealand, Singapore or certain other jurisdictions as explicitly consented to by Vivid Technology as at the Record Date;
- (g) agreed to apply for and be issued up to the number of New Shares and Additional Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY®, at the Issue Price per New Share;
- (h) authorised Vivid Technology, the Share Registry and their respective officers, employees or agents to do anything on your behalf necessary for New Shares to be issued to you;
- (i) declared that you were the registered holder at the Record Date of the Shares indicated in the Entitlement and Acceptance Form as being held by you on the Record Date;
- (j) acknowledged that the information contained in this Offer Booklet and your Entitlement and Acceptance Form is not investment advice nor a recommendation that the New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (k) acknowledged that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Vivid Technology and is given in the context of Vivid Technology's past and ongoing continuous disclosure announcements to the ASX;
- (l) acknowledged the statement of risks in the 'Risk Factors' Section of this Offer Booklet and that investments in Vivid Technology are subject to risk;
- (m) acknowledged that none of Vivid Technology or its related bodies corporate, affiliates and none of its or their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Vivid Technology, nor do they guarantee the repayment of capital;
- (n) agreed to provide any requested substantiation of your eligibility to participate in the Entitlement Offer and your holding of Shares on the Record Date; and
- (o) authorised Vivid Technology to correct any errors in your Entitlement and Acceptance Form.

By completing and returning your Entitlement and Acceptance Form or making a payment by BPAY®, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (p) you are not in the United States and are not acting for the account or benefit of a person in the United States, and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (q) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and
- (r) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or a person acting for the account or benefit of a person in the United States.

#### **2.4. No minimum subscription**

There is no minimum subscription for an Eligible Shareholder under the Entitlement Offer.

#### **2.5. No cooling off rights**

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been made.

#### **2.6. Refunds of excess Application Monies**

Any Application Monies received for more than the number of New Shares issued to you will be refunded as soon as reasonably practicable following the close of the Entitlement Offer. No interest will be paid on any Application Monies. Payment of any refund will be made by cheque mailed to your address as last recorded in Vivid Technology's register of members.

#### **2.7. If you do nothing**

If you do not apply for Shares pursuant to the Entitlement Offer, your entitlement under the Entitlement Offer will lapse.

If you do not apply for Shares pursuant to the Entitlement Offer, your percentage ownership in Vivid Technology will be diluted because the issue of New Shares to other Eligible Shareholders under the Entitlement Offer will increase the total number of Shares on issue.

### **3. Risk Factors**

Vivid Technology's activities are subject to a number of risks which may impact future financial performance and the market price at which New Shares trade. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, others are outside Vivid Technology's control and cannot be mitigated. Therefore, investors who acquire New Shares may be exposed to a number of risks. Broadly, these risks can be classified as risks that are general to investing in the share market and risks specific to an investment in Shares and Vivid Technology's underlying business.



A detailed list of the key risks associated with investing in New Shares is contained in the Investor Presentation in connection with the Equity Raising lodged with ASX on 9 June 2017. A copy of the Investor Presentation is available from the ASX website ([www.asx.com.au](http://www.asx.com.au)) and on Vivid Technology's website ([www.vividtechnology.com.au](http://www.vividtechnology.com.au)).

This list is not exhaustive and investors should read this Offer Booklet and the Investor Presentation in their entirety before making an investment decision. Investors should also have regard to their own investment objectives and financial circumstances, and should consider seeking appropriate independent investment advice before deciding whether to invest in the New Shares.

## **4. Further Information**

### **4.1. Taxation**

Taxation implications of participating in the Entitlement Offer will vary depending on the particular circumstances of individual Eligible Shareholders. Eligible Shareholders are advised to obtain their own professional taxation advice before making a decision in relation to the Entitlement Offer.

### **4.2. This Offer Booklet is not a prospectus**

The Entitlement Offer is being conducted in accordance with Section 708AA of the Corporations Act (as modified by ASIC Legislative Amendment 2016/84). In general terms, Section 708AA relates to rights issues by certain companies that do not require the preparation of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is less than the level of disclosure required in a prospectus.

As a result, in deciding whether or not to accept the Entitlement Offer, you should rely on your own knowledge of Vivid Technology, refer to disclosures made by Vivid Technology to the ASX (which are available for inspection on the ASX website [www.asx.com.au](http://www.asx.com.au) and on Vivid Technology's website at [www.vividtechnology.com.au](http://www.vividtechnology.com.au)) and seek the advice of your professional adviser.

### **4.3. Holding Statements and trading of New Shares**

Vivid Technology participates in the Clearing House Electronic Sub-Register System (**CHES**), in accordance with ASX Listing Rules and operates an electronic issuer-sponsored sub-register and an electronic CHES sub-register. The two sub-registers together make up Vivid Technology's principal register. Consequently, Vivid Technology will not issue certificates to security holders but they will be provided with a holding statement, which will set out the number of Shares allotted to them under this Entitlement Offer.

It is your responsibility to determine your holding of New Shares before trading to avoid the risk of selling New Shares you do not own. To the maximum extent permitted by law, Vivid Technology and the Underwriter Parties disclaim any liability to persons who trade New Shares before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Vivid Technology or the Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

#### 4.4. Foreign shareholders

(a) General restrictions

This Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. The distribution of this Offer Booklet in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Offer Booklet outside Australia should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the New Shares or to otherwise permit an offering of New Shares outside Australia and the New Shares may not be offered outside Australia except to the extent permitted below.

Return of the Entitlement and Acceptance Form or your BPAY® payment will be taken by Vivid Technology as a representation by you that there has been no breach of any such laws.

Nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia, New Zealand and Singapore except, with the consent of the Vivid Technology, to beneficial shareholders resident in certain other countries where Vivid Technology may determine it is lawful and practical to make the Entitlement Offer.

(b) Hong Kong

WARNING: The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

(c) New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Vivid Technology with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

(d) Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares may not be issued, circulated or distributed, nor may these securities be offered or sold, or be made the

subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares. In the event that you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

#### **4.5. Privacy**

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Vivid Technology (directly or through the Share Registry). Vivid Technology collects, holds and will use that information to assess and process your application, administer your shareholding in Vivid Technology and to provide related services to you. Vivid Technology may disclose your personal information for purposes related to your shareholding in Vivid Technology, including to the Share Registry, Vivid Technology's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Vivid Technology holds about you. To make a request for access to your personal information held by (or on behalf of) Vivid Technology, please contact Vivid Technology through the Share Registry.

#### **4.6. Governing law**

This Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of the Entitlement Offer are governed by the laws applicable in Victoria, Australia. Each applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

## **5. Glossary and interpretation**

### **5.1. Definitions**

In this Offer Booklet, the following words have the following meanings unless the context requires otherwise:

<b>Additional Shares</b>	New Shares applied for by an Eligible Shareholder that are in excess of the Eligible Shareholder's entitlement
<b>Announcement Date</b>	9 June 2017
<b>Applicant</b>	a Shareholder as at the Record Date applying for New Shares under this Entitlement Offer
<b>Application Monies</b>	the sum of the relevant Entitlement Offer and any Additional Shares multiplied by the Issue Price

<b>ASIC</b>	the Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited or, as the context requires, the financial market known as the Australian Securities Exchange operated by it
<b>ASX Listing Rules</b>	the official listing rules of the ASX as amended or replaced from time to time
<b>Board</b>	the board of directors of Vivid Technology
<b>Business Day</b>	means a day which is not a Saturday, Sunday or a public holiday in Victoria, Australia
<b>Closing Date</b>	the deadline for accepting the Entitlement Offer, being <b>5.00pm (Melbourne time) on 6 July 2017</b> (subject to change)
<b>Company or Vivid Technology</b>	Vivid Technology Limited (ABN 60 120 710 625)
<b>Corporations Act</b>	Corporations Act 2001 (Cth)
<b>Directors</b>	the directors of Vivid Technology
<b>Eligible Shareholder</b>	has the meaning given in Section 1.2
<b>Entitlement and Acceptance Form</b>	the personalised entitlement and acceptance form to subscribe for New Shares accompanying this Entitlement Offer Booklet
<b>Entitlement Offer</b>	the pro rata non-renounceable offer of New Shares to Eligible Shareholders in accordance with the terms of this Offer Booklet
<b>Issue Price</b>	the price payable for each New Share under the Entitlement Offer, being 4.5 cents
<b>New Shares</b>	the Shares offered pursuant to the Entitlement Offer
<b>Offer Booklet</b>	this offer booklet dated 22 June 2017
<b>Placement</b>	the placement of Shares to certain institutional and sophisticated investors to raise approximately \$3.1 million, announced on the Announcement Date
<b>Record Date</b>	7.00pm (Melbourne time) on 21 June 2017
<b>Share</b>	a fully paid ordinary share in the capital of Vivid Technology
<b>Shareholder</b>	a registered holder of Shares
<b>Share Registry</b>	Computershare Investor Services Pty Limited
<b>Subsidiary</b>	a body corporate that is a subsidiary of Vivid Technology within the meaning of the Corporations Act
<b>Top-Up Facility</b>	the mechanism by which Eligible Shareholders can apply for Additional Shares as described in Section 1.4
<b>Underwriter</b>	Fielding Hill Capital Pty Ltd
<b>United States</b>	United States of America, its territories and possessions, any State of the United States of America and the District of Columbia
<b>US Securities Act</b>	The United States Securities Act of 1933, as amended

## **5.2. Interpretation**

In this Offer Booklet, unless the context otherwise requires:

- (a) the singular includes the plural, and vice versa;
- (b) words importing one gender include other genders;
- (c) other parts of speech and grammatical forms of a word or phrase defined in this document have corresponding meanings;
- (d) terms used in this document and defined in the Corporations Act have the meanings ascribed to them in the Corporations Act;
- (e) other grammatical forms of a word or phrase defined in this document have a corresponding meaning; and
- (f) a reference to a Section is a reference to a Section of this Offer Booklet.

## Corporate Directory

<b>COMPANY NAME</b>	Vivid Technology Limited
<b>ASX CODE</b>	VIV
<b>DIRECTORS</b>	Charles Macek – Non-Executive Chairman Samuel Marks – Managing Director Leslie Butterfield - Non-Executive Director John T Kopcheff - Non-Executive Director Philip Zajac - Non-Executive Director
<b>COMPANY SECRETARY</b>	Robert Smith
<b>HEAD OFFICE</b>	Level 14 500 Collins Street Melbourne VIC 3000
<b>UNDERWRITER</b>	Fielding Hill Capital Pty Ltd
<b>SHARE REGISTRY</b>	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford Victoria 3067

**Enquiries:**

**Phone:**  
 (within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000

**Web:**  
 [www.investorcentre.com/contact](http://www.investorcentre.com/contact)

**Make your payment:**



See overleaf for details of the Offer and how to make your payment

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## Non-Renounceable Pro Rata Entitlement Offer — Entitlement and Acceptance Form

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 **Your payment must be received by 5:00pm (AEST) Thursday 6 July 2017**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

### Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you make the representations as detailed in Section 2.3 of the Entitlement Offer Booklet dated 22 June 2017.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Vivid Technology Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.


Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as dishonoured cheques may not be re-presented and may result in your application being rejected. Paperclip (do not staple) your payment to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

**Turn over for details of the Offer →**

# Entitlement and Acceptance Form

## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/  
HIN confidential.

Registration Name:

Entitlement No:

**Offer Details:** Existing shares entitled to participate as at  
7:00pm (AEST) on 21 June 2017:  
  
Entitlement to New Shares  
on a 1 for 10 basis:  
  
Amount payable on full acceptance  
at \$0.045 per New Share:


## STEP 2 Make Your Payment



Bill Code:  
Ref No:

### Pay by Mail:



Make your cheque, bank draft or money order payable to "**Vivid Technology Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

**Computershare Investor Services Pty Limited**  
**GPO Box 505 Melbourne Victoria 3001 Australia**

Contact your financial institution to make your payment from your cheque or savings account.

### Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AEST) Thursday 6 July 2017. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Vivid Technology Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AEST) Thursday 6 July 2017. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with payment attached. Neither CIS nor Vivid Technology Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuer (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

[Detach here](#)

## Vivid Technology Limited Acceptance Payment Details

Entitlement taken up:

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Number of Additional Shares  
applied for:

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Amount enclosed at \$0.045 per  
New Share:

**A\$**

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Entitlement No:

**Payment must be received by 5:00pm (AEST) Thursday 6 July 2017**

## Contact Details

Contact  
Name \_\_\_\_\_

Daytime

Telephone \_\_\_\_\_

## Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				<b>A\$</b>