

**Form 603**

Corporations Act 2001  
 Section 671B

**Notice of initial substantial holder**

To: Company Name/Scheme GREGORY AUSTRALIA LIMITED

ACN/ARSN 081 068 573

**1. Details of substantial holder (1)**

Name DEBRA ANN NOUN

ACN/ARSN (if applicable)

The holder became a substantial holder on 31 / 03 / 05

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ord Shares	1,000,000	1,000,000	6.96%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Debra Ann Noun	s. 608 Corporations Act	100,000 Ords
Debra Ann Noun	s. 608 Corporations Act	400,000 Ords

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Annexure "A"			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Annexure "B"				

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**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Annexure "C"	

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Annexure "D"	

**Signature**

print name Debra Ann Noun

capacity Substantial Holder

sign here



date 31 / 03 / 05

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to this form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

## Annexure "A"

## 4. Details of relevant interests

Holder of Relevant Interest	Registered holder of Securities	Person entitled to be registered as holder (B)	Class number and of securities
Debra Ann Noun	Innovative Management P/L (A.C.N: 074 754 546)	Innovative Management P/L (A.C.N: 074 754 546)	100,000 Ords
Debra Ann Noun	REN Nominees P/L (A.C.N: 107 278 384)	REN Nominees P/L (A.C.N: 107 278 384)	400,000 Ords

This is the Annexure "A" of 1 page referred to in Form 603 Notice of Initial substantial holder.

  
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 Debra Ann Noun

Dated: 31 March 2005

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## Annexure "B"

## 5. Consideration

Holder of Relevant Interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Debra Ann Noun	18. 01. 05	\$12,350	Nil	38,000 Ords
Debra Ann Noun	21. 02. 05	\$24,033	Nil	62,000 Ords
Debra Ann Noun	31. 03. 05	\$140,000	Nil	400,000 Ords

This is the Annexure "B" of 1 page referred to in Form 603 Notice of Initial substantial holder.

  
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 Debra Ann Noun

Dated: 31 March 2005


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**Annexure "C"**

**6. Associates**

Name and ACN/ARSN (if applicable)	Name of Association
Innovative Management P/L (A.C.N: 074 754 546)	Substantial holder is a director of the registered holder
REN Nominees P/L (A.C.N: 1072 278 384)	Substantial holder is a director of the registered holder

This is the Annexure "C" of 1 page referred to in Form 603 Notice of Initial substantial holder.

  
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 Debra Ann Noun

Dated: 31 March 2005

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**Annexure "D"**

**7. Addresses**

Name	Address
Debra Ann Noun	PO Box 1095, Sutherland NSW 1499
Innovative Management P/L (A.C.N: 074 754 546)	PO Box 1095, Sutherland NSW 1499
REN Nominees P/L (A.C.N: 107 278 384)	PO Box 1095, Sutherland NSW 1499

This is the Annexure "D" of 1 page referred to in Form 603 Notice of Initial substantial holder.

  
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 Debra Ann Noun

Dated: 31 March 2005

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