

**Cardno Limited** ACN 108 112 303



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# Prospectus

This Prospectus is for the purposes of issuing up to 492,238 Shares at \$2.641 in regard to the Acquisition of Eppell Olsen & Partners. The offer and issue of Shares under this Prospectus is strictly limited to the Vendors.

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## IMPORTANT NOTICE

This Prospectus is dated 5 August 2005. A copy of this Prospectus was lodged with ASIC on 5 August 2005. ASIC and ASX and their respective officers take no responsibility for the contents of this Prospectus. The fact that ASX may admit the Shares to the official list is not to be taken in any way as an indication of the merits of the Company or of the Shares offered under this Prospectus. No Shares will be allotted or issued on the basis of this Prospectus later than the expiry date, being the date that is 13 months after the date of this Prospectus.

This Prospectus does not constitute an offer in any place where, or to any person to whom, it would not be lawful to make such an offer. The distribution of this Prospectus in jurisdictions outside the Commonwealth of Australia may be restricted by law and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law.

This Prospectus provides information for investors to decide if they wish to invest in Cardno and should be read in its entirety. In particular, the assumptions underlying any financial forecasts and the risk factors that could affect the financial performance of Cardno should be examined. If, after reading this Prospectus, investors have any questions about the desirability of, or procedure for, investing in Cardno, investors should contact their stockbroker, accountant or independent financial adviser.

Defined terms and abbreviations used in this Prospectus are explained in the Definitions section of this Prospectus. All financial amounts shown in this Prospectus are expressed in Australian dollars unless otherwise stated.

**THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY**

# 1. HIGHLIGHTS

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## 1.1 Overview

Cardno is offering up to 492,238 Shares in the Company at an Issue Price of \$2.641 each to the Vendors, as part of the consideration for the Acquisition.

## 1.2 Impact of the Issue on the capital structure

Cardno currently has 38,843,573 Shares, 13,377,502 Convertible Notes and 338,000 Options on issue. Details of the interests of Directors are contained in Section 7.4.

On completion of the Issue, assuming the Offer is fully subscribed by the Vendors, the Company will have 39,335,811 Shares on issue.

## 1.3 Applying of Shares

The Vendors may apply for Shares as set out in Section 3.

## 1.4 Financial summary

As required by the ASX continuous disclosure rules, Cardno provides regularly updated financial information to the ASX and this information can be viewed on the ASX web site or by contacting the ASX.

## 1.5 Underwriting, advisory and handling fees

There are no underwriting, advisory or handling fees associated with this offer.

## 1.6 ASX listing

Cardno is listed on ASX and its Shares are quoted on ASX.

Application will be made within 7 days after the date of this Prospectus for quotation of the ordinary shares, offered under this Prospectus, on ASX.

If ASX does not grant quotation of all ordinary shares within 3 months of the date of this Prospectus, the Company will act in accordance with section 724 of the Corporations Act.

## 1.7 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the share offer.

If this Prospectus and the share issue are withdrawn for any reason, the Company will return all Application Monies in accordance with the Corporations Act. Any interest earned on Application Monies will remain with the Company.

## 1.8 Risk factors

Investors should read this entire Prospectus and, in particular, consider the risk factors that could affect the financial performance of Cardno before deciding to invest. A summary of risks applying to an investment in Cardno is set out in Section 5 of this Prospectus.

Investors should carefully consider the risks in light of their personal circumstances (including financial and taxation issues) and seek professional advice from their stockbroker, accountant or independent financial adviser.

## **2. DETAILS OF THE SHARE ISSUE**

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### **2.1 Purpose of Offer**

The Company is offering the Shares as part of the consideration for the Acquisition. The Company has sufficient working capital to meet its stated objectives. Revenue received as a result of the Acquisition will form part of the general working capital of the Company. The issue of these Shares will not have a material impact on the Company's Balance Sheet.

### **2.2 Share Issue details**

Cardno is offering for subscription up to 492,238 Shares at an Issue Price of \$2.641 per Share, totalling \$1.3 million.

### **2.3 Allotment**

Allotment of Shares offered under this Prospectus will be made as soon as possible after the Closing Date. Cardno Limited reserves the right to allocate the Shares in full on any Application, or to allocate any lesser number, or to decline any Application. Where no allotment is made, the amount tendered will be returned in full with the relevant Application Form.

Where the number of Shares allotted is less than the number of Shares applied for, the surplus Application Money will be despatched to the Applicant as soon as practicable after the Closing Date. Interest will not be paid on refunded Application Money. Any interest earned on Application Money prior to allotment or return will belong to Cardno Limited.

### **2.4 Rights attaching to Shares**

The Shares offered under this Prospectus will rank equally in all respects with the shares currently on issue. The rights attaching to all Shares are detailed in the Constitution, a summary of which is contained in section 6. A copy of the Constitution can be obtained by contacting the Company Secretary.

### **2.5 Dividend policy**

Cardno's dividend policy is to pay out between 70% and 85% of the Cardno Group's after tax profits as dividends.

Cardno's dividend policy is subject to future business conditions and opportunities and cash flow requirements. The extent, timing, level of franking or payment of any future dividends are dependent on a number of factors, including the level of earnings, the amount of tax paid and the financial position of Cardno, operating conditions and the occurrence of any of the events listed in Section 5.

### **2.6 Offer not underwritten**

The Offer is not underwritten.

### **2.7 ASX Listing and Escrow**

Not later than 7 business days after the date of Lodgement of this Prospectus, an application will be made to ASX for quotation of the Shares.

The fact that ASX may admit the Shares for quotation list is not to be taken in any way as an indication of the value or merits of Cardno Limited or the Shares offered for subscription. Quotation, if granted, will commence as soon as practicable after the issue of holding statements to successful Applicants. If permission for quotation of the Shares is not granted within 3 months after the date of this Prospectus, all Application Money will be returned to Applicants without interest, as soon as practicable.

Shares issued under this Prospectus will be subject to restrictions on dealing (escrow) for a period of 18 months from the date of issue. Applicants receiving Shares will enter into voluntary restriction agreements and consent to the application of a holding lock by the Company's share registry.

## **2.8 CHESS**

Cardno participates in the security transfer system known as CHESS. Under CHESS, Cardno does not issue certificates to shareholders in Cardno. The Company operates an electronic issuer sponsored sub-register and an electronic CHESS sub-register. Shareholders receive a notice advising them of their holder identification number and sponsoring issuer number, participant identifier in the case of a holding on the CHESS sub-register, or security holder reference number in the case of a holding on the issuer sponsored sub-register, allowing the Shares to be traded electronically.

Following distribution of the initial holding statements and CHESS notifications to shareholders, a holding statement will be provided to a shareholder at the end of any subsequent month during which there has been a movement in their shareholding. Shareholders may also request Cardno to provide a statement at other times, although the Company may charge an administration fee in these circumstances.

## **2.9 Foreign investors**

No action has been taken to register or qualify the Shares or the Offer, or otherwise to permit an offer of the Shares in any jurisdiction outside Australia.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

## **2.10 Withdrawal**

The Directors may at any time withdraw this Prospectus and the Offer, in which case the Company will return all Application Money as soon as practicable.

## **2.11 Investment Risks**

In addition to the general risks associated with any investment in the equity market, there are certain risks inherent in investing in a professional services, consulting engineering and software product business. Investors should be aware that an investment under this Prospectus is likely to involve exposure to risks specific to the Company's operations. A more detailed description of

some of the risk factors is contained in section 5 of this Prospectus. Investors should consider all risks and seek professional advice before investing.

## 3. HOW TO APPLY FOR SHARES

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### 3.1 Applications and Enquiries

Applications for Shares can only be made by completing and lodging a paper copy of the Application Form attached to this Prospectus (in accordance with any instructions on the Application Form). Applications for Shares and enquiries about the Offer should be directed to the Company Secretary of Cardno at the address set out below.

The Company Secretary	OR	<b>By post</b>
Cardno Limited		Cardno Limited
Level 1, 5 Gardner Close		PO Box 388
MILTON QLD 4064		TOOWONG QLD 4066
Telephone: 07 3369 9822		

Application Forms must be received by no later than 5:00 pm AEST on 12 August 2005, unless Cardno in its absolute discretion agrees to extend the time for receipt of Applications.



## 4. FINANCIAL INFORMATION

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### 4.1 Continuous Disclosure

Cardno is a disclosing entity for the purpose of the Corporations Act and as such it is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. These obligations require Cardno to notify ASX of information about specified events and matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX. In particular, Cardno has an obligation under the Listing Rules (subject to certain limited exceptions) to notify ASX immediately once it becomes aware of any information concerning Cardno, which a reasonable person would expect to have a material effect on the price or value of Shares or other securities issued by Cardno. That information is available on the public file at ASX.

Copies of documents lodged with ASIC in relation to Cardno may be obtained from, or inspected at, an ASIC office.

The last Annual Report of the Company was issued on 30 September 2004 and the last Half Yearly Report was issued on 23 February 2005. A copy of these Reports is available on the Company's web site and a paper copy can be obtained by contacting the Company Secretary. Subsequent to the issue of the last Annual Report, the Company has continued to provide financial information about its operations to investors. All information provided to the public is available on the ASX web site.

## 5. RISK FACTORS

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### 5.1 Factors influencing success and risk

This Prospectus contains statements based on certain assumptions that are inherently uncertain. Actual events and results, including the results of Cardno's operations, could differ materially from those anticipated. Some of the risks may be mitigated by the use of safeguards and appropriate systems and actions, but some are outside the control of the Board and cannot be mitigated.

The success of Cardno is subject to a number of general risks, including those outlined in Section 5.2. In addition to this, there will be risks that are specific to the future success of Cardno and any investment in it (see Section 5.3).

The Vendors should read this Section carefully to be fully aware of the risks that may be involved in an investment in the Shares.

If you are in doubt as to whether you should take up Shares, you should consult your professional adviser.

### 5.2 General Risks

Cardno is exposed to a number of general risks that could affect its assets and liabilities, financial position, profits and losses and prospects.

#### *Macro economic risks*

The general state of the Australian and international economies and the construction market as well as changes in taxation, monetary policy, interest rates, statutory requirements and currency exchange rates may affect Cardno.

#### *Taxation risks*

A change to the current taxation regime in Australia or overseas may affect Cardno and its shareholders. Tax liabilities are the responsibility of each individual investor. Cardno is not responsible either for taxation or penalties incurred by investors. Vendors should consult their own taxation advisers to ascertain the tax implications of taking up Shares.

#### *Impact of International Financial Reporting Standards*

Australian accounting standards are set by the Australian Accounting Standards Board (AASB) and are outside the Directors' and Cardno's control. Changes to accounting standards issued by AASB could materially adversely affect the financial performance and position reported in Cardno's financial statements.

For reporting periods beginning on or after 1 January 2005, Cardno must comply with A-IFRS as issued by AASB. The application of A-IFRS will result in changes to the accounting principles for Cardno.

### 5.3 Risks associated with Cardno

#### *Regulation*

Unfavourable changes to the regulatory environment for consulting engineers either in Australia or in overseas markets for the Company's work may have an impact on the profitability of Cardno.

### ***Publicity***

Adverse publicity regarding professional negligence of engineers in Cardno or other engineering consulting practices may impact on the overall reputation of the industry, and accordingly Cardno.

### ***Professional negligence and insurance***

A significant risk for Cardno, as for all professional service providers, is that claims of professional negligence may be made against Cardno or one of its Subsidiaries.

Cardno maintains professional indemnity insurance to cover liabilities in the event of a claim of negligence.

In the event of a successful claim for professional negligence being made against a Subsidiary or Cardno, this may impact upon the Company by:

- adversely affecting the reputation of Cardno
- costs incurred in defending claims
- the payment of any amount of liability that exceeds available insurance coverage
- increasing future insurance premiums.

The Company may be unable to obtain appropriate professional indemnity cover for all work. Cardno's work in overseas countries may be considered by insurers to present additional risk, depending upon political and litigious circumstances in the country in question.

### ***Dependence upon key personnel***

The Company depends on the talent and experience of its staff as its primary asset. It is essential that appropriately skilled staff be available in sufficient numbers to support the quality of the Company's consulting engineering services and to maintain the diversity of Cardno's business. Given this diversity, the Company requires staff that are professionally skilled in many areas, some of which may be considered niche specialities of engineering in which few practitioners are available for recruitment. Should any of its key staff leave the Company, this may have a negative impact on Cardno. Additionally, any key employees of the Company who leave to work for a competitor may adversely impact the Company.

### ***Competition***

There are engineering consulting practices working both in Australia and overseas that compete vigorously with Cardno. This competition may adversely impact on the Company's financial performance.

### ***Cyclical nature of the business***

A number of clients of the Company are involved in the construction industry and this industry can be cyclical in the volume of business undertaken. Although the Company has a diverse client base, the construction industry cycles in Australia and overseas may adversely impact on the Company's financial performance.

The loss of major clients through such industry downturns or for any other reason could also impact earnings of the Company.

### ***Technology and information systems***

As with other professional practices, important information regarding clients, projects, work in progress and other important data is stored electronically by the Company. These information

systems may fail, or not operate effectively. The Company may fail to sufficiently update its technology and this may result in a loss of business.

### ***ACIL***

There are risks that might arise from Cardno's recent acquisition of ACIL Australia Pty Ltd ACN 006 170 869 ('ACIL'), thus affecting the performance of Cardno.

### ***XP Software***

The XP Software product range may fail to continue to perform adequately, resulting in claims for damages.

### ***Mergers and acquisitions***

The Company may not be able to achieve its growth targets if it is unable to find suitable mergers and acquisitions. The Company's due diligence processes may not be successful and a merger or acquisition may not perform to the level expected.

### ***Foreign operations***

There are certain risks inherent in doing business on an international level, such as unexpected changes in regulatory requirements, tariffs, customs, duties and other trade barriers, difficulties in staffing and managing foreign operations, longer payment cycles, problems in collecting accounts receivable, political instability, expropriation, nationalisation and war. There may also be fluctuations in currency exchange rates, foreign exchange controls which restrict or prohibit repatriation of funds, technology export and import restrictions or prohibitions and delays from customers, brokers or government agencies. Cardno could also be adversely affected by seasonal reductions in business activity and potentially adverse tax consequences.

In some countries, Cardno may need to enter a joint venture or other strategic relationship with one or more third parties in order to successfully conduct its operations, and may be required by law to hold only a minority interest in any operating entity. To the extent it is a party to joint ventures, Cardno may be subject to loss of proprietary information and other assets, risky business practices and other strategic decisions contrary to Cardno's interests. In addition, any international expansion could require a significant diversion of financial and technical resources and management attention from operations in Australia. There can be no assurance that laws or administrative practice relating to taxation, foreign exchange or other matters of countries in which Cardno intends to operate will not change.

### ***International hostilities and disasters***

Cardno's performance and/or the ability of its clients to commission work may be impacted by global tensions or the commencement of military action in the overseas markets in which it works. In addition, the risk of terrorist activity may reduce work opportunities or make it unsafe for the Company to continue operations in a particular country. The occurrence of natural disasters can also prevent planned work from taking place.

### ***Reputation***

Cardno has developed a reputation in the trade name 'Cardno', which is used in all consulting engineering services provided. There is a risk that any event by which Cardno suffers a loss of reputation in one part of its businesses may adversely affect the other parts of the Company's businesses by virtue of the common use of the name 'Cardno'.

### *Growth*

Cardno has achieved substantial growth in operating and financial performance in recent years and anticipates further growth. There is a risk that the Company may be unable to manage its future growth successfully.

## 6. MATERIAL AGREEMENTS

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### 6.1 Key documents

The Board considers that certain agreements relating to Cardno are significant to the Offer, the operations of Cardno or may be relevant to investors. A description of material agreements or arrangements, together with a summary of the important details of each of these agreements or arrangements is set out below.

### 6.2 Constitution

The rights attaching to shares are set out in the Constitution and in certain circumstances, regulated by the Corporations Act, the Listing Rules, the SCH Business Rules and the general law. The following is a summary of the principal rights and liabilities of holders of Shares.

#### *Shares*

Shares can be issued with preferred, deferred or other special rights, obligations or restrictions in relation to dividends, voting, return of share capital, payment of calls or other matters, as determined by the Board from time to time. All unissued Shares are under the control of the Board, which may grant options on shares, issue option certificates, allot or dispose of shares on the terms and conditions and for such consideration as it thinks fit. This power is subject to contract or any contrary rules in the Constitution.

The Constitution permits the issue of preference shares on terms determined by the Board.

#### *Share transfers*

Shares may be transferred in any manner required or permitted by the Listing Rules or the SCH Business Rules and by any instrument in writing in any usual or common form or in any other form that the Board approves. The Board may only refuse to register a transfer of securities of the Company as permitted by the Listing Rules or the SCH Business Rules.

#### *Directors need not issue share certificates*

Subject to the requirements of the Listing Rules and the Corporations Act, the Company need not issue share certificates.

#### *Voting rights*

Each shareholder has the right to receive notices of, and to attend, general meetings of the Company.

Subject to restrictions on voting from time to time affecting any class of shares in the Company, and any restrictions imposed by the Corporations Act, the shares in the Company carry the right to cast one vote on a show of hands and, on a poll, one vote for each fully paid share held, and for each partly paid share held, a vote having the same proportionate value as the proportion to which the shares have been paid up. Voting may be in person or by proxy, attorney or representative.

#### *Dividend*

If the Board determines that a dividend is payable, it will be paid on all shares proportionate to the total amount for the time being paid on each share. Such dividend payment is subject to the rights and restrictions on the holders of shares created or raised under any special dividend arrangements.

The Board may establish and maintain one or more dividend plans, to which shareholders may elect to take up with some or all their shares subject to the rules of the plan.

Subject to the Listing Rules, the Board has the power to capitalise and distribute the whole or part of the undivided profits of the Company or standing to the credit of any reserve or other account and which is available for distribution. Such capitalisation and distribution must be in the same proportions which the shareholders would be entitled to receive if distributed by way of dividend or in accordance with the terms of issue of any shares or terms of any plan for the issue of securities for the benefit of officers or employees.

The Board has the power to decide whether to pay shareholders an interim dividend on account of the next forthcoming dividend. Any distribution may be paid otherwise than in cash as specified in the Constitution.

No dividend is payable except out of Company profits and no dividend or other monies paid in relation to a share will carry interest as against the Company.

#### ***Partial takeover bids***

The Company may prohibit registration of transfers purporting to accept partial takeover bids unless and until a resolution of the Company has been passed approving the offers in accordance with the provisions of the Constitution.

#### ***Indemnities and insurance***

The Company must indemnify current and past directors, secretaries and executive officers of the Company against any liability incurred by them by virtue of their holding office as, and acting in the capacity of, director, secretary or executive officer, other than a liability owed to the Company or a related body corporate of the Company or a pecuniary penalty order or compensation order or where the liability does not arise out of conduct in good faith. Indemnities also apply to employees in circumstances designated under the Constitution.

#### ***Insurance***

The Company may also pay insurance premiums for officers and employees in certain designated circumstances but not where the liability arises out of wilful breach of duty to the Company or an improper use of position or inside information, as prohibited by the Corporations Act.

### **6.3 Staff Share Plans**

#### ***Cardno Staff Share Participation Plan***

All qualifying Company Staff and contractors (excluding executive Directors) are eligible to participate in this plan, which maintains the Company culture of promoting employee ownership. The plan provides for the issue of Shares with a tax effective benefit of up to \$1,000 each year for every participating Company Staff member providing the employee complies with the rules of the scheme. Benefits under this scheme can be varied by the Board.

#### ***Cardno Staff Share Incentive Plan***

All Company Staff are eligible to participate in this second plan by which the Board may at its discretion issue Shares and/or options to acquire Shares as a reward for the outstanding performance of Company Staff. The remuneration committee nominates appropriate recipients under the plan to the Board and makes recommendations as to the number of securities to be issued. This scheme is flexible and provides additional incentives to encourage staff to perform in

an exceptional manner. Although executive Directors are eligible to participate in this scheme, any allotment of securities to them will be subject to shareholder approval as required under the Corporations Act and the Listing Rules.

#### **6.4 Restriction agreements**

Investors taking up Shares under this Prospectus will enter into voluntarily escrow agreements for a period of 18 months from the date of issue of the Shares and will consent to the application of a holding lock by the Company's share registry.

#### **6.5 Deeds of access and indemnity**

Cardno Limited has entered into deeds of indemnity and access with each of the Directors. By deed of indemnity, the Company has undertaken, consistently with the Corporations Act, to indemnify each Director and officer in certain circumstances and to maintain directors' and officers' insurance cover in favour of the Director or officer for 7 years after the Director or officer has ceased to be a Director or officer.

By deed of access, the Company has undertaken with each Director to maintain a complete set of the Company's board papers and to make them available to the Director for 7 years after the Director has ceased to be a Director.



## 7. ADDITIONAL INFORMATION

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### 7.1 Nature of this Prospectus

This Prospectus has been issued pursuant to section 713 of the Corporations Act as a Prospectus for the offer of continuously quoted securities.

### 7.2 Regular reporting and disclosure obligations

Cardno is a disclosing entity for the purpose of the Corporations Act and as such it is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. These obligations require Cardno to notify ASX of information about specified events and matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX. In particular, Cardno has an obligation under the Listing Rules (subject to certain limited exceptions) to notify ASX immediately once it becomes aware of any information concerning Cardno, which a reasonable person would expect to have a material effect on the price or value of Shares or other securities issued by Cardno. That information is available on the public file at ASX.

Copies of documents lodged with ASIC in relation to Cardno may be obtained from, or inspected at, an ASIC office.

### 7.3 Documents which will be supplied upon request

Cardno will provide a copy of each of the documents listed below, free of charge, to any person who asks for same in the period commencing on the date of this Prospectus and ending on the Closing Date:

- annual financial report of Cardno for the year ended 30 June 2004, being the most recent annual financial report of Cardno lodged with ASIC before the date of the Prospectus; and
- half yearly financial report of Cardno for the year ended 31 December 2004, being the most recent half yearly financial report of Cardno lodged with ASIC before the date of the Prospectus; and
- all documents used to notify ASX of information concerning Cardno under the Listing Rules relating to continuous disclosure after lodgement of Cardno's 30 June 2004 annual financial report with ASIC and before lodgement of this Prospectus with ASIC which are as follows:

<b>Date lodged</b>	<b>Description of Document</b>
03/08/2005	Initial Director's Interest Notice
27/07/2005	ACIL Head joins Cardno Board
19/07/2005	Appendix 3B: Issue of Additional Convertible Notes
06/07/2005	Amended Appendix 3Y – Change of Director's Interest Notice
06/07/2005	Change of Director's Interest Notice x 8
04/07/2005	Issued Capital as at 1 July 2005
04/07/2005	Distribution Schedule

<b>Date lodged</b>	<b>Description of Document</b>
04/07/2005	Top 20 shareholders
01/07/2005	Rights Issue Closes Oversubscribed
21/06/2005	Change of Director's Interest Notice
09/06/2005	Change of Director's Interest Notice x 8
08/06/2005	Despatch of Prospectus
06/06/2005	MD Presentation - Issue of Convertible Note
27/05/2005	Appendix 3B - Acq of ACIL Aust Pty Ltd
27/05/2005	Letter to Shareholders
27/05/2005	Appendix 3B - Conversion of convertible notes
27/05/2005	Disclosure Documents
27/05/2005	Major Acquisition
26/05/2005	Request for Trading Halt
26/05/2005	Trading Halt
03/05/2005	Further Upgrade to Forecast Profit
01/03/2005	Change of Director's Interest Notice
28/02/2005	Change of Director's Interest Notice
28/02/2005	Record Date for Interim Dividend
23/02/2005	Presentation re Half Year Report
23/02/2005	Letter to Shareholders re Half Year Result
23/02/2005	On Track to Meet Upgraded Full Year Forecast
23/02/2005	Pro Forma Financial Statements for the Half Year
23/02/2005	Half Year Accounts
23/02/2005	Half Yearly Report
15/12/2004	Updated Managing Director's Presentation
13/12/2004	Network expands to 23 with New Office in Rockhampton
02/12/2004	Lifts Forecast Profit
26/11/2004	Appendix 3B - New Issue
18/11/2004	Appendix 3B - Performance Equity Plan
15/11/2004	Change of Director's Interest Notice
04/11/2004	Final Director's Interest Notice x2
04/11/2004	Initial Director's Interest Notice
02/11/2004	Cardno Board Continues Transition

Date lodged	Description of Document
01/11/2004	Results of 2004 AGM
01/11/2004	Managing Director's Presentation
01/11/2004	Chairman's Address to Shareholders
26/10/2004	Escrow period for Share Issue
26/10/2004	Expands Seaward via Merger with Lawson & Treloar
26/10/2004	Appendix 3B – Acquisition of Lawson & Treloar Pty Ltd
20/10/2004	Escrow Period for Share Issue
20/10/2004	Acquisition of consulting firm BSD Consultants
20/10/2004	Appendix 3B
30/09/2004	Proxy Form
30/09/2004	Notice of Annual General Meeting
30/09/2004	2004 Annual Report

## 7.4 Interests of Directors

### *Shares and Options*

The table below sets out the interests of the Directors (personally or through associates) in Shares, Options and Convertible Notes at the date of this Prospectus:

Director	Shares	Options	Convertible Notes
John Massey	20,000	Nil	9,973
Andrew Buckley	1,845,810	30,000	400,000
Ronald Fisher	1,260,342	15,000	148,001
Trevor Johnson	1,527,990	15,000	400,000
Ian Johnston	60,000	Nil	77,219
Richard Kell AM	619,458	Nil	100,000
Graham Tamblyn	1,512,000	Nil	56,000
James Verco	1,094,402	Nil	210,545
Dr Stephen Moss	431,348	Nil	147,893

### *Payment to Directors*

The constitution of the Company provides that the Directors may be paid, as remuneration for their services, a sum determined from time to time by the Company's shareholders in general meeting, with that sum to be divided amongst the Directors in such manner and proportion as they agree.

The maximum aggregate amount, which has been approved by shareholders for payment to the Directors is \$300,000 per annum. Approximately \$20,000 was paid to non-executive Directors in 2004FY and approximately \$85,000 was paid in 2005FY.

John Massey and Ian Johnston are the only non-executive Directors. The executive Directors are not paid Directors' fees.

## **7.5 Interests of experts and advisers**

No expert and no firm in which a Director or expert is a partner has any interest in the promotion of Cardno or the Offer and no amounts have been paid or agreed to be paid (whether in cash, shares or otherwise) to an expert or to such firm by any person for services rendered by them or the firm in connection with the promotion of Cardno or the Offer. Ian Johnston is a director of ABN AMRO Morgans Limited and ABN AMRO Morgans Corporate Limited, both of which have previously received fees which have been disclosed by Cardno. Neither entity is entitled to receive fees in connection with this Offer or Prospectus.

McCullough Robertson has acted as the legal adviser in relation to this Prospectus. Cardno will pay approximately \$10,000 (GST exclusive) to McCullough Robertson for work undertaken in respect of those services to the date of this Prospectus. Further amounts may be paid to McCullough Robertson in accordance with their normal time based charges.

## **7.6 Consents and Disclaimers of Responsibility**

McCullough Robertson has given, and has not withdrawn, its written consent to be named as lawyers in the form and context in which it is named. in this Prospectus. McCullough Robertson, to the maximum extent permitted by law, expressly disclaims and takes no responsibility for, any part of this Prospectus, other than the reference to its name and a statement included in this Prospectus with its consent.

## **7.7 Governing law**

This Prospectus and the contracts which arise on the acceptance of Applications are governed by the laws applicable in Queensland and each Applicant submits to the non-exclusive jurisdiction of the courts of Queensland.

## **7.8 Directors' Authorisation**

Each Director of Cardno has given and has not withdrawn his consent to the lodgement of this Prospectus with ASIC.

## GLOSSARY

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<b>Acquisition</b>	the acquisition by the Company of all the issued capital of Eppell Olsen & Partners from the Vendors pursuant to the Share Sale Agreement
<b>AEST</b>	Australian Eastern Standard Time
<b>A-IFRS</b>	Australian Equivalents to International Financial Reporting Standards
<b>Annual Report</b>	Annual Report of Cardno Limited for the financial year ended 30 June 2004
<b>Applicant</b>	a person or entity who submits an Application Form
<b>Application</b>	an application for Shares on an Application Form
<b>Application Monies</b>	money received by the Company (if any) in relation to Shares applied for
<b>ASIC</b>	Australian Securities and Investment Commission
<b>ASX</b>	Australian Stock Exchange Limited ABN 98 008 624 691
<b>Board</b>	board of directors of Cardno
<b>Cardno, Cardno Group, Cardno Limited or Company</b>	Cardno Limited ACN 108 112 303 and, where the context so requires, its Subsidiaries
<b>Chairman</b>	chairman of Cardno
<b>CHESS</b>	Clearing House Electronic Sub-register System
<b>Closing Date</b>	date on which the Offer closes, being 12 August 2005 which may be varied without prior notice by Cardno
<b>Company Staff</b>	employees of Cardno, and for the purposes of defining ownership of the Company and qualifying membership of the Staff Share Plan, Independent Contractors
<b>Constitution</b>	the constitution of the Company
<b>Corporations Act</b>	Corporations Act 2001
<b>Director</b>	a director of Cardno
<b>Eppell Olsen &amp; Partners</b>	EOP Holdings Pty Ltd ACN 095 614 154
<b>FY</b>	financial year
<b>Half Yearly Report</b>	Half Yearly Report of Cardno Limited for the half year ended 31 December 2004
<b>Issue Price</b>	\$2.641 per Ordinary share
<b>Listing</b>	admission to the official list of ASX
<b>Listing Rules</b>	listing rules of ASX
<b>Managing Director</b>	the managing director of Cardno appointed by the Board

<b>Offer</b>	Offer of Shares under this Prospectus
<b>Option</b>	an option to acquire a Share
<b>Prospectus</b>	this Prospectus dated 5 August 2005
<b>SCH</b>	Securities Clearing House or any relevant organisation which is an alternative to, or is a successor or replacement of, the Securities Clearing House or any applicable CS facility licensee as defined in the Corporations Act
<b>SCH Business Rules</b>	the SCH business rules approved under the Corporations Act or any relevant rules which are an alternative to, or are a successor or replacement of, the SCH business rules
<b>Share</b>	a fully paid ordinary share in the Company
<b>Share Sale Agreement</b>	the agreement executed on or about the date of this Prospectus between the Company and the Vendors concerning the Acquisition
<b>Share Registry</b>	ASX Perpetual Registrars Limited ABN 54 083 214 537
<b>Subsidiary</b>	a subsidiary of Cardno Limited as defined by the Corporations Act
<b>Vendors</b>	Victor Anthony Thomas Eppell, John Laurence Olsen, Brett Andrew McClurg, Shane Robert Healey, Justin Matthew Jahnke, Jerryn Sonja Zwart, Trafplan Pty Ltd ACN 010 674 094, Transeng Pty Ltd ACN 010 362 160, Sigplan Pty Ltd ACN 063 029 943 and any associates, related bodies corporate, trusts of which they are a trustee, or permitted assigns under the Share Sale Agreement
<b>XP Software</b>	XP Software Pty Ltd, XP Services Pty Ltd, XP Software Inc, or their business

# CORPORATE DIRECTORY

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## Board of Directors

### *Chairman*

John Clarence Massey

### *Deputy Chairman*

Graham George Tamblyn

### *Managing Director*

Andrew David Buckley

### *Directors*

Ronald John Fisher

Trevor Charles Johnson

Ian John Johnston

Richard Albert Kell AM

James Gordon Armour Verco

Stephen John Moss

## Company Secretary

Ronald John Fisher

## Registered Office

Cardno Limited

ACN 108 112 303

Level 1

5 Gardner Close

MILTON QLD 4064

Tel: (07) 3369 9822

Fax: (07) 3369 9722

[www.cardno.com.au](http://www.cardno.com.au)

## Share Registry

ASX Perpetual Registrars Limited

Level 22

300 Queen Street

BRISBANE QLD 4000

[www.asxperpetual.com.au](http://www.asxperpetual.com.au)

## Auditor

William Buck

Chartered Accountants

Level 16

William Buck Centre

120 Edward Street

BRISBANE QLD 4000

[www.williambuck.com.au](http://www.williambuck.com.au)

## Lawyers

McCullough Robertson Lawyers

Level 12

Central Plaza Two

66 Eagle Street

BRISBANE QLD 4000

[www.mccullough.com.au](http://www.mccullough.com.au)





## IMPORTANT NOTICE

The Corporations Act prohibits any person from passing onto another person the Application Form which was attached to this Prospectus, unless the Application Form is attached to or accompanying a complete and unaltered copy of the Prospectus and accompanied by any relevant supplementary prospectus. A person who gives another person access to the Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus. Applications for Shares will only be accepted if made on an Application Form issued together with this Prospectus.

## Guide to Completing the Application Form

**A** Enter the number of Shares you wish to apply for. The application must be for a minimum of 500 Shares. Applications for greater than 500 Shares must be in multiples of 100 Shares.

**B** Enter the amount per the Acquisition Agreement. To calculate the amount, multiply the number of Shares applied for by the price per Share.

**C** Enter the full name you wish to appear on the register. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the [table below](#) for the correct forms of registrable name. Applications using the wrong form of name may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that are presently registered in the CHES system.

**D** Enter your postal address for all correspondence. All communications to you from the Share Registry will be mailed to the address as shown. For joint Applicants, only one address can be entered.

**E** Enter your Tax File Number (TFN) or exemption category or Australian Business Number (ABN). Collection of TFNs and ABNs is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application. However, if no TFN or ABN is quoted any dividends may be taxed at the highest marginal tax rate plus the Medicare Levy.

**F** Cardno Limited will apply to the ASX to participate in CHES, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited. In CHES, the Company will operate an electronic CHES subregister of shareholdings and an electronic issuer sponsored subregister of shareholdings. Together the two subregisters will make up the Company's principal register of shares. The Company will not be issuing certificates to applicants in respect of shares allotted.

If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold securities allotted to you under this application in uncertificated form on the CHES subregister, enter your CHES HIN. Otherwise, leave the section blank and on allotment, you will be sponsored by Cardno Limited and a Securityholder Reference Number (SRN) will be allocated to you.

### Correct forms of Registrable name

Note that **ONLY** legal entities are allowed to hold Shares. Applications must be in the name(s) of natural persons, companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. The name of the beneficial or any other registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms of registrable names below.

**G** Enter your telephone number. This will assist us to contact you if there are any problems with your application.

**G**

**BEFORE COMPLETING THE APPLICATION FORM THE APPLICANT(S) SHOULD READ THE PROSPECTUS TO WHICH THE APPLICATION RELATES. BY LODGING THE APPLICATION FORM, THE APPLICANT(S) AGREES THAT THIS APPLICATION IS FOR SHARES IN CARDNO LIMITED UNDO AND SUBJECT TO THE TERMS OF THE PROSPECTUS, AGREES TO TAKE ANY NUMBER OF SHARES EQUAL TO OR LESS THAN THE NUMBER OF SHARES SHOWN IN BOX A THAT MAY BE ALLOTTED TO THE APPLICANT(S) PURSUANT TO THE PROSPECTUS AND DECLARES THAT ALL DETAILS AND STATEMENTS MADE ARE COMPLETE AND ACCURATE AND THE APPLICANT HAS PERSONALLY RECEIVED A COMPLETE AND UNALTERED PROSPECTUS. IT IS NOT NECESSARY TO SIGN THE APPLICATION FORM.**

## Lodgement of Applications

Return the Application Form to the Company Secretary at Cardno.

Type of Investor	Correct Form	Samples of Incorrect Form
Individual • Use given names, not initials	John Alfred Smith	J.A. Smith
Company • Use company title, not abbreviations	ABC Pty Ltd	ABC PA ABC Co
Trusts • Use trustee(s) personal name(s), • Do not use the name of the trust	Janet Smith <Janet Smith Family	Janet Smith Family Trust
Deceased Estates • Use executor(s) personal name(s), • Do not use the name of the deceased	Michael Smith <Est John Smkith A/C>	Estate of Late John Smith
Partnerships • Use partners' personal name(s), • Do not use the name of the partnership	John Smith and Michael Smith .John Smith & Son A/c.	John Smith & Son
Clubs/Unincorporated Bodies/Business Names • Use office bearer(s) personal name(s), • Do not use the name of clubs Etc	Janet Smith <ABC Tennis Association	ABC Tennis Association
Superannuation Funds • Use name of trustee of fund, • Do not use the name of the fund	John Smith Pty Ltd <Super Fund A/C>	John Smith Pty Ltd Superannuation Fund