



INVESTMENT HIGHLIGHTS

THE CAPITAL NOTES

The Capital Notes offered are unsecured, subordinated fixed interest debt obligations of Hellaby Holdings Limited and are guaranteed on an unsecured, subordinated basis by the Guaranteeing Subsidiaries. For further detail on this guarantee, see the section entitled "Summary of Trust Deed" on page 79. Together, Hellaby Holdings Limited and the Guaranteeing Subsidiaries comprise the Borrowing Group for the purposes of the Securities Regulations.

Fixed interest rate:

The Capital Notes will pay a fixed rate of interest of 8.50% per annum from the date of allotment. Hellaby Holdings Limited reserves the right to increase the interest rate at any time before the Closing Date. Any increase in the interest rate will be notified to the Trustee and NZX.

Quarterly payments:

The first interest payment in respect of the Capital Notes will be on 15 September 2006 and be calculated in respect of the period from allotment of the relevant Capital Note until 15 September 2006. Interest after the first interest payment date shall be payable quarterly in arrears in four equal payments.

Term and redemption:

The Capital Notes have a term of approximately five years, with a Maturity Date of 15 June 2011. The Capital Notes will remain in existence until they are redeemed for cash (on the Maturity Date or earlier pursuant to the call option outlined below) or in substitution for renewed Capital Notes or converted into Ordinary Shares.

Prior to the Maturity Date, Hellaby Holdings Limited may elect to give the Holder the option to redeem all Capital Notes for cash, renew all the Capital Notes on new terms and conditions, or convert all Capital Notes into Ordinary Shares of Hellaby Holdings Limited. The redemption and conversion processes are described in more detail in the section entitled "Main Terms of the Offer" on page 8.

Call option:

Hellaby Holdings Limited may at any time on or after the Call Option Date, require the redemption of all or any portion of the Capital Notes. In such a case, Hellaby Holdings Limited may be required to pay a premium in order to effect the early redemption described in more detail in the section entitled "Summary of Trust Deed" on page 79.

NZX listing:

Application has been made to the NZX for permission to list the Capital Notes on the NZDX and all the requirements of the NZX relating thereto that can be complied with on or before the date of this Offer Document have been duly complied with. However, the NZX accepts no responsibility for any statement in this Offer Document.

Use of proceeds:

The proceeds of this issue of Capital Notes will initially be used to reduce bank indebtedness and to provide Hellaby Holdings Limited with an increased ability to fund future acquisitions and other growth opportunities.



HELLABY HOLDINGS LIMITED

NZX 50 Index listed company¹:

The Ordinary Shares are listed on the NZSX. As at 1 May 2006, Hellaby Holdings Limited had a market capitalisation of approximately \$223 million (based on the closing trading price of the Ordinary Shares on the NZSX on that date), making it the 36th largest company quoted on the NZSX by market capitalisation and included in the NZX 50 Index.

Diversified investment company:

Hellaby Holdings Limited is a leading New Zealand company with a diversified range of strategic interests in a number of New Zealand and Australian automotive, industrial, retail, manufacturing and distribution companies.

Successful investment record:

Since 1994, Hellaby Holdings Limited has successfully acquired and disposed of numerous business interests that have in general met or exceeded Hellaby Holdings Limited's investment criteria. A key indicator of Hellaby Holdings Limited's success is that over the last five years to 31 March 2006 Hellaby Holdings Limited has generated a total shareholder return of 28.2% per annum, while the NZX 50 Index returned 14.7% per annum in the same period (source: Bloomberg).

Substantial investment portfolio:

As at 30 June 2005, the book value of the total assets of the Borrowing Group was \$219 million, with total liabilities of \$132 million (as prepared under NZ FRS). The investment portfolio of Hellaby Holdings Limited includes interests in a number of companies that have leading market positions, recognised brands and produce strong cash flows from earnings.

Solid financial performance:

Hellaby Holdings Limited has a demonstrated history of solid earnings and equity growth. Hellaby Holdings Limited intends to continue to increase shareholder returns through acquisitions and organic growth.

Experienced management and Board:

Hellaby Holdings Limited has a small and experienced management team that is responsible for identifying, executing and managing Hellaby Holdings Limited's investments. Management is supported by an experienced Board of Directors that is responsible for Hellaby Holdings Limited's investment strategy and corporate governance.

Each of the operating Chief Executives of Hellaby Holdings Limited's portfolio investment companies has substantial industry experience.

¹The NZX 50 Index comprises the securities of the top 50 companies listed on the NZSX Market by free float market capitalisation. The free float is determined by excluding blocks of shares greater than 20% and blocks between 5% and 20%, which are considered strategic.