



Prospectus

For the Offer of
60 million Shares in
SAI Global Limited

ABN 67 050 611 642



MACQUARIE

Lead Manager

 SAI GLOBAL

Important Information

This Prospectus is dated 11 November 2003 and was lodged with the Australian Securities and Investments Commission (ASIC) on that date. No responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates is taken by ASIC or Australian Stock Exchange Limited (ASX). SAI Global will apply to ASX for listing and quotation of the Shares on ASX within 7 days after the date of this Prospectus.

No Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. No person is authorised to provide any information or to make any representation in connection with the Offer described in this Prospectus which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company in connection with the Offer.

It is important that you read this Prospectus carefully and in full before deciding to invest in the Company. In particular, in considering the prospects of the Company, you should consider the risk factors that could affect the financial performance of the Company in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser.

Foreign Jurisdictions

The distribution of this Prospectus in jurisdictions outside 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 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. No action has been taken to register or qualify Shares or to otherwise permit a public offer of Shares outside Australia. In particular, Shares have not and will not be registered under the US Securities Act of 1933 and may not be offered or sold within the United States.

Disclaimer

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not contained in this Prospectus may not be relied on as having been authorised by the Company or the Directors.

Exposure Period

The Corporations Act prohibits the Company from processing Applications received until after the Exposure Period. The Exposure Period is the seven day period from the date of this Prospectus and may be extended by ASIC by up to a further seven days. The purpose of the Exposure Period is to enable examination of the Prospectus by market participants prior to the offering of Shares. That examination may result in the identification of deficiencies in the Prospectus, in which case any Application received may need to be dealt with in accordance with section 724 of the Corporations Act.

This Prospectus will be made available to Australian residents during the Exposure Period at www.sai-global.com. A paper copy of this Prospectus will be provided free of charge to any person who requests a copy by contacting the Registry during the Exposure Period. Applications under this Prospectus received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on Applications received during the Exposure Period.

Electronic Prospectus

This Prospectus may be viewed online at www.sai-global.com. The offer constituted by this Prospectus in electronic form is only available to residents of Australia. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of the Prospectus or the complete and unaltered electronic version of this Prospectus. Applications for Shares may only be made on the Application Form attached to this Prospectus.

Financial Information

Unless otherwise indicated, references in this Prospectus to historical financial information in respect of the years ended 30 June 2001, 2002 and 2003 are to pro-forma historical financial information. The pro-forma historical financial information contained in this Prospectus has been derived from audited financial information of SAI Global and adjusted as described in Section 6 to reflect the intended structure and operations of SAI Global from Listing. The Directors believe that the pro-forma financial information provides a more meaningful presentation of the historical underlying financial performance of SAI Global for the years ended 30 June 2001, 2002 and 2003.

Privacy

If you apply for Shares, you will provide personal information to the Company and the Registry. The Company and the Registry will collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration.

Company and tax law requires some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

The Company and the Registry may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as otherwise authorised under the Privacy Act 1988:

- the Lead Manager in order to assess your Application;
- the Registry for ongoing administration of the register; and
- the printers and the mailing house for the purposes of preparation and distribution of statements and for handling of mail.

Under the Privacy Act 1988, you may request access to your personal information held by (or on behalf of) the Company and the Registry. You can request access to your personal information by telephoning or writing to the Company through the Registry as follows:

ASX Perpetual Registrars Limited
Locked Bag A14
Sydney South NSW 1235
Toll free: **1300 654 848**
International: **61 2 8280 7161**

Definitions and Abbreviations

Defined terms and abbreviations used in this Prospectus are explained in the Glossary at the end of this Prospectus.

Financial Amounts

The financial amounts in this Prospectus are expressed in Australian dollars unless stated otherwise.

AEDT

All references in this Prospectus to AEDT refer to Sydney AEDT, unless stated otherwise.





Key Offer Statistics

Retail Application Price ⁽¹⁾	\$1.25 per Share
Indicative Price Range	\$1.03 - \$1.25 per Share
Shares offered under this Prospectus	60 million
Total Shares on issue following completion of the Offer and the Buy Back ⁽²⁾	100 million
Market capitalisation ⁽³⁾	\$114 million
Pro-forma enterprise value ⁽³⁾	\$111 million
Pro-forma PE multiple before goodwill amortisation (forecast FY2004) ^{(4) (5)}	10.5 times - 12.7 times
Pro-forma PE multiple after goodwill amortisation (forecast FY2004) ^{(4) (5)}	13.4 times - 16.2 times
Dividend per Share ⁽⁵⁾	6.9 cents
Dividend yield ^{(4) (5)}	5.5% - 6.7%
Pro-forma EBITDA multiple ^{(4) (5)}	6.7 times - 7.4 times

Notes:

(1) Applicants under the Retail Offer will pay the lower of the Final Institutional Price and the Retail Application Price. Retail Applicants will receive a refund if the Final Retail Price is less than \$1.25.

(2) Up to an additional 456,311 Shares will be issued to eligible employees of the Company under the Employee Share Plan within three months of Listing. These Shares will be issued for free. For further details, see Section 2.4.

(3) At the midpoint of the Indicative Price Range.

(4) At the bottom and top of the Indicative Price Range on a pro-forma basis.

(5) Based on the Directors' Forecast and forecast dividends for the year ending 30 June 2004, which are based on best estimate assumptions that are subject to business, economic and competitive uncertainties, and best estimate assumptions with respect to future business decisions which are subject to change. Full details of the Directors' Forecast and the best estimate assumptions on which they are based are set out in Section 6. Investors should also pay close attention to the risks described in Section 7, the Investigating Accountants' Report in Section 8 and the Review of Directors' Profit Forecast in Section 9.

Important Dates

Retail Offer opens	19 November 2003
Retail Offer closes	8 December 2003
Institutional Offer opens	9.00am 9 December 2003
Institutional Offer closes	5.00pm 10 December 2003
Pricing and allocation announcement	11 December 2003
Retail and institutional settlement	16 December 2003
Shares expected to commence trading on ASX on a deferred settlement basis	17 December 2003
Shareholding statements expected to be dispatched	18 December 2003
Shares expected to commence trading on ASX on a normal settlement basis	19 December 2003

These dates are indicative only and may change. All times are Sydney AEDT. The Company, in consultation with the Lead Manager, has the right to close the Offer early or extend the Closing Date without notice.

Investors are encouraged to submit their Applications as soon as possible after the Offer opens as the Offer may close at any time without notice. The Company and the Lead Manager reserve the right to accept late Applications either generally or in particular cases.



LEADING MARKET POSITION

SAI Global is the market leader in Australia in the publication and distribution of Australian Standards®

Approximately 70% of the companies comprising the S&P/ASX 200 are customers of SAI Global



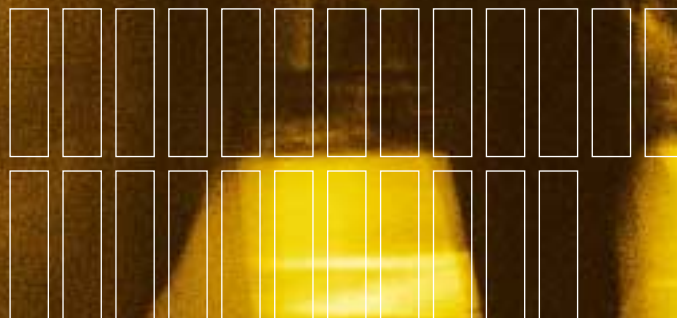
ACCESS TO KEY INTELLECTUAL PROPERTY



SAI Global has access to key intellectual property including:



- the exclusive right to publish and distribute Australian Standards[®] in Australia and rights to publish and distribute Australian Standards[®] globally;
- the right to distribute ISO and IEC standards in Australia;
- the right to distribute many other foreign standards;
- ownership of the “5-tick” StandardsMarks; and
- ownership of the Australian Business Excellence Framework





GLOBAL BUSINESS

SAI Global provides services to customers in more than 100 countries from its offices in Australia, the United States, Mexico, New Zealand, India and Indonesia

KEY



Global Reach Auditor Base



SAI Global Authorised Representative



SAI Global Partnership Reach
iqnet-certification.com







INTEGRATED BUSINESSES

BUSINESS PUBLISHING

Australia's largest distributor of Australian Standards[®] and a provider of a range of related publications



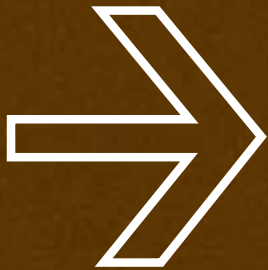


PROFESSIONAL SERVICES



Provides standards and business improvement related training and consulting services to Australian and international clients

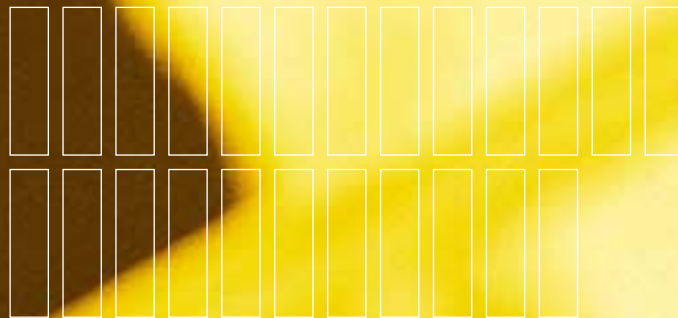
In 2003, the Company delivered more than 2,000 training sessions resulting in over 15,000 certificates issued



ASSURANCE SERVICES

Provides product and management system certification services

Leading provider of management system certification in Australia, with more than 50% market share





BUILDING
BETTER
BUSINESS

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Chairman's Letter

11 November 2003

Dear Investor

On behalf of the Directors I am pleased to offer you the opportunity to become a Shareholder in the Company.

SAI Global is the market leader in Australia in the publication and distribution of Australian Standards® and provides training and conformity assessment services relating to these standards. Approximately 70% of the companies comprising the S&P/ASX 200 are customers of SAI Global.

SAI Global has the exclusive rights to distribute more than 6,500 Australian Standards® in Australia and rights to distribute 14,000 ISO standards, and 4,500 IEC International Standards. SAI Global uses these standards and its widely recognised "5-tick" StandardsMarks to service customers in more than 100 countries on-line and from its offices in Australia, the United States, New Zealand, India, Mexico and Indonesia.

Following the recent acquisition of Excel Partnership Inc. in the United States, revenue from overseas customers is forecast to represent approximately 25% of total revenues for the year ending 30 June 2004.

SAI Global's businesses have a strong track record of revenue growth and profitability¹. The Company is well positioned to benefit from the anticipated growth in the demand for standards and related services. This demand is expected to be driven by regulation, growth in international trade and the expanding focus on compliance.

SAI Global expects to pay dividends totalling approximately 6.9 cents per Share for the year ending 30 June 2004, representing a forecast dividend yield of 6%².

The Company is currently a wholly owned subsidiary of Standards Australia, the peak non-government standards development body in Australia. A total of 60 million new Shares is being offered under this Prospectus to raise approximately \$68 million². The proceeds of the Offer will be used to fund the acquisition of the commercial operations of Standards Australia and the Buy Back of ten million Shares from Standards Australia. The remaining 40% of issued capital at Listing will be held by Standards Australia.

On behalf of the Directors, I look forward to welcoming you as a Shareholder in the Company.

Yours sincerely

George Edwards



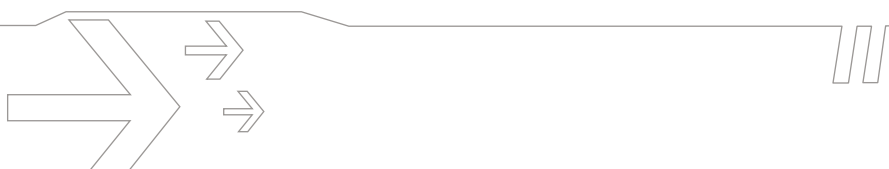
¹ Based on the pro-forma historical financial information.

² Based on the midpoint of the Indicative Price Range.





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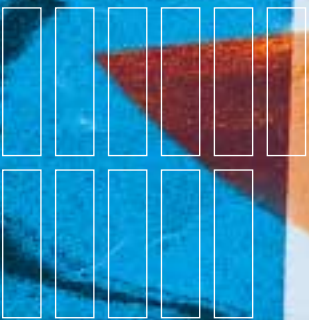


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**INVESTMENT
OVERVIEW**



SECTION 1: INVESTMENT OVERVIEW



1: Investment Overview

This information is intended to be a summary only and should be read in conjunction with the more detailed information appearing elsewhere in this Prospectus. Investors must read this entire Prospectus in order to make an informed investment decision, including the sensitivity analysis outlined in Section 6.4.5 and the risks described in Section 7.

1.1 Business Overview

SAI Global supplies products and services based on a collection of more than 6,500 Australian Standards® as well as International Standards, foreign standards and related publications.

On Listing, SAI Global will comprise three businesses:

1. SAI Global Business Publishing (**Business Publishing**) – distributes technical and business standards and related products developed by Standards Australia and other organisations in hard and electronic copy. Business Publishing holds the exclusive right to publish and distribute Australian Standards® in Australia. This business is to be acquired by the Company from Standards Australia before Listing under the Business Purchase Agreement and the Publishing Licence Agreement described in Section 10.5;
2. SAI Global Professional Services (**Professional Services**) – provides standards and business improvement related training and consulting services in Australia and, through its wholly owned subsidiary, Excel, in the United States; and
3. SAI Global Assurance Services (**Assurance Services**) – certifies that products and management systems conform with Australian Standards®, International Standards and other



codes of practice, using the “5-tick” StandardsMarks. It also provides certification services in over 60 countries from its offices in Australia, the United States, New Zealand, India, Mexico and Indonesia.

The Company, after completion of the Restructure, is referred to in this Prospectus as “SAI Global”.

1.2 Investment Highlights

Access to key intellectual property

SAI Global has access to key intellectual property including:

- the exclusive right to publish and distribute Australian Standards® in Australia and the right to publish and distribute Australian Standards® globally;
- the right to distribute ISO and IEC standards in Australia;
- the right to distribute many other foreign standards;
- ownership of the “5-tick” StandardsMarks; and
- ownership of the Australian Business Excellence Framework.





1: Investment Overview (Continued)

Leading market position

SAI Global is the market leader in Australia in the publication and distribution of Australian Standards® and is a provider of training and conformity assessment services relating to standards.

Approximately 70% of the companies comprising the S&P/ASX 200 are customers of SAI Global.

Geographically diversified

SAI Global provides products and services to customers in more than 100 countries, from its offices in Australia, the United States, New Zealand, India, Mexico and Indonesia. Revenue from overseas customers is forecast to represent approximately 25% of total revenues for the year ending 30 June 2004.

Significant earnings growth

Pro-forma EBITDA increased by 19% from \$10.3 million in the year ended 30 June 2002 to \$12.2 million in the year ended 30 June 2003. The Directors expect this positive trend to continue, with pro-forma EBITDA for the year ending 30 June 2004 forecast to increase by 29% to \$15.8 million.

Attractive dividend yield

Based on the assumptions set out in Section 6, SAI Global expects to pay dividends for the year ending 30 June 2004 totalling 6.9 cents per Share, which represents a forecast dividend yield of 6%¹.

1.3 Summary of Financial Information

Table 1.1 below shows a summary of the pro-forma historical financial information of SAI Global for the years ended 30 June 2001, 2002 and 2003 and its pro-forma profit forecast for the year ending 30 June 2004.

Table 1.1 – Pro-forma Financial Information

SAI Global (\$'000s)	Pro-forma Historical			Pro-forma Forecast
	2001	2002	2003	2004
Revenue	68,387	73,518	83,218	99,048
EBITDA	7,070	10,301	12,239	15,835
EBIT				11,940
NPAT				7,714
Earnings per share				7.7 cents
Earnings per share before goodwill amortisation				9.8 cents

The actual results that SAI Global will report in its annual report for the year ending 30 June 2004 will differ from the pro-forma Forecast results. The pro-forma Forecast has been prepared on the assumption that the corporate and capital structure expected to prevail following the completion of the Offer and the Buy Back will apply for the entire financial year. SAI Global's actual reported net profit after tax is expected to be lower than the pro-forma Forecast by approximately \$2 million.

¹ Based on the midpoint of the Indicative Price Range.



SECTION 1: INVESTMENT OVERVIEW



1: Investment Overview (Continued)

Table 1.2 below shows the pro-forma EBITDA by business segment for the years ended 30 June 2001, 2002 and 2003 and the forecast pro-forma EBITDA for the financial year ending 30 June 2004.

Table 1.2 – Business Segment EBITDA

SAI Global (\$000s)	Pro-forma Historical			Pro-forma Forecast
	2001	2002	2003	2004
Business Publishing	5,349	6,092	7,280	7,686
Professional Services	(740)	(29)	418	1,702
Assurance Services	2,461	4,238	4,541	6,447
Total EBITDA	7,070	10,301	12,239	15,835

1.4 Dividend Policy

Subject to the forecast being achieved, the Directors expect to declare fully franked dividends totalling 6.9 cents per Share for the financial year ending 30 June 2004. This represents a forecast annualised dividend yield of 6%¹.

Subject to future business conditions and opportunities and the cash flow requirements of SAI Global, the Directors intend to maintain a dividend payout ratio of approximately 70% of SAI Global's NPAT (before goodwill amortisation). The actual dividend payout ratio for the financial results reported to 30 June 2004 only, will be approximately 90%. However, the Directors cannot give any assurance as to the extent, timing, level of franking or payment of any future dividends because these are dependent on a number of factors including the level of earnings, the amount of tax paid, the financial position of SAI Global, operating conditions and the risks described in Section 7.



1.5 Investment Risks

There are a number of factors, both specific to SAI Global and of a general nature, which may affect the future operating and financial performance of SAI Global and the outcome of an investment in SAI Global. There can be no guarantee that SAI Global will achieve its stated objectives, that the Forecast will be met or that forward looking statements will be realised.

Before deciding to invest in SAI Global, investors should read the entire Prospectus and, in particular, the assumptions underlying the Forecast in Section 6, the risks described in Section 7, the Investigating Accountants' Report in Section 8 and the Review of Directors' Profit Forecast in Section 9.

¹ Based on the midpoint of the Indicative Price Range.





AS 8000-2003

AUSTRALIAN STANDARD

DETAILS OF THE OFFER



Principles





SECTION 2: DETAILS OF THE OFFER



2: Details of the Offer

2.1 Description of the Offer

A total of 60 million Shares is being offered under this Prospectus. On completion of the Offer and the Buy Back, the Shares offered under this Prospectus will represent 60% of the issued capital of SAI Global.

2.2 Purpose of the Offer and Use of Funds

The Company is currently a wholly owned subsidiary of Standards Australia. The purpose of the Offer is to provide funds for the Company to acquire Standards Australia's commercial operations and to buy back ten million Shares from Standards Australia.

At the midpoint of the Indicative Price Range, the gross proceeds of the Offer will be \$68.4 million. These proceeds will be applied as follows:

	A\$m
Acquisition of commercial operations from Standards Australia ⁽¹⁾	34.5
Acquisition of Certification Trademarks from Standards Australia	16.1
Buy Back of Shares from Standards Australia ⁽²⁾	11.4
Expenses of the Offer	4.0
Working capital	2.4
Gross proceeds	68.4

⁽¹⁾ Including stamp duty.

⁽²⁾ Based on the midpoint of the Indicative Price Range. The price at which the Company buys back Shares from Standards Australia will be the Final Institutional Price.

This table is intended to be indicative only. The gross proceeds of the Offer may be more or less than \$68.4 million and will be determined after the close of the Institutional Offer. If the Final



Institutional Price (and therefore the Final Retail Price) is at the low end of the range, the Company will meet any shortfall in funds raised to complete the acquisition of the commercial operations of Standards Australia and the buy back of Shares from existing working capital.

If the Offer is not fully subscribed within the Indicative Price Range, the Company reserves the right not to proceed with the Offer.

Further details of the acquisition by the Company of the commercial operations and Certification Trademarks from Standards Australia and the buy back of Shares from Standards Australia are set out in Section 10.

2.3 Shareholding Structure

The Company has 50 million Shares on issue at the date of this Prospectus, all of which are owned by Standards Australia. 60 million new Shares are being offered under this Prospectus. The Company intends to buy back ten million Shares from Standards Australia, following completion of the Offer.





2: Details of the Offer (Continued)

The Company will apply for the official quotation of 100 million Shares on ASX. Immediately following completion of the Offer and the Buy Back, Standards Australia will hold 40 million Shares, which will represent 40% of the issued capital of the Company at Listing. Standards Australia is committed to maintaining a strong commercial relationship with the Company and intends to be a long term shareholder in the Company. Standards Australia has entered into a voluntary escrow arrangement in relation to its Shares. Further details of this arrangement are set out in Section 10.

2.4 Employee Share Plan

The Company has adopted an Employee Share Plan (**ESP**) to motivate and retain employees and to enable employees to participate in the ownership of the Company.

The ESP is open to all permanent full-time and permanent part-time employees who have served the Company or the Company's wholly owned subsidiaries for a minimum of three months (or other parties approved as eligible by the Managing Director) and allows for the issue of up to \$1,000 worth of Shares per annum per eligible employee. The benefit is, subject to certain conditions, tax exempt to eligible employees.

Under the ESP, the Board intends to offer Shares having a face value of \$1,000 (based on the Final Retail Price) to up to each of 470 eligible employees within three months of Listing. These Shares will be issued free. See Section 10.4 for further details.

2.5 Structure of the Offer

The Offer will comprise two parts:

- a Retail Offer consisting of;

- The General Public Offer, which is open to Australian resident retail investors;
- The Broker Firm Offer, which is open to Australian residents who have received a firm allocation from their broker; and
- The Stakeholder Offer, which is open to Stakeholders; and
- an Institutional Offer, which is open to certain Australian and international institutional investors.

The Lead Manager, in conjunction with the Company, will determine the allocation of Shares between the Retail Offer and the Institutional Offer and, within the Retail Offer between the General Public Offer, the Broker Firm Offer and the Stakeholder Offer.

The Offer will not be underwritten. The Company and the Lead Manager have entered into an Offer Management Agreement in respect of the management of the Retail Offer and the Institutional Offer. Once the final retail price has been determined, the Lead Manager will be obliged to provide settlement support in respect of successful bids in the Institutional Offer. See Section 10.5 for further details of the Offer Management Agreement.

2.6 Retail Offer

2.6.1 Timetable

The Retail Offer opens on 19 November 2003 and closes at 5.00pm AEDT on 8 December 2003. Applicants are advised to submit their Applications as soon as possible before the Closing Date. The Company, in consultation with the Lead Manager, reserves the right to close the Offer at any time before the Closing Date or to extend the Offer without prior notice.





SECTION 2: DETAILS OF THE OFFER



2: Details of the Offer (Continued)

2.6.2 The Retail Application Price

Retail Application Price	\$1.25 per Share
Indicative Price Range	\$1.03 to \$1.25 per Share
Final Retail Price	Lower of Final Institutional Price and the Retail Application Price

Applicants in the Retail Offer must apply for Shares at the Retail Application Price of \$1.25 per Share. Successful Applicants in the Retail Offer will be issued Shares at the lower of the Final Institutional Price and the Retail Application Price. The Final Institutional Price will be determined by way of a bookbuild and allocation process managed by the Lead Manager. An Indicative Price Range of \$1.03 to \$1.25 per Share has been set for the Institutional Offer, but the Final Institutional Price may be set above, within or below the Indicative Price Range.

It is expected that the Final Institutional Price, Final Retail Price and basis of Shareholder allocations will be determined and announced on 11 December 2003.

2.6.3 Who can apply in the Retail Offer

General Public Offer

The General Public Offer is open to Australian resident retail investors.

Stakeholder Offer

Three million Shares have been reserved for Stakeholders. For the purposes of the Offer, a Stakeholder is defined to be an employee of Standards Australia or the Company, a member of Standards Australia's standards development committees or a member of Standards Australia as at the date of this Prospectus, in each case required

to be a resident of Australia. If the Stakeholder Offer is oversubscribed, Applications may be scaled back at the discretion of the Company after consultation with the Lead Manager. Any Shares not taken up in the Stakeholder Offer by the Closing Date will be dealt with as part of the General Public Offer. The Stakeholder Offer does not limit the ability of Stakeholders to participate in the General Public Offer.

Broker Firm Offer

The Broker Firm Offer is open to Australian retail investors who have received a firm allocation from their broker. Broker Firm Offer participants must lodge their Application Form and Application Monies with the relevant broker in accordance with the relevant broker's directions in order to receive their firm allocation.

If you elect to participate in the Broker Firm Offer, your broker will act as your agent in submitting your Application Form and Application Monies to the Registry (which receives them on behalf of the Company). It will be your broker's responsibility to ensure that they are submitted to the Registry by 5.00pm AEDT on the Closing Date. The Company, the Registry and the Lead Manager take no responsibility for any acts or omission by your broker in connection with your Application, Application Form or Application Monies.

2.6.4 How to apply in the Retail Offer

How to complete the Application Form

Applications for Shares under the Retail Offer can only be made and will only be accepted on the Application Form attached to or accompanying this Prospectus. Applications must be completed in accordance with the instructions set out on the back of the Application Form.





2: Details of the Offer (Continued)

All Applications must be for a minimum of 2,000 Shares and thereafter in multiples of 100 Shares. There is no maximum amount which may be applied for under the Retail Offer. However the Company and the Lead Manager reserve the right to treat Applications in excess of \$100,000 as part of the Institutional Offer.

Application Monies

Application Forms must be accompanied by a cheque for the relevant Application Monies. Cheques must be in Australian dollars drawn on an Australian branch of an Australian bank, crossed "not negotiable", and made payable:

- for General Public Offer and Stakeholder Offer Applicants – to "SAI Global Share Offer"; and
- for Broker Firm Offer Applicants – in accordance with the directions of the broker from whom you received your firm allocation.

Retail Applicants must apply at the Retail Application Price of \$1.25 per Share and will receive a refund if the Final Retail Price is less than \$1.25.

If for any reason the Offer does not proceed, all Application Monies will be refunded in full without interest.

Where and when to lodge completed Application Forms and Application Monies

Completed Application Forms and accompanying cheque(s) must be lodged:

- Under the Broker Firm Offer, with the broker from whom you received your firm allocation, in accordance with the broker's directions; and



- Under the General Public and Stakeholder Offer, with the Registry as set out below:

Mailing address

ASX Perpetual Registrars Limited
Locked Bag A14
Sydney South NSW 1235

Delivery address

ASX Perpetual Registrars Limited
Level 8
580 George Street
Sydney NSW 2000

Regardless of the method of lodgment, all Applications must be received by the Registry by no later than 5.00pm AEDT on the Closing Date, unless the dates and times are varied by the Company, in conjunction with the Lead Manager.





SECTION 2: DETAILS OF THE OFFER



2: Details of the Offer (Continued)

Applicants are advised to lodge their Applications as early as possible after the Offer opens. The Company, in consultation with the Lead Manager, reserves the right to close the Offer at any time before the Closing Date or to extend the Offer without prior notice.

What to do if you have queries or if you want extra copies of the Prospectus

Applicants with queries on how to complete the Application Form or who require additional copies of the Prospectus can contact the **SAI Global Information Line** on **1300 654 848**, the Registry (see corporate directory for contact details) or visit the Company's website at www.sai-global.com.

2.6.5 Allocation policy in the Retail Offer

The allocation of Shares will be made as soon as possible after the Closing Date. The Lead Manager reserves the right, after consultation with the Company, to allocate the Shares offered under this Prospectus in full on any Application or to allocate a lesser number or to decline any Application.

Where no allocation is made or where the value of Shares allocated is less than the value applied for, subject to the paragraph immediately below, surplus Application Monies will be returned. Interest will not be paid on any monies refunded and any interest earned on Application Monies prior to allotment or return will be and will remain, the property of the Company.

Where the Final Retail Price does not divide evenly into the Application Amount, the number of Shares to be allocated will be rounded down to the nearest whole number of Shares. In this circumstance, to the extent of the rounding, surplus Application Monies will not be returned to Applicants and will be and will remain, the property of the Company.

Following the issue of Shares, successful Applicants will receive a holding statement setting out the number of Shares allocated to them. It is expected that holding statements will be dispatched by standard post on 18 December 2003. It is the responsibility of Applicants to confirm the number of Shares allocated to them prior to trading in Shares. Applicants who sell Shares before they receive notice of the Shares allocated to them do so at their own risk.

If for any reason the Offer does not proceed, all Application Monies will be refunded in full without interest.

2.7 Institutional Offer

The Company is inviting certain Australian and international institutional investors to bid for Shares in the Institutional Offer. The Institutional Offer will be conducted by a bookbuild process managed by the Lead Manager. Full details of how to participate, including bidding instructions, will be provided to participants by the Lead Manager.

Participants can only bid into the book for Shares through the Lead Manager. They may bid for Shares at specific prices or at the Final Institutional Price. Participants may bid above, within or below the Indicative Price Range, which is \$1.03 to \$1.25 per Share. The Indicative Price Range may be varied at any time by the Company in consultation with the Lead Manager.

The bookbuild period is expected to commence at 9.00am AEDT on 9 December 2003 and to end at 5.00pm AEDT on 10 December 2003, unless these times and dates are varied by the Company in consultation with the Lead Manager.





2: Details of the Offer (Continued)



Bids may be amended or withdrawn at any time up to the close of the bookbuild period. Bids can be accepted or rejected at completion of the bookbuild by the Lead Manager in whole or in part, without further notice to the bidder. Acceptance of a bid will give rise to a binding contract that is conditional upon quotation of the Shares on ASX. All successful institutional bidders will pay the Final Institutional Price.

The Final Institutional Price

The bookbuild process will be used to determine the Final Institutional Price. The Final Institutional Price will be determined by the Lead Manager in consultation with the Company. It is expected that the Final Institutional Price, Final Retail Price and basis of Shareholder allocations will be determined and announced on 11 December 2003.

Allocation policy in the Institutional Offer

The allocation of Shares amongst bidders in the Institutional Offer will be determined by the Lead Manager in consultation with the Company. There is no assurance that any investor lodging a bid in the Institutional Offer will be allocated any Shares or the number of Shares for which it has bid.

The initial determinant of the allocation of Shares in the Institutional Offer will be the Final Institutional Price. Bids lodged at prices below the Final Institutional Price will not receive an allocation of Shares.

The Lead Manager, in consultation with the Company, will be responsible for determining the basis of allocations under the Institutional Offer at its absolute discretion.

2.8 ASX listing and deferred settlement trading

Application will be made to ASX no later than seven days after the date of this Prospectus for the Company to be admitted to the official list of ASX and for official quotation of the Shares offered under this Prospectus. If the Company is not admitted to the official list of ASX within three months after the date of this Prospectus, all Application Monies will be refunded without interest.

It is expected that trading of the Shares on ASX will commence on a deferred settlement basis on or about 17 December 2003. Holding statements are expected to be despatched on or about 18 December 2003, and it is expected that trading on a normal settlement basis will commence on 19 December 2003.

Details of share allocations can be confirmed by calling the **SAI Global Information Line on 1300 654 848**. Applicants are responsible for confirming their allocations before trading in Shares. Anyone who sells Shares before receiving confirmation of their allocation does so at their own risk.





SECTION 2: DETAILS OF THE OFFER



2: Details of the Offer (Continued)

ASX takes no responsibility for this Prospectus or the investment to which it relates. Admission to the official list of ASX is not to be taken as an endorsement by ASX of the Company.

2.9 CHES and holding statements

The Company will apply to participate in the Clearing House Electronic Sub register System (**CHES**) in accordance with the Listing Rules and the Securities Clearing House Business Rules.

Following the issue of Shares to successful Applicants under the Offer, Shareholders will be sent an initial statement that sets out the number of Shares which they have been allocated. This statement will also provide details of a Shareholder's Holder Identification Number (HIN), or, where applicable for issuer sponsored holders, the Shareholder Reference Number (SRN). Shareholders will be required to quote their HIN or SRN, as appropriate, in all dealings with a stockbroker or the Registry.

Shareholders will receive subsequent statements showing changes to their shareholding in SAI Global. Certificates will not be issued.

2.10 Electronic Prospectus

This Prospectus may be viewed online at www.sai-global.com. Persons who receive the electronic version of the Prospectus should ensure that they download and read the entire Prospectus. The Offer is only available to persons receiving the electronic version of the Prospectus within Australia. A paper copy of the Prospectus will be provided free of charge to any person who requests a copy

by contacting the Lead Manager or the Registry, by mail or in person, during the period of the Offer.

2.11 Foreign Investors

No action has been taken to register or qualify the Offer of Shares under this Prospectus, or otherwise to permit a public offering of Shares, in any jurisdiction outside Australia.

Each Applicant in the Retail Offer will be taken to have represented, warranted and agreed as follows:

- The Applicant is an Australian citizen or resident in Australia, is located in Australia at the time of Application and is not acting for the account or benefit of any person in the United States, a US person, or any other foreign person; and
- The Applicant will not offer or sell the Shares in the United States or in any jurisdiction outside Australia except in transactions exempt from registration under the US Securities Act of 1933 and in compliance with all applicable laws in the jurisdiction in which such Shares are offered and sold.

2.12 Taxation

The Australian taxation consequences of any investment in Shares will depend upon an investor's particular circumstances. Investors should make their own enquiries concerning the taxation consequences of an investment in the Company. If you are in doubt as to the course of action you should follow, you should consult your stockbroker, lawyer, accountant or other professional adviser.

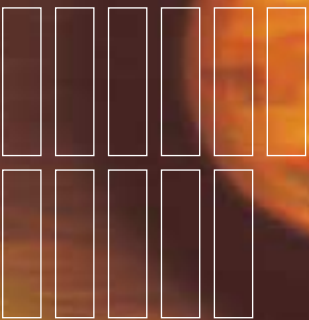


3



3

**INDUSTRY
OVERVIEW**





SECTION 3: INDUSTRY OVERVIEW



3: Industry Overview

3.1 Background

SAI Global:

- publishes and distributes Australian Standards® and distributes International Standards and standards developed by other standardisation bodies in hard copy and electronically;
- provides standards and business improvement related training and consulting services; and
- provides product and management system certification services (which assess conformity of products and management systems with Australian Standards®, International Standards and other codes of practice).

The diagram below shows the sources of the intellectual property utilised by SAI Global, the steps involved in the commercialisation of that intellectual property and the relationship between each of SAI Global's businesses.

3.2 Development of Standards

International Standards Making Bodies

Two leading international standardisation organisations are ISO (the International Organization for Standardization) and the IEC (International Electrotechnical Commission).

ISO is an international standards development body whose 147 members are national standards bodies. ISO develops International Standards, including the ISO 9000 series and the ISO 14000 series, which are respectively the recognised benchmarks for quality and environmental





3: Industry Overview (Continued)

management of organisational processes and procedures. ISO members have publication rights to ISO International Standards in their respective jurisdictions.

IEC is a global organisation that prepares and publishes International Standards for electrical, electronic and related technologies (IEC Standards). IEC has 50 member countries. IEC Standards serve as a basis for national standardisation and are used as a reference when drafting relevant international tenders and contracts.

Australian Standards Development Bodies

Standards Australia is recognised by the Australian Federal Government as the peak non-government standards development body in Australia. Standards Australia is the Australian member of ISO and the Pacific Area Standards Congress and manages the Australian membership of IEC.

Standards Australia develops and maintains more than 6,500 Australian Standards® and related publications. These standards are developed by more than 1,500 committees comprising more than 8,000 committee members including representatives of governments, industry bodies, trade and professional associations, academia and consumer groups. Standards Australia also provides input in the development of International Standards by ISO and IEC. There are 18,000 of these International Standards.

While Standards Australia is the major developer of consensus based Australian Standards® and provides related documents in Australia, there are a number of other government and non-



government bodies that also produce national standards such as Food Standards Australia and New Zealand and the Therapeutic Goods Administration. The members of Standards Australia have formed a Standards Accreditation Board that can accredit organisations to prepare Australian Standards®. There are currently two accredited organisations - the Australian Communications Industry Forum and the Australian Forestry Standards Committee.





SECTION 3: INDUSTRY OVERVIEW



3: Industry Overview (Continued)

3.3 Publication of Standards

There are broadly three types of standards.

Voluntary standards

A standard that is not necessarily imposed by legislation or regulation, but is still generally acknowledged as providing an authoritative industry or marketplace benchmark. For example:

- ***Safeguarding of Machinery- General Principles: AS 3743-1996***
This Australian Standard® identifies the hazards and risks arising from the use of industrial machinery and describes methods for elimination or minimisation of these hazards and risks, as well as systems for safeguarding machinery and guidelines on safe working practices; and
- ***Potting mixes: AS3743- 1996***
Specifies the physical, chemical, biological and labelling requirements for potting mixes packaged for retail sale.

Contractual standards

There are two types of contractual standards.

Firstly, there are standards, which in themselves form the basis of a contract. For example:

- ***General Conditions of Contract: AS 4000-1997***
Sets out the general conditions of contracts suitable for application in a wide variety of construction and building contracts including civil, mechanical, electrical and other types of contracts.



Secondly, there are voluntary standards, which underpin a requirement or specification in a commercial contract. For example:

- ***Intruder Alarm Systems: AS 2201 (series)***
Sets the minimum requirements for the construction, installation, operation and maintenance of intruder alarm equipment and installed systems, suitable for private premises and commercial premises, and provides guidance for the preparation of a maintenance contract between a client and an alarm company.





3: Industry Overview (Continued)

Mandatory standards

A standard, which is called up, or referenced, in legislation or regulation. For example:

Electrical Installations known as Australian /New Zealand Wiring Rules: AS/NZS3000: 2000

Provides the minimum requirements for the design, construction and testing of electrical installations, including the selection and installation of electrical equipment forming part of such electrical installations; and

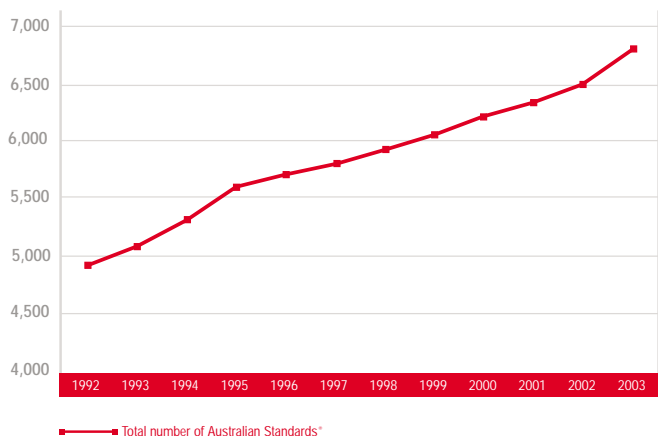
Design for access and mobility - General requirements for access - New Building Work: AS1428.1-2001

Provides building designers and users (architects, property owners, regulators) with minimum design requirements for new building work, to enable access for disabled people.

As shown in the chart below, in the past 12 years, the total number of Australian Standards® has increased from 4,942 to 6,805.



Chart 3.1 – Growth in Australian Standards®



Early standards were focused on physical products, design, installation and testing. Recently there has been significant growth in the number of business and systems standards and revenue generated from them. It is estimated that more than 200,000 copies of the ISO 9000 series and related guides and handbooks have been sold in Australia. Other business standards which have exhibited strong sales include the AS 8000 series of corporate governance standards and the AS/NZS 4360 risk management standards.

In addition to the publication of standards, there is an associated market for supportive explanatory material such as handbooks, training programs, videos and seminars.





SECTION 3: INDUSTRY OVERVIEW



3: Industry Overview (Continued)



3.4 Training and consulting services

Development of new and updated standards, growth in systems certification and business improvement technologies have underpinned demand for related training, seminars and consulting programs.

Training

Training includes programs for non-financial auditors and information on the content and application of standards, ISO management systems and organisational and business improvement techniques.

Consulting Services

In addition to the market for training services, there is a large market for business improvement consulting services. The Company, through its Business Excellence business in Australia and its Excel business in the United States, operates in a consultancy niche market that focuses on business improvement methodologies such as the Australian Business Excellence Framework and Six Sigma (refer to Section 4.3 for further details).

3.5 Certification of Products and Management Systems

Product certification assesses a manufacturer's capability to manufacture a product consistently in accordance with a standard, while system certification assesses the organisation's management processes against a relevant system or management standard.

Accreditation requirements prohibit certification bodies from providing certification to an organisation where a related body of the certification body has provided management system consultancy services to that organisation unless more than two years have elapsed since the last consultancy work was provided. The Company has a certification board that independently reviews the Company's certification system.

Product Certification

Product certification is a conformity assessment process that assesses the performance or safety of products relative to an Australian Standard®, International Standard or other industry standard, and the manufacturer's capability to consistently produce conforming products.





3: Industry Overview (Continued)

Product certification extends from one-off testing to more rigorous programs involving routine auditing of a manufacturer's processes and regular batch testing of products.

Demand for product certification is driven by regulatory requirements, industry associations seeking to establish minimum performance benchmarks and consumer demand for products that comply with recognised standards of safety or performance.

The Company estimates that the Australian market for product certification currently exceeds \$8 million and that the international market exceeds \$1 billion.

Management System Certification

Management system certification assesses an organisation's compliance with relevant quality, food safety, environmental, occupational health and safety standards, such as ISO 9001 (quality management systems) and ISO 14001 (environmental management systems).

Following an initial assessment of the conformity of the management system and the issue of a certificate, ongoing assessment of conformity is maintained through regular audits of licensees (generally at six month intervals). In addition to the audit fees charged, an annual registration fee is payable to reflect the cost of maintaining certification.

The Company estimates the Australian market for accredited management system certification is worth in excess of \$60 million. The Australian market is relatively fragmented with more than 25 competitors. Internationally, the market for ISO 9001 and related

management system certification services is estimated to be worth in excess of \$1 billion.

Charts 3.2, 3.3, 3.4 and 3.5 show the growth of certification in Australia and internationally of both the ISO 9000 series quality management systems and the ISO 14001 environmental management systems.

Whilst the market for ISO 9000 series in Australia is relatively mature, markets in other parts of the world, including Asia, South America and eastern Europe, are still growing. The markets for other management systems certification such as

Chart 3.2 – ISO 9000 Certificates – Australia

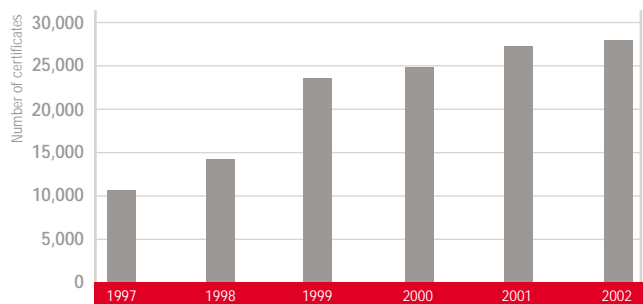
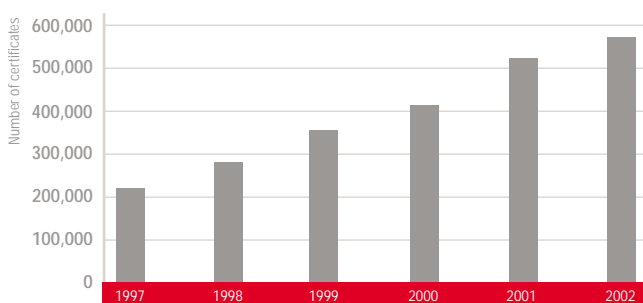


Chart 3.3 – ISO 9000 Certificates – World





SECTION 3: INDUSTRY OVERVIEW



3: Industry Overview (Continued)

Chart 3.4 – ISO 14001 Certificates – Australia

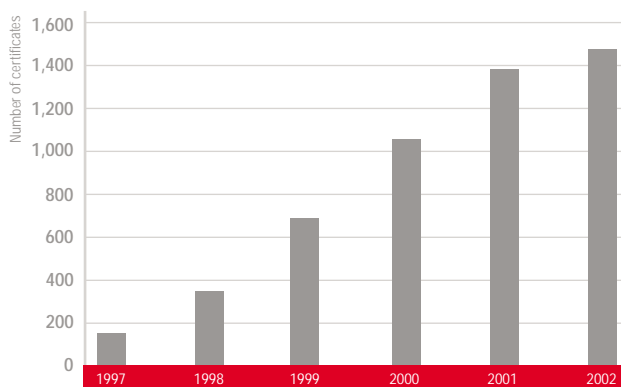
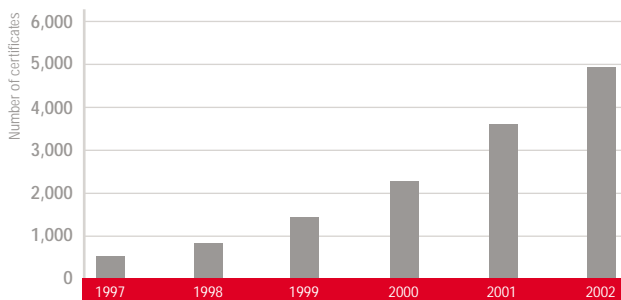


Chart 3.5 – ISO 14001 Certificates – World



environmental management (ISO 14001), food safety (HACCP), information security management (ISO17799) and occupational health and safety management (AS 4801) are also growing.

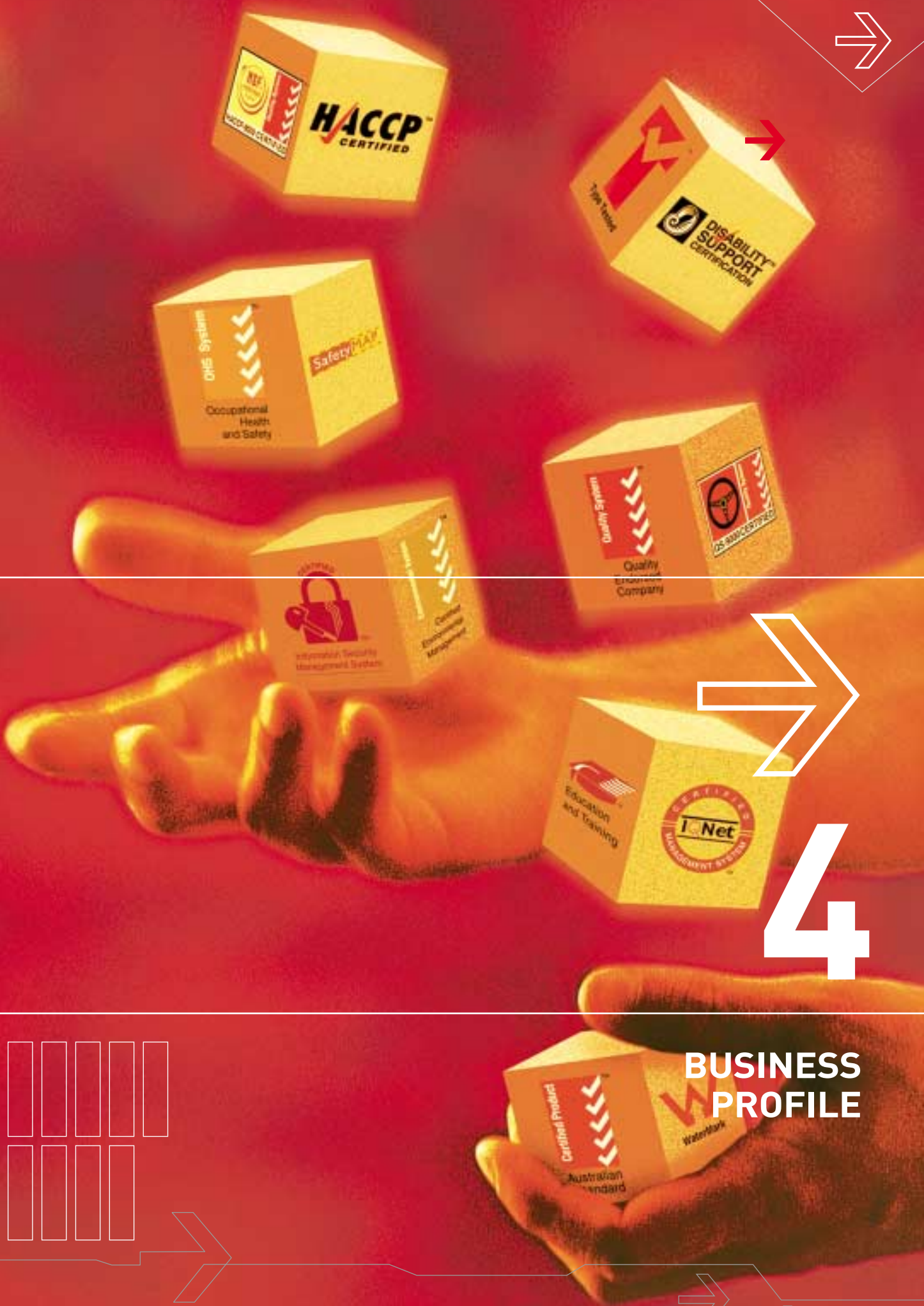
There are a number of established global organisations involved in the provision of certification services, some of which have offices in the Australasian region.

3.6 Industry Drivers

The demand for standards and related services has grown over the last ten years. The Company expects that a number of macro trends will underpin growth, including:

- an increasing need for a consistent set of globally relevant terminology, symbols and standards;
- growing compliance requirements in corporate systems and through supply chains;
- growing global trade and investment flows in both products and services; and
- greater variety of products and shorter product lifecycles.





**BUSINESS
PROFILE**





SECTION 4: BUSINESS PROFILE



4: Business Profile

4.1 SAI Global

Overview

SAI Global delivers an integrated range of standards related and business improvement products and services to Australian and overseas customers. These products and services are based on a collection of more than 6,500 Australian Standards® as well as foreign standards, International Standards and various other business improvement methodologies, totalling more than 80,000 publications.

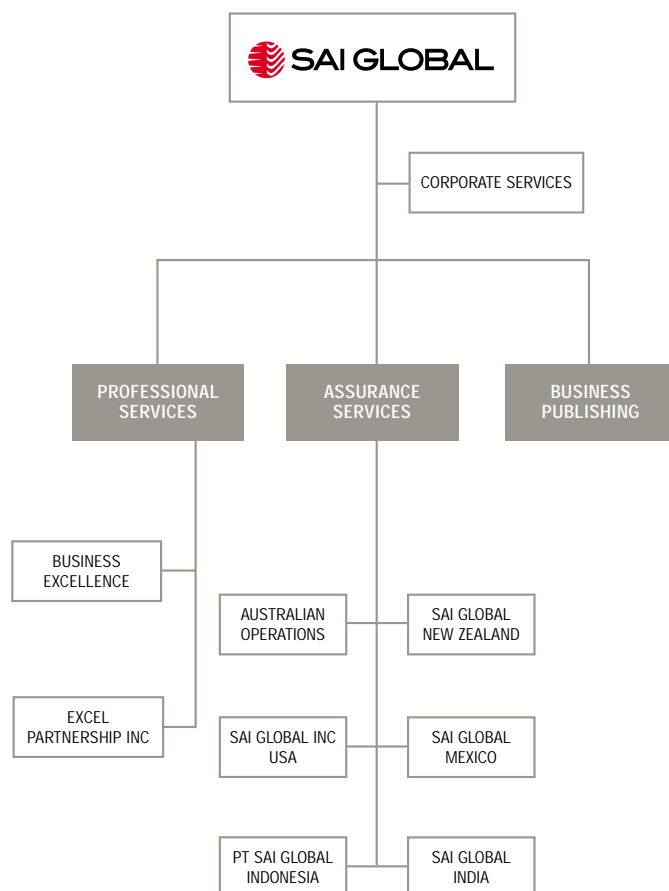
On Listing, SAI Global will comprise three businesses:

1. SAI Global Business Publishing (**Business Publishing**) – distributes technical and business standards and related products developed by Standards Australia and other organisations in hard and electronic copy. Business Publishing holds the exclusive Australian distribution rights for Australian Standards®. This business is to be acquired by the Company from Standards Australia before Listing under the Business Purchase Agreement and the Publishing Licence Agreement described in Section 10.5;
2. SAI Global Professional Services (**Professional Services**) – provides standards and business improvement related training and consulting services in Australia and, through its wholly owned subsidiary, Excel, in the United States; and
3. SAI Global Assurance Services (**Assurance Services**) – certifies that products and management systems conform with Australian Standards®, International Standards and other codes of practice,

using the “5-tick” StandardsMarks. It also provides certification services in over 60 countries from its offices in Australia, the United States, New Zealand, India, Mexico and Indonesia.

Structure

On Listing, SAI Global's corporate structure will be as follows:



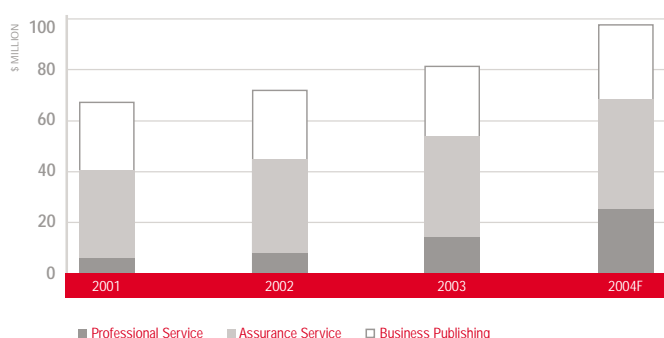


4: Business Profile

Revenue Profile

Chart 4.1 shows the historic and forecast pro-forma annual revenue breakdown for SAI Global.

Chart 4.1 – SAI Global – Pro-forma Annual Revenue Breakdown



Whilst SAI Global's revenues are earned primarily in the Australian market, SAI Global provides services to customers worldwide, from its offices in Australia, the United States, New Zealand, India, Mexico and Indonesia. Revenue from overseas customers for the year ending 30 June 2004 is forecast to represent approximately 25% of total revenues for SAI Global.

A more detailed discussion of SAI Global's historical and pro-forma profit Forecast is set out in Section 6.

4.2 Business Publishing

4.2.1 Overview

Business Publishing, which accounted for 33% of SAI Global's revenue in the year ended 30 June 2003, publishes and distributes standards and related publications to customers. SAI Global holds exclusive

distribution rights for more than 6,500 Australian Standards® in Australia. The distribution of Australian Standards® globally represents the majority of the intellectual property distributed by Business Publishing.

In addition to hard copy sales, standards are available for electronic purchase and immediate download worldwide, 24 hours a day. Australian Standards® are also available for purchase on DVD. Customers are able to purchase an annual electronic subscription to SAI Global's collection of standards which entitles them to access either selected standards or the entire library.

Business Publishing has an electronic catalogue of more than 80,000 documents from national and International Standards organisations including Standards Australia, ISO, IEC, DIN, and JIS. It also operates an automated up-date service, StandardsWatch, which delivers 6,000 permission-based notifications by email each week to 54,400 users (including about 8,000 international users).

4.2.2 Sources of Revenue

Revenue for Business Publishing is derived primarily from three main sources:

- Individual hard copy sales;
- Individual electronic copy sales; and
- Electronic subscriptions.



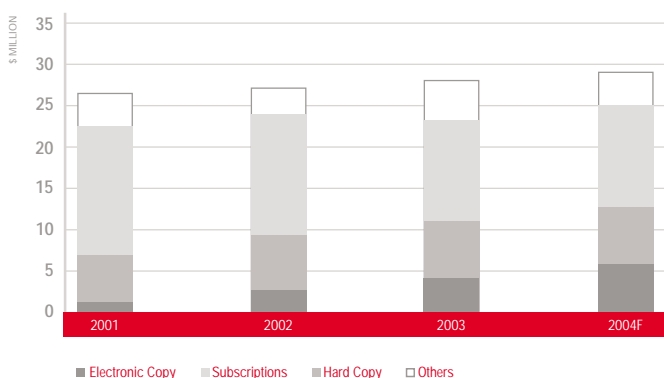


SECTION 4: BUSINESS PROFILE



4: The Business (Continued)

Chart 4.2 – Business Publishing Pro-forma Sources of Revenue



Individual hard copy sales

Individual hard copy sales accounted for approximately 43% of total Business Publishing revenue in the year ended 30 June 2003.

Business Publishing has a fully integrated digital print-on-demand system, with more than 80% of hard copy publications of Australian Standards® printed automatically at the time of order. This has resulted in significant savings in printing, inventory and distribution costs.

Individual electronic copy sales

Individual electronic copy sales accounted for approximately 14% of total Business Publishing

revenue in the year ended 30 June 2003.

Electronic sales are made available through the download of individual standards and sale of DVDs. Business Publishing also sells software containing publications licensed from third parties, such as the Australian Building Codes Board and the Cement and Concrete Association.

Electronic subscriptions

Sales generated from electronic subscriptions accounted for approximately 26% of total Business Publishing revenue in the year ended 30 June 2003.

Electronic subscriptions comprise revenue from sale of annual subscriptions to customers for access to either specific standards or an entire library of standards. The customer retention rate for Business Publishing subscription services over the last three years is more than 98%.

4.2.3 Key Revenue Drivers

Key revenue drivers for Business Publishing are:

- ongoing demand for existing standards;
- new standards developed each year and the demand for those standards;
- revisions to existing standards made each year and the demand for those standards;





4: The Business (Continued)

- the number of subscribers; and
- general industry drivers referred to in Section 3.6.

The majority of sales are generated from the collection of pre-existing standards. The revenue received from the sale of a new or revised standard peaks in the initial period following the publication of that standard. Sales then tend to decline as demand for the standard is met until the standard is revised or replaced. Australian Standards® are revised on average every seven years.

4.3 Professional Services

4.3.1 Overview

Professional Services, which accounted for 17% of SAI Global's revenue in the year ended 30 June 2003, provides training and consulting services relating to standards and business improvement methodologies both in Australia and, through Excel, in the United States.

4.3.2 Sources of Revenue

Revenue from Professional Services is derived from two sources:

- Training services; and
- Consulting services.

Training services

The services provided by Professional Services include the training of auditors, seminars and courses on new and revised standards, ISO management systems and organisational and business improvement methodologies. In 2003, Professional Services delivered more than 2,000 training sessions, resulting in over 15,000 certificates being issued to participants.



AUSTRALIAN BUSINESS EXCELLENCE FRAMEWORK

The framework is an integrated leadership and management system that describes elements essential to organisational excellence.

First developed in Australia 15 years ago, the framework is updated annually by a committee comprised of CEOs of award winning organisations, management school professors and quality managers of Australian corporations.

It is based on 12 principles of leadership and management, and draws heavily on the teaching of pioneers of the business excellence movement, combining these with recognised practices and procedures identified annually from Australian Business Excellence Award winning organisations.

The Company is a registered training organisation, providing training and education services in the United States, through Excel, and in other countries through its offices in New Zealand, India, Mexico and Indonesia.

Consulting services

The main activity of this business is advising customers on business improvement methodologies including the Australian Business Excellence Framework and Six Sigma.





SECTION 4: BUSINESS PROFILE



4: The Business (Continued)



The Australian Business Excellence Framework is an organisational excellence model that has been adopted by some of Australia's leading companies. Under the Australian Business Excellence Framework, the business provides diagnostic, assessment, implementation, improvement and sector-based excellence programs.

Six Sigma was developed in the United States in 1987. It is designed to help businesses measure the return on an investment and maximise the application of business improvement techniques in conjunction with their management systems.

4.3.3 Revenue Drivers

Key revenue drivers for Professional Services are:

- the number of seminars and workshops conducted (and number of attendees);
- the number of business-focused standards issued during the year;
- demand for standards-related training and education services due to increased regulation;
- market and stakeholder pressure for business and organisational improvement; and
- growing management focus on risk reduction, knowledge management and innovation.

4.3.4 Excel Partnership Inc

In April 2003, the Company acquired Excel, a quality management, training and consulting company based in the United States.

Excel contributed \$3.7 million to the Company's revenue in the three month period to June 30 2003 and is forecast to contribute \$14.2 million of revenue in the year ending 30 June 2004. The assumptions underlying this forecast are outlined in Section 6.

4.4 Assurance Services

4.4.1 Overview

Assurance Services, which accounted for 48% of SAI Global's revenue in the year ended 30 June 2003, helps its customers manage their risk and compliance processes by providing them with independent certification that their management systems and products comply with relevant standards and codes of practice. Customers receive a certificate verifying their compliance with the relevant certification schemes and, where applicable, are granted a licence to brand their products or services with the "5-tick" StandardsMarks. Ongoing assessment of conformity is maintained through regular audits of licensees, generally at six month intervals. In addition to the audit fees charged, an annual registration fee is payable to reflect the cost of maintaining accreditation. Assurance Services has a strong market position and strong brand recognition via the "5-tick" StandardsMarks.

In 2002 Assurance Services implemented a fully electronic and automated audit delivery, file management and invoicing system. This system is designed to improve operational efficiency and customer service by reducing lead times and the risk of error.





4: The Business (Continued)

4.4.2 Sources of Revenue

Assurance Services derives its revenue from two sources:

- Management system certification; and
- Product certification.

Management system certification

Assurance Services is the leading provider of management system certification services in Australia, with more than 50% market share. It also provides these services internationally through its offices in the United States, New Zealand, India, Mexico and Indonesia and partnership arrangements elsewhere.

Assurance Services has a growing range of conformity assessment certification programs, including:

- Environmental Management Certification (ISO 14000 series);
- Occupational Health and Safety Management Certification (AS 4801 and SafetyMap);
- Food Safety Management Certification (HACCP);

- Auto Industry Certification (ISO/TS16949); and
- Critical Supplier Assessment.

These programs, combined with newly developed programs such as Information Security Management Systems (ISO 17799) and disability support certification are expected to drive revenue growth in the future.

In the year ended 30 June 2003, revenue from management system certification represented 80% of the total revenue of Assurance Services.

Product certification

Assurance Services currently has more than 2,000 licences, covering a large number of products. These licences primarily relate to Type 5 certification which involves a review of the product's design, physical and performance testing, ongoing factory surveillance and monitoring of test reports for current production. Assurance Services' Australian market share of Type 5 certification services is more than 80%. Products that receive Type 5 product certification are entitled to display the Certified Product StandardsMark, which provides assurance that the product conforms to a particular standard.



Certified
Environmental
Management



Australian
Standard



Occupational
Health
and Safety



Quality
Endorsed
Company





SECTION 4: BUSINESS PROFILE



4: The Business (Continued)

SAI Global receives royalties, based on revenue or volume, for the use of StandardsMarks.

SAI Global does not itself conduct product testing, and is not accredited to do so. Its certification decisions rely on test reports issued by appropriately accredited testing facilities.

By relying on outsourced testing programs SAI Global manages its risk, maintains flexibility and eliminates the need for the high capital requirements of testing laboratories.



In the year ended 30 June 2003, revenue from product certification

represented 20% of the total revenue of Assurance Services.

4.4.3 Revenue drivers

The key revenue drivers for Assurance Services are:

- licence fees generated from the existing customer base;
- annual fees for certification programs;
- revenue generated from developing certification programs;
- new industry codes and governmental regulations; and
- general industry drivers referred to in Section 3.6.

4.4.4 PRO acquisition

On 3 November 2003, the Company acquired certain assets of Professional Registrar Organization (PRO), a certification body based in the United States.

PRO is forecast to contribute \$1.2 million to SAI Global's revenue in the year ending 30 June 2004. The assumptions underlying this forecast are outlined in Section 6.

4.5 Business Strategy

4.5.1 Core activities

SAI Global will continue to develop its core business focussing on improved efficiency and customer service. SAI Global believes that growth can be achieved by:

- adding content to Business Publishing's distribution network;
- broadening the range of training and consulting products offered; and
- continuing to develop new certification programs.

4.5.1 Diversification

While SAI Global's core business currently revolves around Australian Standards®, SAI Global will seek to develop or license other intellectual property both domestically and in selected international markets. This may include securing licensing rights to standards other than Australian Standards® and adding non-standards content such as codes of practice.

The Company believes that there is potential to adapt its electronic platform, which it currently uses to deliver Standards, to enable owners of other intellectual property to distribute their products.





4: The Business (Continued)

4.5.2 Cross selling

The Company's experience to date has shown that success in one part of the business can lead to opportunities in other parts of the business. For example, attendees of training courses frequently seek certification of their company's products or management systems, and new certification programs may generate interest in further training.

4.5.3 International expansion

The Company intends to expand its network of overseas offices, which currently service customers in more than 100 countries. In particular, the Company intends to further expand into countries in Asia such as China.

4.5.4 Business alliances

The Company has some key local and international business relationships such as its IQNet membership. IQNet is an affiliation of international certification bodies based in Geneva. Through this membership each certification body receives international recognition for the certificates that it issues. Joint service delivery alliances are also being established in areas of business related to the Company's knowledge chain.

4.5.5 Acquisition

The Company intends to leverage its management expertise to make selected acquisitions based on the following criteria:

- Clear strategic fit;
- Positive contribution to profit; and
- "Bolt-ons" that add to revenue with minimal overhead increase.



Identification of acquisition opportunities will focus on Australia, North America and Asia where the Company can build on its existing presence and knowledge of those markets.

In order to fund future investments, the Company may need to raise additional capital in the form of debt, equity or a combination of both.

4.5.6 Organisational capability

The Company intends to support its growth initiatives by continuing to build its organisational capability through:

- implementation of an improvement process based on the Business Excellence Framework;
- continuing upgrades and development of information technology capability with a focus on customer service and operational efficiency; and
- improved management of costs and productivity.





SECTION 4: BUSINESS PROFILE



4: The Business (Continued)



4.6 Relationship between Standards Australia and SAI Global

On completion of the Offer and the Buy Back, Standards Australia will own 40% of the issued shares in SAI Global. Standards Australia's main revenue sources will include royalties payable under the Publishing Licence Agreement, rental income and investment income. These and other revenues are projected to provide sufficient funding to enable Standards Australia to meet its financial obligations and to maintain its current level of standards development. Standards Australia will have total net assets of approximately \$87.8 million (excluding the market value of Standards Australia's holding in SAI Global) on completion of the sale of SAI Global.

As part of the Restructure, the Company and Standards Australia will enter into a Publishing Licence Agreement, Shared Services Agreement

and a number of property leases. This Section provides an overview of those agreements and should be read in conjunction with Section 10.5.

4.6.1 Publishing Licence Agreement

Under this agreement, Standards Australia grants the Company an exclusive licence to publish and distribute Australian Standards® and other materials in Australia. These rights extend for a 15 year period, with an option to renew for a further five year term, subject to shareholder approval of SAI Global being obtained and certain other conditions being satisfied. The Company will pay Standards Australia a royalty of 10% of the net revenue received from the sale of the licensed material and an additional bonus royalty of up to 15% (decreasing over time) in relation to the licensing of significant new material. The agreement requires Standards Australia to regularly review and revise its collection of Australian Standards®, so that no more than 30% are over ten years old, and to use its best endeavours to produce new material each year that corresponds to at least 7% of Australian Standards® at the start of that year.

Under the agreement, the Company must not (without Standards Australia's approval) increase the selling price of the licensed material above the price determined in accordance with certain guidelines reflecting the existing pricing policies of Standards Australia. In particular, average price increases are generally to be based on CPI plus 2% per annum, capped at CPI plus 5% per annum (subject to cost increases).

A more detailed description of the Publishing Licence Agreement is set out in Section 10.5.





4: The Business (Continued)

4.6.2 Shared Services Agreement

Under this agreement, the Company agrees to provide a number of services to Standards Australia including finance, compliance and audit, legal, human resources and information technology services for an annual fee of \$1 million (subject to annual CPI review).

A more detailed description of the Shared Services Agreement is set out in Section 10.5.

4.6.3 Property Leases

Standards Australia has agreed to lease parts of commercial premises which it owns in Sydney and Melbourne and the whole of commercial premises which it owns in Adelaide and Perth to the Company. Key terms of the lease portfolio include:

- an initial term of five years, expiring in 2008;
- a five year option to renew;
- annual rent review to the greater of 4% increase or CPI increase; and
- market rent review on the exercise of the option term, if applicable.

Standards Australia has also commenced the process of assigning its leasehold interest in two premises in Rydalmere (NSW) and Brisbane to the Company.

Standards Australia is currently holding over in one premises in Canberra on an expired lease. The Company intends to enter into a new lease with the landlord for this premises from 15 December 2003.

A more detailed description of the property leases is set out in Section 10.5.





SECTION 4: BUSINESS PROFILE

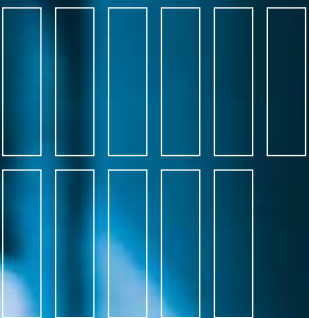


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**BOARD AND
MANAGEMENT**





SECTION 5: BOARD AND MANAGEMENT



5: Board And Management

5.1 Board of Directors



George E Edwards, Chairman.
B Sc (Tech), C Eng, FAICD, F Inst E, FAIE,
F AusIMM, CP Man, MMICA

George has been Chairman of the Company since 2001. George was elected Chairman of Standards Australia in November 2000, a position he will resign from on completion of the Offer.

George has been a member of Standards Australia's Council since 1985 and a member of its board since 1986. George is also chairman of the Energy Council of Australia and was president of the Australasian Institute of Mining and Metallurgy in 1995. George is principal of his own consulting and trading companies and a director of a range of private companies in Australia and overseas. George has been on the boards of five public companies in Australia: Oakbridge Limited, Triton Corporation Limited, Savage Resources Limited and Great Northern Mining Corporation Limited as a director and Sabre Resources NL as a director and as chairman.



Ross Wright,
Managing Director.
B. Business, FAIM, ACHSE, Comp IEAust

Ross is the Managing Director of the Company, a position he has held since 2001. Ross is also chief executive of Standards Australia, a position he will resign from on completion of the Offer. Prior to joining Standards Australia in 1996, Ross spent more than 25 years in the financial, industrial and public services sectors. Ross's past positions include divisional manager at Advance Bank and state manager and associate director at Elders Finance Group.

Ross is the vice president (Technical Management) of the International Organization for Standardization (Geneva), and chairman of the Technical Management Board. From

September 2003, he is also representing Australia on the Council of ISO.

Ross is a fellow of the Australian Institute of Management, a member of the Australian College of Health Service Executives and a companion of The Institution of Engineers Australia.



Anna Buduls,
Non-executive Director.
BA, MCom

Anna joined the Board in October 2003. She has eight years' experience as a non-executive director and is currently on the Board of Freedom Group, the Mirvac Group, Macquarie Generation, Hamilton James and Bruce and The Smith Family.

Anna has a broad range of commercial experience, having worked as a financial journalist with The Australian Financial Review, a corporate adviser in the investment banking division at Macquarie Bank and head of investor relations at Westpac.



Robert Wright,
Non-executive Director.
B.Com FCPA

Robert joined the Board in October 2003. Robert is a director of Australian Pipeline Limited and was appointed a director of the reconstructed Harris Scarfe Australia Pty Limited in December 2001.

Robert has 30 years financial management experience, including as finance director of David Jones Limited from 1990 to 1999. Robert was an executive director of The Adelaide Steamship Company Limited during the restructure of that group from 1990 to 1995. Previous directorships include Tooth & Co Limited, Industrial Equity Limited, Woolworths Limited and National Consolidated Limited.





5: Board And Management (Continued)



John Castles AM,
Non-executive Director.
B Arch (Hons), LFRAIA RIBA FAICD

John joined the Board in December 2002 and has been nominated by the board of Standards Australia to be its

representative on the Board. John is deputy chairman of Standards Australia and will, upon completion of the Offer, become chairman.

John is currently chairman of CS&T Pty Ltd, architects, designers and planners; director of Orchid Empire Pty Ltd; past president of Professions Australia; and a former member of the National Building and Construction Committee to the Federal Government. John is a past national president of the Royal Australian Institute of Architects and former chairman of the Australian Council of Building Design Professions Ltd. John was made a Member of the Order of Australia in 1999 and is president of the Council of Queens College University of Melbourne.



Philip Holt AM,
Non-executive Director.
LLB, FCPA, FAICD

Phillip joined the Board in October 2003. Phillip was elected to the board of Standards Australia in 1993, a position he will hold until

12 November 2003. He was chief executive of the Chamber of Manufacturers of NSW from 1989 to 1995 and managing director of its successor, Australian Business Limited, from 1996 to 2001. He is a member of the Board of Governors of the ANU Endowment for Excellence, a board member of the JAS-ANZ and trustee of the Australian Political Exchange Council. Phillip's past appointments include chairman of Young Achievement Australia, chairman of the Australian

Made Campaign Ltd; chairman of the NSW Rental Bond Board; board member of the Building Services Corporation; chairman of the NSW Small Business Development Corporation and the Australian Business Innovation Centre and a member of the Trade Practices Consultative Committee. Philip is a former commissioner for Consumer Affairs and was first assistant commissioner of the then Trade Practices Commission 1975 – 1983.

Philip was made a Member of the Order of Australia in 1998.



Joran Murray,
Non-executive Director.
LLB, B Ec, FAIB

Joran joined the Board in October 2003. Joran was elected to the board of Standards Australia in 1995, a position he will resign

from on completion of the Offer.

Past appointments include national executive director of Master Builders Australia, chairman of Australian Building Energy Council, chairman of Building and Employment Training Australia, member of CSIRO Built Environment Sector Advisory Committee, member of the Corporate Law Economic Reform Programme committee (CLERP). He is currently a director of the CBUS Superannuation Fund, Industry Fund Services, Hotel Leisure and Tourism Trust of Australia, Regent Park Hotel Trust, Australian Super Developments Pty Ltd, Parkland Group Ltd, Mitchell Centre (Nominees) Pty Ltd and Frances Park (Darwin) Pty Ltd.





SECTION 5: BOARD AND MANAGEMENT



5: Board And Management (Continued)

5.2 Management Structure



Tony Scotton,
Chief Operating Officer.
B. Eng, Grad. Dip. Food Technology

Upon completion of the Offer Tony will assume the role of Chief Operating Officer. Tony is responsible for managing the Company's Assurance Services Division and its overseas offices and assisting the Managing Director on strategic matters. He is currently a director of the Company's subsidiaries overseas.

Prior to joining the Company, Tony had many years of general management experience across a broad range of manufacturing and distribution businesses, most recently as Managing Director and Chairman of the Construction Products Division of Pacifica Group Limited. He has managed several business disposals, acquisitions and integrations and is experienced in establishing and managing businesses in Asia including several joint ventures. Tony has served on the board of several joint venture companies.



Howard Paul, General
Manager Business Publishing.
BA (Econ), Dip MS

Howard has been General Manager of Business Publishing since 1994. Howard has extensive experience in the service and information technology sectors. Before joining Standards Australia, Howard was General Manager of AWA Computers Ltd and spent over twenty years with the Rediffusion Group, specialising in professional TV products and services.



David Middleton, President
and CEO, Excel Partnership Inc

David has been manager of Excel since 1998. David has been primarily responsible for the growth of the Company's North American training and consulting business. David has 25 years of experience in industry with a background in industrial engineering and production management. He has advised on training and consulting programs for a broad range of industries.

David is a former chairman of the ANSI-RAB QMS council in the United States and is currently on the board of the United States Registrar Accreditation Board.



Martin Searle, General
Manager, Professional Services
BA, Dip Post Law

Martin joined the Company in 1997 as the Human Resources director, before being appointed in 2003 as General Manager of Professional Services. Martin is also a director of the International Auditor and Training Certification Association. Martin has held senior positions in business education, systems implementation, and corporate planning for Telstra and the Roads and Traffic Authority (NSW). He also has consulting experience in human resources strategic planning, benchmarking and best practice management reporting.





5: Board And Management (Continued)

5.3 Employee and Administration

On completion of the Offer, SAI Global will employ approximately 470 staff including executives, professional staff (auditors, consultants, trainers and advisers) and administration support staff. The Company considers employee development a major focus and recognises that the loyalty, quality and commitment of its staff and management are important ingredients for the Company's continued success and growth. The Company employs professionals from a broad range of backgrounds, including engineering, the sciences, information technology and business administration.

5.4 Corporate Governance

5.4.1 ASX Corporate Governance Council recommendations

In March 2003, the ASX Corporate Governance Council published its Principles of Good Corporate Governance and Best Practice Recommendations. It is the intention of the Directors, having regard to the structure and operations of the Company, to comply with the recommendations including:

- that the majority of an ASX-listed company's board should comprise independent directors (that is, non-executive directors that meet the criteria set out in recommendation 2.1);
- that the chairperson should be an independent director (recommendation 2.2); and
- that the audit committee of an ASX-listed company should only consist of non-executive directors with a majority

of the committee being independent directors (recommendation 4.3); and

- that the remuneration committee of an ASX-listed company should consist of at least three members with the majority being independent directors (recommendation 9.2).

5.4.2 Board of Directors and its committees

The Board is responsible for the overall corporate governance of the Company including establishing and monitoring key performance goals. The Board has created a framework for managing the Company including internal controls, a business risk management process and appropriate ethical standards.

Composition of the Board

The Directors in office at the date of this Prospectus are detailed in Section 5.1. The Board is in compliance with the ASX Corporate Governance Council recommendations 2.1 and 2.2.

Remuneration committee

The role of the remuneration committee is to review and make recommendations to the Board on remuneration packages and policies related to the non-executive Directors, Managing Director and senior executives and ensure that the remuneration policies and practices are consistent with the Company's strategic goals and human resource objectives. Independent advice will be sought when necessary. This committee is in compliance with the ASX Corporate Governance Council recommendation 9.2.





SECTION 5: BOARD AND MANAGEMENT



5: Board And Management (Continued)

Audit committee

The Company has an audit committee to assist the Board in fulfilling its corporate governance and overseeing responsibilities. The primary duties and responsibilities of the audit committee include:

- recommending to the Board which external auditors to appoint (subject to Shareholder approval);
- reviewing the audit plan of the external auditors and reasons for subsequent variations from the plan;
- reviewing the annual internal audit plan and the organisation of the internal audit function;
- determining that no management restrictions are being placed upon the internal auditors and their access to the business;
- reviewing the reports provided to the audit committee by the external and internal auditors;
- reviewing the adequacy of the Company's administrative, operating and accounting controls; and
- reviewing public financial and regulatory reports prior to their release.

The audit committee will also review the Company's risk management systems and assess their effectiveness. The audit committee will consist of no less than 3 and no more than 5 members. This committee is in compliance with the ASX Corporate Governance Council recommendation 4.3.

5.4.3 Continuous disclosure

The Company is committed to observing its disclosure obligations under the Corporations Act

and its obligations under the Listing Rules from the date of listing. All relevant information provided to ASX will be posted immediately onto the Company's corporate website, www.sai-global.com.

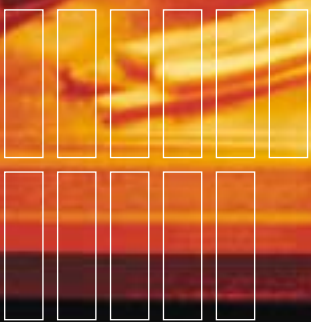
5.4.4 Communication to Shareholders

The Board aims to ensure that the Shareholders are informed of all major developments affecting the Company's state of affairs. Information will be communicated to shareholders through its annual report, annual general meeting, half yearly results announcements and corporate website, www.sai-global.com.





**FINANCIAL
INFORMATION**





SECTION 6: FINANCIAL INFORMATION



6: Financial Information

6.1 Overview

The Directors are responsible for the preparation of the following pro-forma historical and forecast financial information for SAI Global:

- Pro-forma EBITDA for the financial years ended 30 June 2001, 2002 and 2003;
- Pro-forma statement of financial position as at 30 June 2003; and
- Pro-forma profit Forecast for the year ending 30 June 2004.

Due to the nature of the business and related industry, EBITDA is considered an appropriate measure of SAI Global's ability to generate operational cash flow. Accordingly, no separate detailed pro-forma cash flow statements are provided.

6.1.1 Pro-forma Historical Financial Information

The pro-forma historical financial information has been derived from the audited consolidated financial statements of the Company adjusted to reflect the intended structure and operations of SAI Global subsequent to Listing. In order to understand the basis of preparation, assumptions and limitations underlying the pro-forma historical financial information presented, the pro-forma historical financial information should be read in conjunction with the:

- management discussion and analysis of the pro-forma historical financial information set out in Section 6.4;
- risks described in Section 7; and
- Investigating Accountants' Report on pro-forma historical financial information set out in Section 8.

Any reference to the audited financial statements of the Company for the years ended 30 June 2001, 2002 and 2003 is a reference to the general purpose consolidated financial statements of the Company which were audited by Haines Norton Chartered Accountants who issued an unqualified opinion in relation to those financial statements.

In order to present a meaningful comparison of past and future performance, the pro-forma historical financial information has been prepared as if the transactions contemplated in this Prospectus (including the pro-forma transactions) had occurred on 1 July 2000 and that the raising of capital through the Offer occurred on 1 July 2003. The pro-forma statement of financial position has been prepared as if those transactions had occurred on 30 June 2003.

The pro-forma historical financial information and profit Forecast in this Section have been prepared in accordance with the accounting policies of SAI Global set out in Annexure 1.





6: Financial Information (Continued)

A reconciliation of the EBITDA extracted from the Company's audited statements of historical financial performance to the pro-forma historical EBITDA is set out in Annexure 2.

A reconciliation of the Company's audited statement of historical financial position to the pro-forma statement of financial position is set out in Annexure 3.

6.1.2 Pro-forma Forecast Financial Information

The pro-forma profit Forecast reflects the Directors' judgement, based on present circumstances, of the most likely set of operating and economic conditions and SAI Global's most likely course of action. The pro-forma profit Forecast has been prepared on the basis of a number of assumptions (which are discussed below) and is subject to significant business, economic, political, regulatory and competitive uncertainties, many of which are outside the control of the Directors and SAI Global.

Furthermore, anticipated events and circumstances often do not occur as expected. Actual results, therefore, may differ from the pro-forma profit Forecast and the differences may be material. Accordingly, the Directors cannot and do not guarantee that the Directors' pro-forma profit Forecast will be achieved.

The Directors believe SAI Global will have sufficient working capital to finance its operations over the Forecast period.

In order to understand the basis of preparation, assumptions and limitations underlying the pro-forma profit Forecast, the pro-forma profit Forecast should be read in conjunction with:

- the management discussion and analysis of the pro-forma profit Forecast set out in Sections 6.4.1, 6.4.2, and 6.4.3;
- the description of key assumptions underlying the pro-forma profit Forecast set out in Section 6.4.4;
- an analysis of the sensitivity of the pro-forma profit Forecast to key changes in assumptions set out in Section 6.4.5;
- the risks described in Section 7; and
- the Review of Directors' Profit Forecast set out in Section 9.

6.1.3 International Financial Reporting Standards

The Financial Reporting Council has announced that Australia will adopt International Financial Reporting Standards (IFRS) as the reporting and accounting framework from 1 January 2005. Based on existing differences between Australian Accounting Standards and IFRS, SAI Global expects the introduction of IFRS will have an impact on its financial statements. SAI Global currently expects that the most significant impact of IFRS will be in relation to the accounting treatments of share based payments, business combinations, financial instruments and the non-amortisation of goodwill. The potential impact of these proposed accounting changes (including implementation costs), have not been quantified as the actual impacts will depend on the particular circumstances prevailing at the time IFRS comes into operation.





SECTION 6: FINANCIAL INFORMATION



6: Financial Information (Continued)



6.2 Pro-forma Historical and Forecast Financial Information

6.2.1 Basis of Preparation and Presentation

Table 6.1 summarises the pro-forma historical financial results of SAI Global for the years ended 30 June 2001, 2002 and 2003 and the pro-forma profit Forecast for the year ending 30 June 2004 as if SAI Global had been separately preparing its results in those years.

In preparing the pro-forma historical financial results, the following adjustments have been made to the audited consolidated financial statements of the Company over the period for which historical financial information is included in this Prospectus:

- include the results of the commercial operations of Standards Australia;
- exclude the impact of one-off items (normalisation adjustments); and
- include adjustments to reflect the intended commercial arrangements between Standards Australia and SAI Global.

A description of these adjustments and a reconciliation of the EBITDA extracted from the Company's audited consolidated statements of financial performance to the pro-forma historical EBITDA are included in Annexure 2.

The pro-forma historical financial results do not purport to represent what the actual results from operations would have been if SAI Global had been operating on a stand-alone basis outside of the Standards Australia group of companies. However, for the purpose of comparing past and future performance, the Directors of SAI Global believe that the pro-forma historical financial results provide a more meaningful presentation of the underlying financial performance of SAI Global, reflecting the intended structure and operations of SAI Global from Listing.

The Directors' pro-forma profit Forecast for the year ending 30 June 2004 has been prepared on the assumption that the corporate and capital structure of SAI Global at the time of Listing applies for the entire financial year. The pro-forma financial Forecast reflects:

- the effect of the pro-forma transactions described above; and
- the assumptions as set out in Section 6.4.4.





6: Financial Information (Continued)

Table 6.1 – Pro-forma Financial Information

SAI Global (\$'000s)	Pro-forma Historical			Pro-forma Forecast
	2001	2002	2003	2004
Revenue	66,763	71,970	81,278	97,459
Other revenue	1,624	1,548	1,940	1,589
Total revenue	68,387	73,518	83,218	99,048
EBITDA	7,070	10,301	12,239	15,835
Depreciation				(1,765)
Goodwill amortisation				(2,130)
EBIT				11,940
Net interest				(7)
Profit before taxation				11,933
Taxation				(4,219)
Net profit after taxation				7,714

6.2.2 Statutory Results for the Year Ending 30 June 2004

The actual results that SAI Global will report in its annual report for the year ending 30 June 2004 will differ from the pro-forma Forecast results for the year ending 2004 set out in Table 6.1. The pro-forma Forecast has been prepared on the assumption that the corporate and capital structure expected to prevail following the completion of the Offer and the Buy Back will apply for the entire financial year. SAI Global's actual reported net profit after tax is expected to be lower than the pro-forma Forecast by approximately \$2 million.

6.3 Business Segment Analysis

This section outlines the revenue and EBITDA for each business segment of SAI Global after the allocation of corporate overhead costs.

The business segments of SAI Global are:

- Business Publishing;
- Professional Services; and
- Assurance Services.

Table 6.2 – Business Segment Revenue

SAI Global (\$'000s)	Pro-forma Historical			Pro-forma Forecast
	2001	2002	2003	2004
Business Publishing	26,396	27,235	27,645	29,051
Professional Services	5,630	8,076	14,033	25,004
Assurance Services	34,737	36,659	39,600	43,404
Other	1,624	1,548	1,940	1,589
Total revenue	68,387	73,518	83,218	99,048

Table 6.3 – Business Segment EBITDA

SAI Global (\$'000s)	Pro-forma Historical			Pro-forma Forecast
	2001	2002	2003	2004
Business Publishing	5,349	6,092	7,280	7,686
Professional Services	(740)	(29)	418	1,702
Assurance Services	2,461	4,238	4,541	6,447
Total EBITDA	7,070	10,301	12,239	15,835



SECTION 6: FINANCIAL INFORMATION



6: Financial Information (Continued)

6.4 Discussion of Pro-forma Financial Results

6.4.1 Comparison of the Year Ended 30 June 2002 to the Year Ended 30 June 2001

In the year ended 30 June 2002 SAI Global's pro-forma revenue increased by 7.5% to \$73.5 million and EBITDA increased by 45.7% to \$10.3 million.

Factors that contributed to this result include:

- Increased sales revenue due to both volume and price increases;
- The 4-month impact of the Australian Quality Council (AQC) acquisition which increased Professional Services revenue;
- An increase in salary costs;
- Start up costs for Assurance Services business in the United States; and
- Lower costs due to increased proportion of electronic sales in Business Publishing.

6.4.2 Comparison of the Year Ended 30 June 2003 to the Year Ended 30 June 2002

In the year ended 30 June 2003 SAI Global's pro-forma revenue increased by 13.2% to \$83.2 million and EBITDA increased by 18.8% to \$12.2 million.

Factors that contributed to this result include:

- Increased sales revenue due to both volume and price increases;
- The 3-month impact of the Excel acquisition which increased Professional Services revenue;
- The full year impact of AQC which was acquired in February 2002;
- A reduction in research and development costs for Professional Services;
- An increase in salary costs; and
- Full year start up impact of the Assurance Services business in the United States.

6.4.3 Comparison of the Year Ending 30 June 2004 to the year ended 30 June 2003

In the year ending 30 June 2004 SAI Global's pro-forma revenue is forecast to increase by 19% to \$99.0 million and EBITDA is forecast to increase by 29.4% to \$15.8 million.

Factors expected to contribute to this result include:

- Increased sales revenue due to both volume and price increases;
- The full year impact of Excel, which was acquired in April 2003;
- The eight-month impact of the PRO acquisition;
- Forecast increase in employment costs by 5% due to salary increases; and
- Improved performance from the Assurance Services business in the United States.





6: Financial Information (Continued)

6.4.4 Material Assumptions Underlying the Directors' Pro-forma Profit Forecast

The Directors' pro-forma profit Forecast is based on events and conditions existing at the date of this Prospectus, including the material assumptions set out below. This information is intended to assist investors in assessing the reasonableness and likelihood of the assumptions occurring and is not a representation that the events or assumptions will occur. The various assumptions should be read in conjunction with the risks described in Section 7.

The key assumptions underlying the Directors' pro-forma profit Forecast are set out below:

Specific Assumptions

Business Publishing

- The number of standards and other publications that are produced by Standards Australia is consistent with historic levels;
- No change in the commercial value of standards being produced in 2004;
- 5% revenue growth based on a 3% price increase and increased sales volumes;
- 15% increase in revenue from on-line subscriptions and electronic sales;
- 2% decrease in revenue from hard copy sales;
- Sales of new standards, which attract a 25% royalty rate, will represent 3.5% of Business Publishing revenue;
- The royalty rate on existing standards is 10% in accordance with the terms of the Publishing Licence Agreement; and
- The mix of sales of publications is consistent with historic trends.



Professional Services

- 5% revenue growth for Professional Services, excluding Excel, based on a 3% price increase and sales volume growth;
- The full year impact of the Excel acquisition; and
- Reorganisation savings as a result of the merging of training activities.

Assurance Services

- 6% revenue growth due to a price increase of 4% and growth in new programs;
- 95% of current customers will convert to ISO 9001:2000 by December 2003; and
- The full year impact of the PRO acquisition.





SECTION 6: FINANCIAL INFORMATION



6: Financial Information (Continued)

Other Specific Assumptions

- Property rental costs assume current levels of usage and have been based on contractual lease arrangements with Standards Australia;
- Interest costs of 5.6% per annum for loans in AUD and 2.58% per annum for loans in USD.
- A 30% rate for income tax;
- An exchange rate of 69 US cents per Australian dollar;
- Depreciation is based on the fair value of assets. All assets are depreciated in accordance with SAI Global's accounting policies;
- Salary and wages costs are based on forecast staffing levels with a 5% per annum increase applied from 1 July 2003;
- A general cost increase of 3% per annum on sundry operating costs;
- A \$1 million cost recovery in corporate overheads to reflect the amount payable by Standards Australia to SAI Global under the Shared Services Agreement;
- No dividends will be repatriated from the business in the United States;
- Additional costs of \$691,000 have been assumed for payroll tax and FBT not previously payable for employees transferring from Standards Australia;
- Goodwill on consolidation amortisation at 5% per annum;
- The value attributed to the trademarks will be maintained; and
- Corporate overhead costs have been allocated between the Business Publishing, Professional Services and Assurance Services businesses in line with estimated usage.

General Assumptions

The Directors of SAI Global have also made the following general assumptions for SAI Global's pro-forma profit Forecast, in addition to those outlined above:

- no changes in Australian Accounting Standards, Statements of Accounting Concepts or other mandatory professional reporting requirements, including Urgent Issues Group Consensus Views and the Corporations Act which would have a material effect on SAI Global's financial results;
- no significant changes in the competitive, regulatory, political or economic environment





6: Financial Information (Continued)

that will have an impact on SAI Global's operations or its ability to conduct its existing business or on its operations;

- no changes to the corporate rates of taxation in Australia and no changes in taxation legislation which will have a material impact on SAI Global's Forecast financial results;
- SAI Global will not acquire or dispose of any significant assets or businesses;
- no change in SAI Global's capital structure;
- no significant disruption to any of SAI Global's existing businesses; and
- no material impact on the financial results of SAI Global from adverse movements in foreign currencies.

6.4.5 Sensitivity Analysis of Pro-forma Profit Forecast to Changes in Key Assumptions

The pro-forma profit Forecast is sensitive to variations in key assumptions. Table 6.4 sets out a summary of the impact of variations in sales and fee revenue, employment costs, Business Publishing revenue, Professional Services revenue, Assurance Services revenue and foreign exchange rates (USD) on pro-forma EBITDA. The changes in the key variables set out in the sensitivity analysis are not intended to be indicative of the complete range of variations that may be experienced in the year ending 30 June 2004.

Care should be taken in interpreting these sensitivities as they consider movements on an isolated basis. In most cases, changes in key assumptions are interdependent. Further, in the normal course of business, management would be expected to respond to any adverse changes in these key variables and seek to minimise the net effect on SAI Global's financial performance.

Table 6.4 – Sensitivity Analysis

Sensitivity	Movement	Impact on pro forma EBITDA	
		2004 (\$'000)	2004 (%)
Sales & fee revenue	+/- 1%	567	3.6
Employment Costs	+/- 1%	482	3.0
Business Publishing revenue	+/- 1%	169	1.1
Professional Services revenue	+/- 1%	253	1.6
Assurance Services revenue	+/- 1%	145	0.9
Movement in US Dollar	+/- 5%	60	0.4

6.5 Pro-forma Statement of Financial Position

The pro-forma statement of financial position is based on the audited balance sheet of SAI Global as at 30 June, 2003 as if the issue of Shares and acquisition of businesses from Standards Australia had occurred as at that date. Pro-forma adjustments made are as follows:

- SAI Global acquires the Certification Trademarks from Standards Australia for \$16.1 million;
- SAI Global acquires the commercial operations of Standards Australia for \$34.5 million (including stamp duty of approximately \$613,000);
- 60 million Shares are issued to the public at \$1.14 per share, raising \$68.4 million;
- SAI Global buys back ten million Shares from Standards Australia for \$11.4 million; and
- Share issue costs are recognised directly in equity as a reduction of the proceeds.





SECTION 6: FINANCIAL INFORMATION



6: Financial Information (Continued)

Table 6.5 – Pro-forma Statement of Financial Position

SAI Global (\$'000s)	30 June, 2003 Pro-forma Statement of Financial Position
Current Assets	
Cash	9,360
Receivables	16,081
Other	2,269
Total Current Assets	27,710
Non-current Assets	
Plant and equipment	3,081
Trademarks	16,100
Goodwill	40,446
Other	675
Total Non-current Assets	60,302
Total Assets	88,012
Current Liabilities	
Payables	5,291
Deferred revenue	12,009
Provisions	3,567
Other liabilities	5,438
Total Current Liabilities	26,305
Non-current Liabilities	
Interest bearing liabilities	4,528
Provisions	1,378
Total Non-current Liabilities	5,906
Total Liabilities	32,211
Net Assets	55,801
Equity	
Contributed equity	52,795
Foreign currency translation reserve	(215)
Retained profits	3,221
Total Equity	55,801

Notes

(1) A reconciliation of the Company's audited statement of financial position to the pro-forma statement of financial position is set out in Annexure 3.

6.6 Dividend Policy

In respect of future years, the Board expects the total dividend paid per annum will be approximately 70% of SAI Global's net profit after tax (before goodwill amortisation) with such dividends to be franked to the maximum extent possible.

In respect of the forecast period to 30 June 2004, subject to the forecast being achieved and other relevant factors, SAI Global intends to declare a fully franked interim dividend of \$3.4 million paid prior to 30 June 2004 and a fully franked final dividend of \$3.5 million paid in the second quarter of the year ending 30 June 2005.

There can be no assurances that any dividends will be paid, nor as to the level to which those dividends will be franked, as actual events might differ from the assumptions used in assessing the ability of SAI Global to pay and frank dividends.



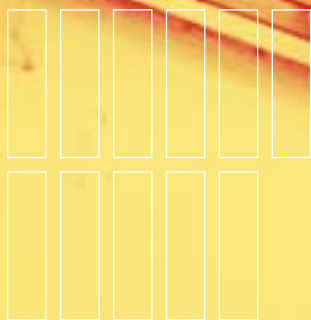


7



7

RISKS





SECTION 7: RISKS



7: Risks



There are a number of factors, both specific to SAI Global and of a general nature, which may affect SAI Global's future operating performance, financial performance, financial position, cash flows, ability to pay dividends and, consequently, the outcome of an investment in SAI Global. There can be no guarantee that SAI Global will achieve its stated objectives, that the forecast will be met, that dividends will be paid or that forward looking statements will be realised.

This Section describes certain, but not all, risks associated with an investment in SAI Global. Each of the risks set out below could, if they eventuate, have a material adverse impact on SAI Global's financial performance, financial position, cash flows, ability to pay dividends and Share price.

Before deciding to invest in SAI Global, investors should read the Prospectus in its entirety, and, in particular, should consider the best estimate

assumptions underlying the prospective financial information and the risk factors that could affect the financial performance, financial position, cash flows, ability to pay dividends and Share price of SAI Global. Potential investors should specifically consider the factors contained within this Section in order to fully appreciate the risks associated with an investment in SAI Global. Investors should carefully consider these factors in light of their personal circumstances and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

7.1 General Investment Risks

Share Investment

There are risks associated with any share investment. The prices at which Shares trade may rise above or fall below the Final Retail Price or Final Institutional Price depending on a range of factors, including general economic conditions, changes in government policies, investor perceptions and sentiment, movements in interest rates and local and international stock markets, changes in financial estimates by securities analysts, announcements by SAI Global or its competitors of significant acquisitions, strategic alliances, joint ventures or capital commitments, additions or departures of key personnel, sales of shares or other securities of SAI Global in the open market and other actual or anticipated variations in SAI Global's operating results. Returns will thus depend on general stock market conditions as well as the performance of SAI Global.





7: Risks (Continued)

Economic Factors

Changes in economic conditions or government policies in Australia or internationally may impact the fundamentals upon which the projected growth of SAI Global's target markets or its cost structure and profitability rely. These changes are outside the control of SAI Global and may have a material impact on SAI Global's financial position, financial performance, cash flows, ability to pay dividends and Share price.

Acts of terrorism and outbreak of international hostilities

Acts of terrorism or an outbreak of international hostilities may adversely affect business and consumer confidence and lead to a downturn in business or consumer spending. This may adversely affect sales of SAI Global's products and services which could have a material adverse effect on the financial position, financial performance, cash flows, ability to pay dividends and Share price of SAI Global.

7.2 Risks Specific to SAI Global

Relationship with Standards Australia

SAI Global's commercial relationship with Standards Australia will be a crucial element to SAI Global's businesses. SAI Global will rely on Standards Australia for the provision and supply of new and revised revenue-generating standards. Standards Australia produces new standards through the work of unpaid third party experts. An inability to match the demand for new or amended standards could have a material adverse effect on

SAI Global's financial position, financial performance, cash flows, ability to pay dividends and Share price.

The relationship between SAI Global and Standards Australia will be governed by contractual arrangements. There is a risk that, in the future, these arrangements may be terminated or may not be renewed on current terms. Any change to the relationship between Standards Australia and SAI Global may have a material adverse effect on SAI Global's financial position, financial performance, cash flows, ability to pay dividends and Share price.

SAI Global will be partially reliant on the ongoing viability of Standards Australia. Factors affecting the financial and operational health of Standards Australia may indirectly affect SAI Global and have a material adverse effect on SAI Global's financial position, financial performance, cash flows, ability to pay dividends and Share price.

Maturity and Life Cycle of Standards

The market for some key standards, such as the ISO 9000 series, is becoming relatively mature. Growth of some businesses of SAI Global may be inhibited without development of, and access to, new standards with similar market appeal and earnings potential. SAI Global will have no control over the timing of release of new standards or revisions to existing standards. The inability to access appropriate publications material may have a material adverse effect on SAI Global's financial position, financial performance, cash flows, ability to pay dividends and Share price.





SECTION 7: RISKS



7: Risks (Continued)

Access to International Standards

Through a licence agreement, SAI Global will rely on Standards Australia for both access to, and the Australian distribution rights for, ISO and IEC standards. The sale of ISO and IEC Standards, either as originals, or as adopted Australian Standards®, will represent a significant proportion of the revenues of SAI Global. A change in Standards Australia's relationship with ISO and the IEC may have a material adverse effect on SAI Global's financial position, financial performance, cash flows, ability to pay dividends and Share price.

Reliance on Certain Standards

Most of SAI Global's publishing revenue will be derived from a small number of key standards. Factors which reduce demand for these particular standards or access to these standards could have a material adverse effect on the financial position, financial performance, cash flows, ability to pay dividends and Share price of SAI Global.

Systems Risk

SAI Global's distribution network will increasingly rely on the internet. Disruption to, or breakdown of, SAI Global's internet framework could affect SAI Global's ability to distribute publications material and damage its reputation as a reliable internet delivery provider. This could have a material adverse effect on SAI Global's financial position, financial performance, cash flows, ability to pay dividends and Share price.

In 2002 the Company implemented an electronic Audit Management System (AMS) to automate the

processes in relation to the delivery of audit services within the Assurance Services business. If the AMS malfunctions, it could have an adverse effect on the Company's ability to efficiently schedule, deliver and invoice for audits, that in turn could have an adverse effect on revenue and profitability.

Reputation Risk

A key competitive advantage of SAI Global is its strong reliance on product branding. Damage to the reputation or branding of SAI Global or its products could have a material adverse effect on SAI Global's financial position, financial performance, cash flows, ability to pay dividends and Share price.

Writedowns

If SAI Global is required to write down the value of the Certification Trademarks or any other assets acquired from Standards Australia, there is a risk that the impact of the additional amortisation expense may reduce the amount of dividends (if any) which SAI Global is able to pay to Shareholders.

Competition

There are a number of standards development bodies in Australia. Other standards developers may also enter the market and compete with SAI Global's publishing activities. If Standards Australia's position in ISO or the IEC changes, another organisation may gain access to the distribution rights for International Standards. This would inhibit SAI Global's access to intellectual property and may have a material adverse effect on the financial position, financial performance, cash flows, ability to pay dividends and Share price of SAI Global.





7: Risks (Continued)



The market for standards, organisational consulting and assurance services is competitive. There are a number of established global organisations involved in the sale of standards and provision of certification services, some of which have offices in Australia and the Asia Pacific region. The barriers to entry for the provision of certification and consulting services are low.

The WaterMark is a Certification Trademark that is owned by Standards Australia and is currently licensed to the Company. As part of its product certification business, the Company has historically

been the sole provider of “WaterMark” certification, related to a limited range of plumbing products. The Company has also provided StandardsMarks certification and type test certification to other types of plumbing products.

The States’ water regulators have developed a new national regulatory scheme for all types of plumbing, to be set out in the new Plumbing Code of Australia (PCA) which is expected to be released later this year or early in 2004. Under the new PCA, with Standards Australia’s agreement, the WaterMark Scheme will be expanded to cover all types of plumbing products eventually rendering StandardsMarks and type test certification in this area obsolete. The WaterMark will also be made available to other certification bodies, on terms to be determined. This is likely to lead to a decline in SAI Global’s market share of the plumbing certification market, and the revenue derived from it.

Litigation and Claims

Having regard to the nature of its businesses, SAI Global may be subject to litigation from time to time. SAI Global will endeavour to manage its litigation risk through insurance and commercial practices, however the removal of all risk is not commercially possible. A large number of businesses rely on information and services provided by SAI Global to its customers, for example representations of compliance with safety or performance requirements. SAI Global may be the subject of litigation which could have a material adverse effect on the financial position, financial performance, cash flows, ability to pay dividends and Share price of SAI Global.

Further details of material litigation in which the Company is involved are contained in Section 10.6.





SECTION 7: RISKS



7: Risks (Continued)

Copyright Liability

Given the many individuals who contribute to the creation of consensus based documents in Standards Australia processes, there is a risk of third parties making claims to Standards Australia's copyright in Australian Standards®. Under the agreement between Standards Australia and the Company, Standards Australia has given warranties that it is the owner of all standards it licenses the Company to publish and an indemnity against any challenges to copyright or claims or events relating to copyright.

Loss of Value of Intellectual Property

A large proportion of SAI Global's property is in the form of intellectual property, namely copyright. Whilst such property is afforded protection under the law, infringements are not always easily identified, making protection and enforcement difficult. Unauthorised reproductions of SAI Global's copyright may reduce the value of SAI Global's intellectual property.

Change in Regulatory Requirements

Many of the product standards which the Company certifies relate to the safety of a product or its use. In some cases, compliance or evidence of compliance with a safety requirement as set out in a standard (in part or whole) is required under State or Federal laws or regulation. The use of one of the Company's certified product marks on a product (such as seat belts, helmets, car baby seats and safety glass) is often recognised, accepted or required by a regulator as a demonstration of this compliance. If regulators cease to recognise the certified product mark, this could have an adverse

impact on the operating results, financial performance and share price of SAI Global.

Acquisition Risk

As part of its growth strategy, SAI Global may invest in or purchase other companies in Australia or overseas. This may expose SAI Global to due diligence risk, including the accuracy of financial accounts of the new company, and integration risk, including retaining clients and achieving the economies of scale and business leverage forecast in the acquisition price. One, or a combination of these risks, may have a material adverse effect on the financial position, financial performance, cash flows, ability to pay dividends and Share price of SAI Global.

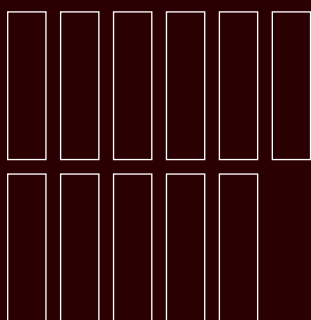
Limitation on Selling Price of Licensed Material

Under the Publishing Licence Agreement, the Company must not (without Standards Australia's approval) increase the selling price of the licensed material above the price determined in accordance with certain guidelines, reflecting the existing pricing policies of Standards Australia. In particular, average price increases are generally to be based on CPI plus 2% per annum, capped at CPI plus 5% per annum (subject to cost increases).





**INVESTIGATING
ACCOUNTANTS'
REPORT**





SECTION 8: INVESTIGATING ACCOUNTANTS' REPORT



8: Investigating Accountants' Report

Deloitte Touche Tohmatsu
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**Deloitte
Touche
Tohmatsu**

11 November 2003

The Directors
SAI Global Limited
286 Sussex Street
SYDNEY NSW 2000

Dear Sirs

INVESTIGATING ACCOUNTANTS' REPORT ON PRO-FORMA HISTORICAL FINANCIAL INFORMATION

Introduction

This report has been prepared at the request of the Directors of SAI Global Limited ("the Company") for inclusion in a Prospectus to be dated on or around 11 November 2003 to be issued by the Company in respect of the offer of 60 million ordinary shares at an indicative price range of \$1.03 - \$1.25 per share ("the Offer").

The proceeds of the Offer will be utilised by the Company to:

- acquire under the Business Purchase Agreement the publishing and business excellence divisions and corporate services support section ("Commercial Operations") of Standards Australia International Limited ("Standards Australia") for \$34.5 million. In addition, certain business names and domain names, Certification Trademarks and copyrights in Standards Australia publications will also be acquired for \$16.1 million; and
- buy back 10 million ordinary shares from Standards Australia at an indicative price of \$1.03 - \$1.25 per share ("the Buyback").

The acquisition and the Buyback are conditional upon the successful completion of the Offer.



8: Investigating Accountants' Report (Continued)

After completion of the Offer and the Buyback, Standards Australia will hold 40% of the ordinary shares in the restructured entity, SAI Global Limited ("SAI Global").

References to the Company, SAI Global and other terminology and definitions used in this report have the same meanings as defined in the Glossary of the Prospectus.

Pro-forma Historical Financial Information

This report covers the following historical financial information:

- The pro-forma historical Earnings Before Interest, Tax, Depreciation and Amortisation ("EBITDA") of SAI Global for the financial years ended 30 June 2001, 2002 and 2003; and
- The pro-forma statement of financial position of SAI Global as at 30 June 2003 assuming completion of the pro-forma transactions as contemplated in Annexure 3 of the Prospectus.

The pro-forma historical financial information including the businesses which are expected to be owned by the Company following the purchase of the Commercial Operations of Standards Australia has been presented on a basis which is considered by the Directors to be the most relevant to potential investors.

Although the Commercial Operations to be acquired by the Company were not owned during the period under review, the pro-forma historical financial information for SAI Global has been prepared on the basis that for the periods reported in the Prospectus the businesses were owned by the Company.

The Commercial Operations to be acquired by the Company operated under a different corporate structure and, accordingly, the pro-forma interest expense, depreciation, amortisation of goodwill and tax expense have not been included in the pro-forma historical financial information as it was not possible to determine these items in a meaningful manner and the amounts were not considered relevant to a potential investor in SAI Global.

The historical financial information for the Company and the Commercial Operations to be acquired has been used as the basis for preparation of the pro-forma historical financial information. This historical financial information incorporates such adjustments as the Directors of the Company considered necessary to reflect the intended structure and operations of SAI Global from Listing. These adjustments are detailed in Annexures 2 and 3 of the Prospectus. The historical financial information was extracted from:

- The audited general purpose financial statements of the Company which were audited by Haines Norton and who issued an unqualified audit opinion on the general purpose financial statements for each of the financial years ended 30 June 2001, 2002 and 2003; and
- The management reports of the Commercial Operations for each of the financial years ended 30 June 2001, 2002 and 2003.

Scope of the Report

The Directors of the Company are responsible for the preparation of the pro-forma historical financial information including determination of the adjustments as detailed in Annexures 2 and 3 of the Prospectus.



SECTION 8: INVESTIGATING ACCOUNTANTS' REPORT



8: Investigating Accountants' Report (Continued)

For the purposes of this report, we have reviewed the pro-forma historical financial information in order to state whether, on the basis of the procedures described, anything has come to our attention that would indicate that the pro-forma historical financial information is not presented fairly in accordance with the basis of preparation and the accounting policies set out in Annexure 1 of the Prospectus.

Our review of the pro-forma historical financial information has been conducted in accordance with Australian Auditing Standards applicable to review engagements. Our review was limited primarily to enquiries of the Directors and Company management, the management of the Commercial Operations to be acquired, examination of financial statements, review of the pro-forma transactions and supporting documentation, analytical procedures applied to the financial data and the evaluation of accounting policies.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

Review Statement on Pro-forma Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that:

- the historical financial information has not been properly prepared on the basis of the pro-forma transactions; as detailed in Annexure 2 and 3
- the pro-forma transactions do not form a reasonable basis for the historical financial information; or
- the historical financial information set out in Table 6.1 (excluding the Pro-forma Forecast) and Table 6.5 of the Prospectus does not fairly present respectively:
 - (i) the pro-forma historical EBITDA of SAI Global for the financial years ended 30 June 2001, 2002 and 2003; and
 - (ii) the pro-forma historical statement of financial position of SAI Global as at 30 June 2003

in accordance with the recognition and measurement requirements of Australian Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by SAI Global as set out in Annexure 1 of this Prospectus.

Subsequent Events

Apart from the matters dealt with in this report, and having regard for the scope of our report, nothing has come to our attention that would cause us to believe that matters arising after 30 June 2003, other than the matters dealt with in this report, would require comment on, or adjustment to, the information contained in this report, or would cause such information to be misleading or deceptive.

Yours faithfully,

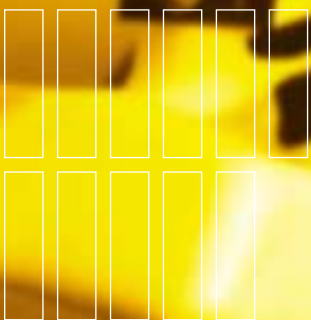
DELOITTE TOUCHE TOHMATSU

I Breedon
Partner

I Thatcher
Partner



**REVIEW OF
DIRECTORS'
PROFIT
FORECAST**





SECTION 9: REVIEW OF DIRECTORS' PROFIT FORECAST



9: Review of Directors' Profit Forecast

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11 November 2003

The Directors
SAI Global Limited
286 Sussex Street
SYDNEY NSW 2000

Dear Sirs

REVIEW OF DIRECTORS' PROFIT FORECAST

Introduction

This report has been prepared at the request of the Directors of SAI Global Limited ("the Company") for inclusion in a Prospectus to be dated on or around 11 November 2003 to be issued by the Company in respect of the offer of 60 million ordinary shares at an indicative price range of \$1.03 - \$1.25 per share ("the Offer").

Deloitte Corporate Finance Pty Limited is wholly owned by Deloitte Touche Tohmatsu and holds the appropriate dealer's licence for the issue of this report. References to the Company or the restructured entity, SAI Global Limited ("SAI Global") and other terminology and definitions used in this report have the same meaning as defined in the Glossary of the Prospectus.



9: Review of Directors' Profit Forecast (Continued)

Financial Information

The Directors are responsible for the preparation and presentation of the pro-forma profit forecast of SAI Global for the year ending 30 June 2004 ("the Pro-forma Forecast") set out in Section 6 of the Prospectus and the information contained therein, including the assumptions on which they are based.

Scope of Report

We have reviewed the Directors' profit Forecast together with the assumptions underlying this Pro-forma Forecast set out in Section 6 of the Prospectus in order to give a statement thereon to the Directors of the Company.

Our review of the assumptions underlying the Pro-forma Forecast has been conducted in accordance with Australian Auditing Standards applicable to review engagements. Our review was limited to enquiries as to the process used in preparing the Pro-forma Forecast and discussion with management and Directors of the Company of the factors considered in determining the assumptions. Our procedures included examination, on a test basis, of evidence supporting the assumptions, amounts and other disclosures in the Pro-forma Forecast and the evaluation of accounting policies used in the Pro-forma Forecast.

These procedures have been undertaken in order to state whether:

- i) anything has come to our attention which causes us to believe that the Directors' assumptions do not provide a reasonable basis for the preparation of the Pro-forma Forecast; and
- ii) in all material respects, the Pro-forma Forecast is properly prepared on the basis of those assumptions and is on a basis consistent with the accounting policies adopted and used by SAI Global and in accordance with applicable Australian Accounting Standards and mandatory professional reporting requirements.

Our review is substantially less in scope than an audit examination conducted in accordance with Australian Auditing Standards. In addition, prospective financial information, such as the Pro-forma Forecast, relates to events and actions that have not yet occurred and may not occur. While evidence may be available to support the assumptions on which the Pro-forma Forecast is based, those assumptions are generally future-orientated and therefore speculative in nature. Accordingly, actual results may vary from the financial information presented in the Prospectus and such variations may be material.

Directors' Profit Forecast

The Pro-forma Forecast has been prepared by management and adopted by the Directors in order to provide prospective investors with a guide to the future profitability of SAI Global for the year ending 30 June 2004. The Pro-forma Forecast has been prepared using assumptions summarised in the Prospectus which are based on best-estimate assumptions relating to future events that management expect to occur and actions that management expect to take.



SECTION 9: REVIEW OF DIRECTORS' PROFIT FORECAST

9: Review of Directors' Profit Forecast (Continued)

Prospective investors should be aware of the material risks and uncertainties relating to an investment in SAI Global, which are detailed in the Prospectus, and the inherent uncertainty relating to the prospective financial information.

Statement on Directors' Profit Forecast

Based on our review nothing has come to our attention which causes us to believe that:

- i) The Directors' assumptions, as set out in Section 6 of the Prospectus, do not provide reasonable grounds for the preparation of Pro-forma Forecast;
- ii) The Pro-forma Forecast is not properly compiled on the basis of the Directors' best estimate assumptions, consistent with the accounting policies adopted and used by SAI Global presented in accordance with applicable Australian Accounting Standards and mandatory professional reporting requirements; and
- iii) The Pro-forma Forecast is not based on reasonable grounds.

Actual results are likely to be different from the Pro-forma Forecast since anticipated events frequently do not occur as expected and the variations may be material. Accordingly, we express no opinion as to whether the Pro-forma Forecast will be achieved.

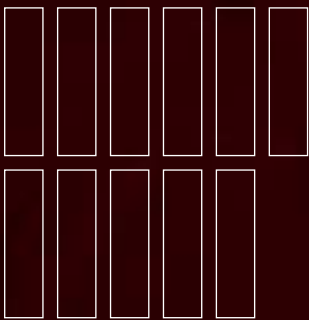
Yours faithfully

DELOITTE CORPORATE FINANCE PTY LIMITED

Ian Thatcher
Director



**ADDITIONAL
INFORMATION**





SECTION 10: ADDITIONAL INFORMATION



10: Additional Information

10.1 Issued Shares

The Company has 50 million Shares on issue at the date of this Prospectus, all of which are owned by Standards Australia. 60 million new Shares are being offered under this Prospectus. The Company intends to buy back ten million Shares from Standards Australia following completion of the Offer. The Company will apply for the official quotation of 100 million Shares on ASX.

10.2 Constitution

The rights attaching to ownership of the Shares are detailed in the Constitution, which may be inspected during normal business hours at the Company's registered office. The following is a summary of the major provisions of the Constitution.

Voting

At a general meeting, every member present in person or by proxy, attorney or representative has one vote on a show of hands and on a poll, one vote for each Share held. On a poll, partly paid shares confer a fraction of a vote pro-rata to the amount paid up on the share.

General Meetings

Each member is entitled to receive notice of and, except in certain circumstances, to attend and vote at general meetings of the Company and receive all financial statements, notices and other documents required to be sent to members under the Constitution or the Corporations Act.

Dividends

Subject to any special terms and conditions of issue, the profits of the Company, which the Directors from time to time determine to distribute by way of dividend, are divisible amongst the members in proportion to the amounts paid up on the shares held by them.

Issue of Further Shares

The Directors may (subject to the restrictions on the allotment of shares imposed by the Constitution, the Listing Rules and the Corporations Act), allot, grant options in respect of, or otherwise dispose of further Shares on any terms and conditions they see fit.

Transfer of Shares

Shareholders may transfer Shares by a proper transfer effected in accordance with the business rules of the SCH and ASX and as otherwise permitted by the Corporations Act.

The Directors may decline to register a transfer of Shares where the transfer is not in registrable form or where the refusal to register the transfer is permitted under the Listing Rules. If the Directors decline to register a transfer, the Company must give the party lodging the transfer written notice of the refusal and the reason for refusal.

Winding Up

Subject to any special or preferential rights attaching to any class or classes of shares, members will be entitled in a winding up to share in any surplus assets of the Company in proportion to the shares held by them, less any amounts which remain unpaid on these shares at the time of distribution.





10: Additional Information (Continued)

Proportional Takeover Provisions

The Constitution contains provisions for Shareholder approval in relation to any proportional takeover bid. The provision will lapse unless it is renewed by special resolution of shareholders in a general meeting within 3 years from the date of its adoption.

Directors

The minimum number of Directors is three and the maximum is to be fixed by the Directors but may not be more than 12 unless the Company passes a resolution varying that number. Questions arising at a meeting of Directors will be decided by a majority vote.

Dividend Plans

The Constitution contains a provision allowing Directors to implement a dividend reinvestment plan and a dividend selection plan. The Directors have not presently adopted a dividend reinvestment plan.

Participants in a dividend selection plan may elect to receive a dividend from the Company, paid wholly or partly out of any fund or reserve or out of profits derived from any particular source, or forego a dividend from the Company in place of some other form of distribution from the Company or another body corporate or trust. The Company has not presently adopted a dividend selection plan.

Directors' Indemnity

The Company, to the extent permitted by law, indemnifies each Director, alternate Director or executive officer (and any person who has previously served in that capacity) against any liability or cost incurred by the person as an officer of the Company or a related body corporate of the Company. This includes, but is not limited to, liability for negligence or costs incurred in defending proceedings in which judgment is given in favour of

the person or in which the person is acquitted. The indemnity may be extended to other officers or the auditor at the discretion of the Directors.

Alterations of Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of members present and voting at a general meeting of the Company. The Company must give at least 28 days' written notice of its intention to propose a resolution as a special resolution.

Share Buy Backs

The Company may buy back shares in itself in accordance with the provisions of the Corporations Act.

10.3 Performance Share Rights Plan

The Company has established a Performance Share Rights Plan (PSR Plan), administered by the Board, under which eligible executives selected by the Board can accept a specified grant of Performance Share Rights (PSRs).

On exercise, each PSR entitles the eligible executive holding that PSR to one Share, ranking equally with all other Shares.

PSRs will only vest in the eligible executive once certain performance hurdles have been met. These performance hurdles are set by the Board in relation to each eligible executive and may include personal performance hurdles (such as, without limitation, set sales, production or fee revenue targets attributable to that eligible executive) and/or the performance of the Shares in relation to a market performance





SECTION 10: ADDITIONAL INFORMATION



10: Additional Information (Continued)

measure (such as, without limitation, the performance of the companies comprising the Standard & Poor's industry group in Australia described as "Commercial Services & Supplies").

In addition to the vesting restrictions set out above, the PSRs may only be exercised by eligible executives:

- in three tranches, with:
 - no PSRs able to be exercised until the second anniversary of grant;
 - 33.33% of vested PSRs able to be exercised after the second anniversary of grant;
 - 66.66% of vested PSRs able to be exercised after the third anniversary of grant; and
 - all vested PSRs able to be exercised after the fourth anniversary of grant;
- if the exercise does not breach any law; and
- if the trading price of the Shares at the time of exercise is at or above the price at which the Shares were trading on the ASX at the time the PSRs were granted to the eligible executive.

PSRs are granted for, and are exercisable for, nil consideration.

If the eligible executive:

- is terminated summarily, is terminated for poor performance or resigns (other than in circumstances of ill health or disability) all unexercised PSRs lapse automatically;
- is made redundant, retires, resigns due to ill-health or disability, dies or is terminated by the Company without cause, all granted but unvested PSRs vest immediately and may be exercised in accordance with the terms of the PSR Plan (subject to the restrictions on vesting and exercise described above); or
- is otherwise terminated for cause, the Board

must determine the pro-rata value of the eligible executive's performance hurdles for that period, and if those hurdles have been met or exceeded, the eligible executive may participate in the PSR Plan as if those performance hurdles had been met in full.

Unless otherwise provided for in the PSR Plan, unexercised PSRs will expire on the earlier of the fifth anniversary of the date they were offered to the eligible executive and 30 business days after the eligible executive's employment is terminated.

The PSR Plan contains provisions to adjust the number of PSRs held by eligible executives (before the exercise of those PSRs) to take into account the effect of any capital reconstruction or bonus issue by the Board.

The Board may terminate or suspend the operation of the PSR Plan at any time in its absolute discretion.

10.4 Employee Share Plan

The Company has established an Employee Share Plan (ESP).

The Board intends to issue Shares having a value of \$1,000 (based on the Final Retail Price) under the ESP to each of up to 470 eligible employees within three months of Listing. This will result in the issue of up to 456,311 Shares. These Shares will be issued to employees free.

The Board may, in its absolute discretion, make further issues of Shares to eligible employees under the ESP provided that Shares issued to an eligible employee in any one year do not exceed \$1,000 in value.

Each Share issued under the ESP ranks equally with all other Shares.





10: Additional Information (Continued)

Shares issued under the ESP cannot be disposed of, dealt with or have a security interest granted over them by an eligible employee for the period of 3 years from the date they are issued under the ESP.

The ESP contains provisions to adjust the number of Shares held by eligible employees under the ESP (before the expiry of the 3 year restriction period referred to above) to take into account the effect of any capital reconstruction, rights issue or bonus issue by the Board.

The Board may terminate or suspend the operation of the ESP at any time in its absolute discretion.

10.5 Material Contracts

RESTRUCTURE DOCUMENTS

On or about the date of this Prospectus, Standards Australia and the Company entered into a series of contracts as part of the restructure of the Company, in preparation for the Offer. These documents consisted of three major contracts: a Business Purchase Agreement, a Publishing Licence Agreement and a Shared Services Agreement. The Business Purchase Agreement requires that the Publishing Licence Agreement and Shared Services Agreement be executed prior to completion. Completion of the acquisition is subject to all Shares being offered under this Prospectus, being issued by the Company. The material terms of these contracts are set out below:

Business Purchase Agreement (BPA)

Under the BPA, Standards Australia agrees to sell, and the Company agrees to acquire, certain assets of the publishing and Business Excellence divisions and corporate services support section of Standards Australia (including without limitation the

office of CEO, finance, corporate and public affairs, legal, internal audit, information technology and human resources), for fixed consideration of \$33.9 million (not subject to any price adjustments) payable by the Company. The agreement will complete subject to the success of the Offer.

Under the terms of the document, Standards Australia agrees to transfer to the Company, several business names and domain names relating to its business, certain Certification Trademarks and other trademarks (excluding the WaterMark and Australian Design Award marks). An additional \$16.1 million is payable by the Company to Standards Australia in respect of the transfer of the Certification Trademarks.

All affected employees of Standards Australia will be offered employment by the Company, with effect from the completion of the Offer. If employees do not accept the Company's offer, they will remain the responsibility of Standards Australia. Under the BPA, the Company indemnifies Standards Australia against any liability which Standards Australia incurs arising from the employment of a transferring employee for the period from the completion of the Offer, and for any liability to a transferring employee for annual leave, sick leave, leave loading or long service leave accrued prior to completion.

Standards Australia gives certain warranties to the Company under the BPA relating to Standards Australia's authority to enter into the BPA, title to its shares in SAI Global Inc and its business assets, and its rights to the trademarks and other intellectual property being transferred. The Company may only make a claim against Standards Australia relating to a breach of the





SECTION 10: ADDITIONAL INFORMATION



10: Additional Information (Continued)

warranties within the first 12 months after completion and provided the aggregate value of the claims exceeds \$500,000. Claims under the warranties are capped at the purchase price paid.

The BPA includes a non-compete provision prohibiting Standards Australia from carrying on a business or operation in Australia (and in relation to two of the businesses, worldwide), similar to or competitive with the businesses sold and the existing business of the Company. The period of restraint is:

- up to 15 years for certification services, conformity assessment services and publishing, marketing, distribution and sale of standards deliverables;
- up to 5 years for holding or organising seminars, workshops and training programs concerning standards and consulting or advisory services in relation to intellectual property which is owned by SAI Global; and
- up to 1 year for instituting a new fee for service, development for codes of practice and/or processes where copyright vests in a third party.

Under the BPA, the Company will enter into leases relating to freehold property owned by Standards Australia. The material terms of these leases are described below.

Publishing Licence Agreement (PLA)

Under the PLA, Standards Australia grants (to the extent of its rights) to the Company the following three rights:

- a worldwide licence to publish, distribute, market and sell "Australian Standards® and Standards Normative Documents and Products";

- an exclusive regional licence to distribute, market and sell certain "other licensed material"; and
- an exclusive licence to publish and distribute "The Global Standard".

"Australian Standards®" and "Standards Normative Documents and Products" broadly include all publications and associated products produced by Standards Australia using its consensus processes.

"Other Licensed Material" broadly includes standards and normative documents produced by other organisations, such as ISO, IEC, ITU, BSI, DIN, JSA, ETSI and ASTM, to which Standards Australia has rights for publication and sale in Australia.

"The Global Standard" means the magazine produced, published and distributed by Standards Australia.

These rights extend for a 15 year period with an option to renew for a further five year term subject to shareholder approval of SAI Global being obtained and certain other conditions being satisfied.

SAI Global will pay Standards Australia a royalty of 10% of the net revenue received from the sale of the licensed material and an additional bonus royalty of up to 15% (decreasing over time to zero) in relation to the licensing of significant new material. Different royalty arrangements may be applied for special or innovative arrangements by mutual agreement between the parties.

SAI Global must not (without Standards Australia's approval) increase the selling price of the licensed material above the price determined in accordance





10: Additional Information (Continued)

with certain guidelines, reflecting the existing pricing policies of Standards Australia. In particular, average price increases are generally to be based on CPI plus 2% per annum, capped at CPI plus 5% per annum (subject to cost increases).

Under the terms of the document, SAI Global is required to meet certain key performance measures and is prohibited from:

- amending, modifying or revising the licensed material without Standards Australia's consent;
- misrepresenting that intellectual property from other sources is from Standards Australia; or
- acting as if it owns the licensed material or is an agent of Standards Australia.

Under the PLA, Standards Australia is required to:

- use reasonable endeavours to maintain its membership of ISO, IEC and other relevant organisations needed to continue publishing existing standards;
- use reasonable endeavours to maintain its status as the peak non-government standard setting body in Australia;
- regularly review and revise its collection of Australian Standards® so that no more than 30% are over ten years old; and
- use best endeavours to produce new material that in any year corresponds to at least 7% of current Australian Standards® at the start of the year.

The PLA prohibits Standards Australia from allowing third parties (other than SAI Global and its sub-licensees) to exploit the licensed material. Both Standards Australia (on a global basis) and SAI Global (in Australia or globally (varying across businesses)) are also subject to non-compete

obligations, for a period not exceeding the term of the PLA.

Standards Australia is granted a right of first refusal by SAI Global to contract for the writing and development of technical documents or products for use in Australia, where consistent with Standards Australia's core business and competencies.

Standards Australia warrants to the Company that it has full rights to the intellectual property licensed to the Company under the PLA and agrees to fully indemnify the Company against any breach of this warranty.

The Company indemnifies Standards Australia for any liability arising from any material breach of the agreement by the Company.

The PLA may only be terminated by Standards Australia in the event of insolvency of the Company.

Shared Services Agreement (SSA)

Under the SSA, the Company provides a number of services to Standards Australia for a commercial fee of \$1 million per annum exclusive of GST and (subject to annual CPI review) payable by Standards Australia. These services include finance, compliance and audit, legal, human resources, public affairs, use of the research information centre, information technology services and production, publication and distribution of The Global Standard. The Company may also provide additional services to Standards Australia by mutual agreement between the parties.

The SSA has an initial term of five years, but is terminable by Standards Australia on 6 months notice, in respect of the provision of all or any





SECTION 10: ADDITIONAL INFORMATION



10: Additional Information (Continued)

service(s) under the agreement, at any time after the first anniversary of completion. If the agreement is extended by the parties (by mutual agreement), then SAI Global may terminate the provision of any or all service(s) under the agreement by giving 12 months notice. The agreement may also be terminated by either party if the other party breaches the agreement and fails to remedy the breach within 30 days of receiving notice of the breach.

ACQUISITION OF EXCEL PARTNERSHIP INC

Stock Purchase Agreement

On 4 April 2003, the Company entered into a Stock Purchase Agreement with Excel and others, relating to the acquisition of all the shares in Excel by the Company, for consideration (subject to adjustments) of USD\$3 million.

The vendors of the shares, severally, on their own behalf, and jointly and severally in relation to Excel and its subsidiaries, give a series of warranties for the benefit of the Company. The Company also gives limited warranties under the agreement. Each vendor and its affiliates agree to indemnify the Company against any adverse consequences arising due to a breach of a warranty or any tax liability that is visited upon the Company for the period prior to closing.

The agreement includes a non-compete obligation preventing the vendors of the shares (with the exception of one individual) from competing with the Company for a period of 3 years from the date of acquisition.

ACQUISITION OF ASSETS OF PROFESSIONAL REGISTRAR ORGANISATION INC.

Asset Purchase Agreement

Under the terms of an Asset Purchase Agreement between the Company and Professional Registrar Organisation Inc. (PRO) dated 31 October 2003, the Company agrees to purchase the business assets of PRO, including client and other contracts, certain intellectual property, accreditation systems and personnel records for consideration of USD\$300,000.

Under the agreement, the Company will assume the liabilities of PRO relating only to the assets purchased, excluding all other liabilities of PRO.

The Company must make offers of employment to all specified employees of PRO on substantially the same terms as their current employment, provided that PRO is still to be responsible for all benefits and liabilities which relate to the employment prior to the date of transfer.

PRO gives warranties for the benefit of the Company. Each party grants indemnities in favour of the other, in relation to any loss or damage incurred as a result of breach of warranty or non-performance.

PRO grants to the Company a special indemnity for any excluded liabilities that the Company may become liable for, and the Company grants to PRO special indemnities in relation to, the manufacture, sale, shipment or distribution of products of the business after the acquisition, or the ownership, operation or control of the business after the acquisition.





10: Additional Information (Continued)

OFFER MANAGEMENT AGREEMENT

On or about the date of this Prospectus, the Company and Macquarie will enter into an agreement (Offer Management Agreement) in relation to the Offer, under which Macquarie agrees to:

- be appointed as lead manager and bookrunner;
- determine allocations and the institutional price;
- conduct the bookbuild; and
- provide settlement credit support,

in relation to the Offer.

Under the Offer Management Agreement, the Company also has obligations to:

- conduct the offer in accordance with the timetable;
- provide Macquarie with full support and reasonable access to senior executives, premises, books and records;
- apply for and ensure the approval of the listing of the Company's shares on the ASX, and the quotation of those shares;
- conduct adequate due diligence investigations to ensure the Prospectus does not include misleading or deceptive statements;
- establish a due diligence committee; and
- provide Macquarie with a copy of the due diligence report of the due diligence committee.

The Offer Management Agreement is conditional on acceptance of Applications, quotation and the execution of specified additional agreements.

The Company also gives representations and

warranties under the Offer Management Agreement relating to matters such as, its capacity to undertake the Offer and execute the agreements; encumbrances over the Offer shares; compliance with laws; disclosure; due diligence processes; and eligibility for listing. The Company also gives undertakings that it: has not breached any laws or regulations; will notify Macquarie of any breach of the Offer Management Agreement or any related agreement; and will not allot or issue further securities, dispose of any material part of its business, amend offer documents or make any material statements concerning the Offer, without the consent of Macquarie.

Macquarie's fees under the Offer Management Agreement consist of a management fee of 3% of Offer proceeds plus a discretionary payment of an additional 1% of Offer proceeds as an incentive fee. The Company must also reimburse Macquarie for all legal costs (up to \$20,000), out of pocket expenses (up to \$25,000), stamp duty and all reasonable costs for the review of this Prospectus by any regulatory body.

The Company provides indemnities to Macquarie for losses incurred as a result of any misleading or deceptive statement, a misrepresentation or breach of warranty, or the distribution, advertising or publicity of the Offer or offer documents. Liability is not imposed or may be reduced where the loss has been caused or contributed to by a fraudulent, wilful or reckless act or omission of Macquarie.

Termination events marked with an asterisk below do not entitle the Lead Manager to terminate the Offer Management Agreement unless, in the reasonable opinion of the Lead Manager, the event has, or is likely to have, a material adverse effect on the marketing or success of the Offer or there is a





SECTION 10: ADDITIONAL INFORMATION



10: Additional Information (Continued)

reasonable possibility of a liability arising for the Lead Manager.

Macquarie may terminate the Offer Management Agreement by notice to the Company at any time after Macquarie becomes aware of the happening of any one or more of the following events:

- a statement contained in this Prospectus is misleading or deceptive, a matter is omitted from this Prospectus (having particular regard to the provisions of sections 710, 711 and 716 of the Corporations Act) or the issue of this Prospectus is misleading or deceptive;*
- this Prospectus does not contain (having regard to the matters set out in section 710) all information investors and their professional advisers would reasonably require for the purpose of making an informed assessment of the assets, liabilities, financial position and performance, profits, losses and prospects of the Company and the rights and liabilities attaching to the Offer Shares;*
- the Due Diligence Report or any other information supplied by the Company to the Lead Manager in relation to the Company, this Prospectus or the Offer is false or misleading or is misleading or deceptive;*
- any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company, including any adverse change in the assets, liabilities, financial position, profits, losses or prospects of the Company from those respectively disclosed in this Prospectus or the Public Information;*
- a circumstance described in section 724(1) of the Corporations Act or any event set out in section 652C of the Corporations Act (substituting "SAI Global" for "target" in that section) occurs other than the Buy Back;
- a director of the Company is charged with an indictable offence;*
- there is a contravention by the Company of the Corporations Act, its Constitution, or any of the Listing Rules;*
- this Prospectus or any aspect of the Offer breaches the Corporations Act, the Listing Rules or any other applicable law or regulation;*
- approval is refused or approval is not granted which is unconditional or conditional only on customary listing conditions which would not, in the reasonable opinion of the Lead Manager, have a material adverse effect on the success of the Offer to:
 - the Company's admission to the official list of ASX, or
 - the official quotation of all of the Offer Shares on ASX,
 on or before the Listing Approval Date, or if granted, the approval is subsequently withdrawn, qualified or withheld;
- ASIC gives a notice of its intention to hold a hearing under section 739(2) or issues an order or interim order under section 739(3) of the Corporations Act;
- an application is made by ASIC for an order under sections 1324B or 1325 of the Corporations Act in relation to this





10: Additional Information (Continued)

Prospectus which is not dismissed or withdrawn by the Closing Date;

- any person gives notice under section 733(3) of the Corporations Act, or any person who has previously consented to the inclusion of their name in this Prospectus (or any Supplementary Prospectus) or to be named in this Prospectus withdraws that consent;
- any person gives notice under section 730 of the Corporations Act in relation to this Prospectus;
- an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Prospectus or ASIC commences an investigation or hearing under Part 3 of the ASIC Act in relation to the Prospectus;
- the Company withdraws this Prospectus or any of the offers under this Prospectus;*
- there is a default by the Company in the performance of any of its obligations under the Offer Management Agreement;*
- a warranty given by the Company is not true or correct;*
- a change in the Directors occurs, whether by resignation, termination or otherwise;*
- an insolvency event occurs with respect to SAI Global or any of its related bodies corporate;*
- hostilities not presently existing commence (whether war has been declared or not) or a major act of terrorism or escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand, the United States of America, Japan, Russia or the People's Republic of China which in the reasonable opinion of the terminating party has or is likely to have a material adverse effect on the marketing or success of the Offer;
- the S&P/ASX200 Index of ASX falls by an amount that is 10% or more of the level as at the close of trading on the date of the Offer Management Agreement, and remains below that level for a period of three consecutive business days;
- there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced prior to the date of this agreement), any of which does or is likely to prohibit or materially restrict the Offer, capital issues or stock markets or materially adversely affect the taxation treatment of the Offer Shares;
- there is introduced any legislation or Government policy outside Australia (whether or not the legislation or policy has been proposed prior to the date of the Offer Management Agreement) which will have or will be likely to have a material negative impact on the usual operating activities and revenues of the Company; or





SECTION 10: ADDITIONAL INFORMATION



10: Additional Information (Continued)

- either of the following occurs:
 - a general moratorium on commercial banking activities in Australia, the United States of America or the United Kingdom is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
 - trading in all securities quoted or listed on ASX, the London Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for one day on which that exchange is open for trading.

Company that it intends to rebuild or re-instate the premises within 3 months after such damage or Standards Australia does not start works within a reasonable time after giving notice;

- the Company has joint building naming rights in respect of the building;
- both the Company and Standards Australia have first rights of refusal to take up additional space should the other party decide to vacate any part of the property occupied by it and the Company has first rights of refusal to purchase should Standards Australia decide to sell the whole property; and
- the initial rent payable to Standards Australia in respect of this premises is \$1,628,580, not including outgoings.

PROPERTY LEASES BETWEEN STANDARDS AUSTRALIA AND THE COMPANY

Part Level 3 and part Levels 6 to 9 and Level 12, Cnr 286 Sussex Street & 60 Bathurst Street, Sydney, NSW - Lease from Standards Australia

- the initial term is 5 years, expiring in 2008;
- one 5 year option to renew the lease is granted;
- annual rent review to the greater of 4% increase or CPI increase;
- market rent review on the exercise of the option term, if applicable;
- the premises must be used as commercial offices with a small retail outlet;
- there are additional licences for storage areas and 27 car parking spaces in the building;
- the Company is entitled to terminate the lease where the premises are substantially damaged so as to be unfit for use and occupation and Standards Australia does not notify the

Part Level 2 and the whole of Level 3, 19-25 Raglan Street, South Melbourne, VIC - Lease from Standards Australia

- the initial term is 5 years, expiring in 2008;
- one 5 year option to renew the lease is granted;
- annual rent review to the greater of 4% increase or CPI increase;
- market rent review on the exercise of the option term, if applicable;
- the premises must be used as commercial offices with a small retail outlet;
- there is an additional licence for 11 car parking spaces in the building;
- the Company is entitled to terminate the lease where the premises are substantially damaged so as to be unfit for use and occupation and Standards Australia does not notify the Company that it intends to rebuild or re-instate the premises within 3 months after such





10: Additional Information (Continued)

damage or Standards Australia does not start works within a reasonable time after giving notice;

- the Company has joint building naming rights in respect of the building; and
- both the Company and Standards Australia have first rights of refusal to take up additional space should the other party decide to vacate any part of the property occupied by it and the Company has first rights of refusal to purchase should Standards Australia decide to sell the whole property.
- the initial rent payable to Standards Australia in respect of this premises is \$148,145, not including outgoings.

The whole of 63 Greenhill Road, Wayville, SA - Lease from Standards Australia

- the initial term is 5 years, expiring in 2008;
- one 5 year option to renew the lease is granted;
- annual rent review to the greater of 4% increase or CPI increase;
- market rent review on the exercise of the option term, if applicable;
- the premises must be used as commercial offices with a small retail outlet; and
- the Company is entitled to terminate the lease where the premises are substantially damaged so as to be unfit for use and occupation and Standards Australia does not notify the Company that it intends to rebuild or re-instate the premises within 3 months after such damage or Standards Australia does not start works within a reasonable time after giving notice.
- the initial rent payable to Standards Australia in respect of this premises is \$83,415, not including outgoings.

The whole of the Ground Floor, 165 Adelaide Terrace, East Perth, WA - Lease from Standards Australia

- the initial term is 5 years, expiring in 2008;
- one 5 year option to renew the lease is granted;
- annual rent review to the greater of 4% increase or CPI increase;
- market rent review on the exercise of the option term, if applicable;
- the premises must be used as commercial offices with a small retail outlet; and
- the Company is entitled to terminate the lease where the premises are substantially damaged so as to be unfit for use and occupation and Standards Australia does not notify the Company that it intends to rebuild or re-instate the premises within 3 months after such damage or Standards Australia does not start works within a reasonable time after giving notice.
- the initial rent payable to Standards Australia in respect of this premises is \$73,725, not including outgoings.

ASSIGNMENT OF LEASES FROM STANDARDS AUSTRALIA TO THE COMPANY

The whole of Unit T, 10-16 South Street, Rydalmere, NSW

The expiry of this lease is 31 July 2004. There is an option to renew for a further period of 3 years. It is intended to have the leases assigned to SAI Global on current terms, including rent of \$108,196 per annum. This process is underway.





SECTION 10: ADDITIONAL INFORMATION



10: Additional Information (Continued)

The whole of 55 Little Edward Street, Spring Hill, QLD

The expiry of this lease is 29 February 2008. There is no option to renew.

The Company currently occupies the above two premises which are leased to Standards Australia. Standards Australia has commenced the process of assigning its leasehold interest in these two premises by notifying the respective landlords of the Offer and the assignment proposal. Standards Australia and the Company will provide all reasonable assistance to each other to ensure that the assignment process is finalised promptly. It is intended to assign Standards Australia's rights to the Company on current terms, including rent of \$94,875 per annum. This process is underway.

NEW LEASE

The whole of Shop 5, Level 4, 20 Allara Street Street, Canberra, ACT

Standards Australia is currently holding over in this premises on an expired lease. The Company intends to enter into a new lease with the landlord for this premises from 15 December 2003.

Standards Australia has notified the landlord of the Offer and the new lease proposal and will provide all reasonable assistance to the Company with respect to finalising the new lease. It is intended that the Company enter into a new lease on the following terms;

1. 12 month term;
2. yearly rent of \$17,086 per annum.

EXECUTIVE SERVICE AGREEMENT

The Company has entered into an Executive Service Agreement with Ross Wright pursuant to which Mr Wright is appointed to act as Managing Director of the Company. The agreement is for a term of three years with a non-compete provision restraining Mr Wright from competing or being associated with an entity which competes with the business of the Company during Mr Wright's appointment and for nine months after the termination of the appointment. The Company will provide an annual remuneration package of \$365,000 which includes superannuation contributions and the cost of non-cash benefits, such as motor vehicle, and fringe benefits tax payable on non-cash benefits, an incentive package of up to \$87,000 subject to performance hurdles and an initial offer of 54,000 Shares pursuant to the PSR Plan. The remuneration is reviewed annually. The agreement is subject to termination provisions that provide for three months notice of termination by Mr Wright and six months notice of termination by the Company.

The Managing Director also has entitlement to 54,000 Shares pursuant to the PSR Plan (refer to Section 10.3).

FINANCING ARRANGEMENTS

Westpac Bank Facility

The Company and Standards Australia have jointly entered into a multi-facility Business Finance Agreement with Westpac Banking Corporation dated 28 July 2000 and amended on 31 October 2003. Under the Business Finance Agreement, the Company and Standards Australia may access separate loan facilities, each separately secured against property of that borrower and a cross guarantee (as described below). Under this Business Finance Agreement, the Company may





10: Additional Information (Continued)

exclusively access three of the four loan facilities:

1. A Foreign Currency Term Loan Facility for USD\$3.3 million to assist with the acquisition of Excel Partnership Inc. in the United States in April 2003. This facility is for a three year term, with interest only payable in the first year, then a reduction of USD\$300,000 per year in arrears and subject to half yearly review with the balance owing at the end of the term. Payments are to be made quarterly, with interest charged monthly.
2. A Commercial Bill Line Facility for AUD\$1.5 million to assist with the acquisition of a New Zealand based consulting and certification business from KPMG in July 2000. This facility is for a fixed term of three years to expire on 31 December 2006 with payments of AUD\$500,000 per annum paid against the principle and interest payable in arrears. This facility is re-payable on demand.
3. A Forward Exchange Contract Facility for AUD\$1 million to be used exclusively for business purposes and only in conjunction with an underlying commercial transaction. The term of the facility will be matched to the term of the underlying commercial transaction with a maximum term of 12 months.

Securities

The Company has granted a fixed and floating charge over all its present and future assets and undertakings in favour of Westpac Bank as security over the facilities referred to above and as registered with ASIC. The charge includes a clause which provides that a change of control in the Company will be an event of default. The Company has obtained confirmation from Westpac Bank that the Offer will not trigger this provision.

Guarantees

The Company, Standards Australia and Westpac Bank entered into a cross guarantee on 18 October 2000 which was extended on 31 October 2003 to secure the indebtedness of Standards Australia and the Company to Westpac Bank under the financing arrangements in place between them. Specifically, Standards Australia increased its loan facility under the Business Finance Agreement by AUD\$1,500,000 in December 2003, and the Company increased its loan facility by USD\$3,300,000 in respect of the Foreign Currency Term Loan Facility and AUD\$1,000,000 in respect of the Forward Exchange Contract Facility in October 2003. The intention of the Company is that this guarantee be released prior to the close of the Offer.

10.6 Litigation and Administrative Action

The Company is involved in proceedings in the Federal Court, together with a third party, in relation to a claim against the Company by the third party relating to a product certification matter. The Company is vigorously defending the action and according to the claim as currently pleaded by the claimant, the Directors believe that no material damages, if any, will be payable. The Company has in place a professional indemnity policy of insurance and notification of this claim has been given to its insurer. Pursuant to that policy, the insurer has taken over the defence of the claim.

The Company has also been put on notice that it may be joined, or proceedings may be brought against it, in relation to a dispute currently between a client of the Company and a state government department. This dispute concerns an infrastructure





SECTION 10: ADDITIONAL INFORMATION



10: Additional Information (Continued)

project in respect of which the Company provided second party auditing under contract. To date, the Company has not been served with any subpoena or notice to produce in this matter, nor has it been joined as a party.

Other than the matters above, the Company is not involved in any material legal or arbitration proceedings or administrative actions, nor are any such material proceedings pending or threatened against the Company.

10.7 CHESS

The Company will apply to participate in CHESS pursuant to the Listing Rules. Following the issue of Shares under the Offer, SAI Global will provide Shareholders with a holding statement (which is similar to a bank account statement) that sets out the number of Shares allotted to each Shareholder under the Offer. If applicable, this notice will also advise Shareholders of their Holder Identification Number and Sponsoring Issue Number. Shareholders will receive an explanation of sale and purchase procedures under the CHESS system with the holding statement.

If a shareholding changes during a month, Shareholders will receive a statement at the end of that month. Shareholders may also request statements at any other time (although SAI Global may charge an administrative fee).

10.8 ASIC and ASX Exemptions, Modifications and Waivers

The Company is not applying for or requesting any exemptions, modifications or waivers from ASIC in relation to this Offer.

However, the Company has received from ASX, confirmation that ASX has no objections to aspects of the proposed listing, having regard to certain provisions of Listing Rules, namely, Listing Rules 1.1 Condition 1, 2.10 and 10.1.

10.9 Interests and Fees of Certain People Involved in the Offer

Generally

This Section sets out the nature and extent of the interests and fees of persons involved in the Offer.

Other than set out below or elsewhere in this Prospectus, none of the persons involved in the Offer and referred to below has, or has had in the last two years, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or in connection with the Offer; or
- the Offer.

Other than set out below or elsewhere in this Prospectus, no amount has been paid or agreed to be paid and no benefit has been given or agreed to be given:

- to any Director or proposed Director of the Company to induce them to become, or to qualify as, a Director; or
- to any of the persons involved in the Offer for services provided by them in connection with the promotion or formation of the Company, or the Offer.





10: Additional Information (Continued)

Directors' Interests

Directors are not required under the Constitution to hold any Shares in the Company.

At the date of this Prospectus, Directors hold no Shares or options in the Company. On close of the Offer, Directors (and senior management) will be granted rights under the Performance Share Rights Plan to acquire Shares as follows:

Director	Shares
Ross Wraight	54,000
Total available for senior management	230,000

Directors' Fees

The Constitution provides that the Directors are entitled to the remuneration the Directors determine, but the remuneration of non-executive Directors must not exceed in aggregate a maximum amount fixed by the Company in general meeting for that purpose.

As at the date of this Prospectus, the total remuneration of the Managing Director is \$365,000 and the aggregate maximum amount for non-executive Directors is \$425,000. The aggregate maximum remuneration payable to non-executive Directors has been approved by Standards Australia as sole shareholder of the Company.

Interests and Fees of Professionals

This section applies to persons named in the Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the prospectus.

Deloitte Touche Tohmatsu has acted as Investigating Accountants to the Offer and has performed work in relation to due diligence enquiries, for which it will be paid \$130,000 plus disbursements.

Deloitte Corporate Finance Pty Limited has acted for the Company to provide a report on the Directors' Profit Forecast, for which it will receive fees of \$165,000.

Gilbert + Tobin has acted as lawyers to the Offer and has performed work in relation to due diligence enquiries for which it will be paid \$285,000 plus disbursements.

Promoters' Interests and Fees

At the date of this Prospectus, Standards Australia holds 100% of the issued shares in the Company. At Listing, Standards Australia will hold 40% of the Shares.

Lead Managers' Interests and Fees

Macquarie has acted as Lead Manager to the Offer for which it will be paid the fee described in the summary of the Offer Management Agreement in Section 10.5.

10.10 Escrow Arrangements

The Company has entered into escrow arrangements with Standards Australia under which Standards Australia would be prevented, following completion of the Offer, from dealing with its Shares without the consent of the Company until 30 June 2005.

10.11 Consents

Written consents to the issue of this Prospectus have been given and at the time of this Prospectus have not been withdrawn by the following parties:



**SECTION 10: ADDITIONAL INFORMATION**

10: Additional Information (Continued)

ASX Perpetual Registrars Limited has given and has not withdrawn its consent to be named as the share registry of the Company in the form and context in which it is named. It has had no involvement in the preparation of any part of this Prospectus other than assisting in the design of the Application Form and recording its name as share registrar to the Company.

Deloitte Touche Tohmatsu has given and has not withdrawn its consent to be named Investigating Accountants to the Offer and to the inclusion of the Investigating Accountants' Report in the form and context in which it is included.

Deloitte Touche Tohmatsu has not authorised, caused or been otherwise involved in the issue of this Prospectus, and does not make or purport to make any statement in this Prospectus other than statements contained in the Investigating Accountants' Report. Deloitte Touche Tohmatsu takes no responsibility for any part of this Prospectus other than specified above.

Deloitte Corporate Finance Pty Limited consents to the inclusion in this Prospectus of references to Deloitte Corporate Finance Pty Limited, and the Report on the Directors' Profit Forecast in Section 9, in each case in the form and context in which they are included. Deloitte Corporate Finance Pty Limited has not withdrawn its consent before the date of this Prospectus.

Deloitte Corporate Finance Pty Limited has not authorised, caused or been otherwise involved in the issue of this Prospectus, and does not make or purport to make any statement in this Prospectus other than statements contained in the Report on the Directors' Profit Forecasts. Deloitte Corporate Finance Pty Limited takes no responsibility for any part of this Prospectus other than specified above.

Gilbert + Tobin has given and has not withdrawn its consent to be named as lawyers to the Offer in the form and context in which it is named.

Haines Norton Chartered Accountants has given and has not withdrawn its consent to be named as auditor in the form and context in which it is named.

Macquarie Equities Limited has given and has not withdrawn its consent to be named as the Broker to the Offer in the form and context in which it is named. Macquarie Equities Limited has made no statement included in this Prospectus or any statement on which a statement in this Prospectus is based. To the maximum extent permitted by law, Macquarie Equities Limited expressly disclaims and takes no responsibility for any part of this Prospectus other than reference to its name.

Macquarie Equity Capital Markets Limited has given and has not withdrawn its consent to be named as Lead Manager to the Offer in the form and context in which it is named. Macquarie Equity Capital Markets Limited has made no statement included in this Prospectus or any statement on which a statement in this Prospectus is based. To the maximum extent permitted by law, Macquarie Equity Capital Markets Limited expressly disclaims and takes no responsibility for any part of this Prospectus other than reference to its name.

Standards Australia International Limited has given and has not withdrawn its consent to be named in this Prospectus in the form and context in which it is named.

Each of the Directors has given and has not withdrawn his or her consent to be named in this Prospectus in the form and context in which he or she is named.





10: Additional Information (Continued)

Tony Scotton has given and has not withdrawn his consent to be named in this Prospectus in the form and context in which he is named.

Howard Paul has given and has not withdrawn his consent to be named in this Prospectus in the form and context in which he is named.

David Middleton has given and has not withdrawn his consent to be named in this Prospectus in the form and context in which he is named.

Martin Searle has given and has not withdrawn his consent to be named in this Prospectus in the form and context in which he is named.

10.12 Expenses of the Offer

All expenses connected with the Offer are being borne by the Company.

10.13 Directors' Statement

The Directors report that, in their opinion, since the date of the financial statements used in the preparation of the Independent Accountants' Report, on or about the date of this Prospectus, no circumstances have arisen that materially affect or will materially affect the profitability of the Company or the value of the Company's assets and liabilities, except as disclosed in this Prospectus.

Every Director and proposed Director of the Company has given and not withdrawn their consent to the lodgment of this Prospectus.

Dated: Tuesday, 11 November 2003

George E Edwards, Chairman.

Ross Wraight, Managing Director.

Anna Buduls, Non-executive Director.

Robert Wright, Non-executive Director.

John Castles AM, Non-executive Director.

Philip Holt AM, Non-executive Director.

Joran Murray, Non-executive Director.





Glossary of Terms

\$ or cents means Australian currency.

AEDT means Australian Eastern Daylight Time.

Applicant means a person who submits an Application Form.

Application means an application to subscribe for Shares under this Prospectus made on the Application Form attached to, or accompanying, this Prospectus, and accompanied by the relevant Application Monies.

Application Amount means the amount of money that accompanies an Application Form.

Application Form means a form (including a paper copy of an electronic form) attached to or accompanying this Prospectus (including the electronic form of this Prospectus) pursuant to which Applicants apply for Shares.

Application Monies means the Application Price multiplied by the number of Shares in respect of which an Application is made.

ASIC means Australian Securities and Investments Commission.

Assurance Services means SAI Global's Assurance Services business.

ASX means Australian Stock Exchange Limited (ABN 98 008 624 691).

Australian Standard® means all standards developed by Standards Australia to which the registered trademark of Standards Australia is affixed.

Board means the board of Directors.

Broker Firm Offer means the invitation under this Prospectus to Australian resident retail clients of brokers who have received a firm allocation from their broker, as described in Section 2.6.3.

Broker to the Offer means Macquarie Equity Limited (ABN 41 002 574 923).

Business Purchase Agreement means the business purchase agreement as described in Section 10.5 entered into between the Company and Standards Australia on, or about, the date of this Prospectus.

Buy Back means the buy back of ten million Shares at the Final Institutional Price by the Company from Standards Australia immediately prior to allotment of Shares under the Offer.

Certification Trademarks means any signs, symbols or logos used in connection with certification identified in, and assigned by, Standards Australia to the Company pursuant to the terms of the Business Purchase Agreement.

CHES means the Clearing House Electronic Subregister System, operated in accordance with the Corporations Act.

Closing Date means the date by which Applications must be received by the Registry being 5.00pm AEDT on 8 December 2003 or such other date determined by the Board and the Lead Manager.

Company means SAI Global Limited (ABN 67 050 611 642).



Glossary of Terms (Continued)

Constitution means the constitution of the Company as amended from time to time.

Corporations Act means the Corporations Act 2001(Cth).

CPI means the Australian consumer price index.

Deloitte means Deloitte Touche Tohmatsu (ABN 74 490 121 060).

DIN means Deutsches Institut für Normung.

Director means a director on the Board of the Company from time to time.

DVD means digital video disc.

EBIT means earnings before interest and tax.

EBITA means earnings before interest, tax and amortisation.

EBITDA means earnings before interest, tax, depreciation and amortisation.

Excel means Excel Partnership Inc.

EPS means earnings per Share.

ESP or Employee Share Plan means the employee share plan approved by the Company on or about the date of this Prospectus.

Exposure Period means the waiting period specified in section 727(3) of the Corporations Act, being a minimum period of 7 days after the date of lodgment of this Prospectus with ASIC, during which an Application must not be accepted. ASIC

may extend the period to no more than 14 days after the date of lodgment.

Final Retail Price means the price which successful Applicants will pay for Shares in the Retail Offer.

Final Institutional Price means the price which successful bidders will pay for Shares in the Institutional Offer, as described in Section 2.6.

Forecast means the Directors' pro-forma profit forecast for SAI Global for the year ending 30 June 2004 as set out in this Prospectus.

General Public means Australian resident retail investors.

FY2004 means the year ending 30 June 2004.

General Public Offer means the invitation under this Prospectus to Australian resident retail investors, as described in Section 2.

IEC means the International Electrotechnical Commission.

ISO means the International Organization for Standardization.

Indicative Price Range means the price range set out in Section 2.6 of this Prospectus.

Institutional Offer means the invitation to institutional investors under this Prospectus, as set out in Section 2.6.

International Standard means a standard developed by ISO or the IEC.





Glossary of Terms (Continued)

Investigating Accountants means Deloitte Touche Tohmatsu.

JIS means Japanese Industrial Standards.

Lawyers to the Offer means Gilbert + Tobin.

Lead Manager means Macquarie Equity Capital Markets Limited (ABN 60 001 374 572).

Listing means admission of the Company to the official list of ASX

Listing Rules means the Listing Rules of ASX.

Macquarie means Macquarie Equity Capital Markets Limited (ABN 60 001 374 572).

Macquarie Equities means Macquarie Equities Limited (ABN 21 006 797 897).

Normalised NPAT or **Normalised Net Profit after Tax** means net profit after tax before goodwill amortisation.

NPAT means net profit after tax.

Offer means the offer of Shares under this Prospectus.

Offer Management Agreement means the offer management agreement entered into between the Company and Macquarie on or prior to the date of this Prospectus as described in Section 10.5.

Priority Reference Number means the numbers allocated individually to Eligible Employees and Stakeholders which must be filled in on the Application Form to receive priority in allocation

over General Public Applicants.

PRO means Professional Registrar Organisation Inc.

Professional Services means SAI Global's Professional Services business.

Prospectus means this document (including the electronic form of this Prospectus), and any supplementary or replacement prospectus in relation to this document.

PSR or **Performance Share Rights** means performance share rights as described in Section 10.3 and the PSR Plan.

Publishing Licence Agreement means the publishing licence agreement entered into between the Company and Standards Australia as described in Section 10.5.

QAS means Quality Assurance Services Pty Limited, the entity which was renamed as SAI Global Assurance Services Limited in 2002 and subsequently SAI Global Limited.

Registry means ASX Perpetual Registrars Limited (ABN 54 083 214 537).

Restructure means the acquisition by the Company of certain parts of the SAIL business under the Business Purchase Agreement.

Retail Applicant means an Applicant in the Retail Offer.

Retail Application Price means the price at which Applicants in the Retail Offer will apply for Shares, specified in Section 2.



Glossary of Terms (Continued)

Retail Offer means the Stakeholder Offer, the General Public Offer and the Broker Firm Offer.

S&P/ASX 200 means a benchmark index for the Australian equity market comprising 200 stocks selected by the S&P Australian Index Committee, based on liquidity and size.

SAI Global means SAI Global Limited (ABN 67 050 611 642) after completion of the Restructure.

SAIL means Standards Australia.

SCH or **Security Clearing House** has the meaning given in the SCH Business Rules.

SCH Business Rules mean the Securities Clearing House Business Rules.

Section means a section of this Prospectus.

Share means a fully paid ordinary share in the capital of the Company.

Shared Services Agreement means the shared services agreement entered into between the Company and Standards Australia as described in Section 10.5.

Shareholders means a holder of a Share.

Stakeholder means an employee of Standards Australia or the Company, a member of Standards Australia's standards development committees or a member of Standards Australia, as at the date of this Prospectus who is a resident of Australia.

Stakeholder Offer means three million Shares or 5% of the Offer, reserved for Stakeholders as a priority allocation.

Standards Australia means Standards Australia International Limited (ABN 85 087 326 690).

Standards Distribution Channels includes, without limitation, the website and web store of SAIL, The Global Standard magazine, and any other marketing campaigns or catalogues of SAIL.

Westpac Bank means Westpac Banking Corporation (ABN 33 007 457 141).





Annexure 1

Summary of significant accounting policies

(a) Basis of Preparation

The pro-forma historical and forecast financial information has been prepared in accordance with the recognition and measurement requirements of Accounting Standards, Urgent Issues Group Consensus Views and other authoritative pronouncements of the Australian Accounting Standards Board. The financial information is based on historical costs and does not take into account changing money values or, except where stated, current valuations of non-current assets. Cost is based on the fair values of the consideration given in exchange for assets.

(b) Principles of consolidation

The economic entity comprises SAI Global Limited and its controlled entities, PT SAI Global, Excel Partnership Inc. and SAI Global Inc. in the United States.

The historical financial information is presented to reflect the entities and operations that are expected to be controlled by SAI Global at the completion of the Offer as if SAI Global had controlled those entities and operations, including the commercial and supporting operations of Standards Australia from 1 July 2000.

All inter-company balances and transactions between entities in the economic entity, including any unrealised profits or losses, have been eliminated on consolidation.

Where a controlled entity has been acquired by the economic entity during the year, its operating results have been included from the date control was obtained.

(c) Revenue recognition

Annual License Fees

The economic entity performs services in relation to its certification business and charges an annual licence fee. This is deemed to be earned over the licensing period to which it relates. The part of the licence fee relating to the unexpired period is deferred.

The economic entity also charges a license fee for use of website facilities, including provision of standards and DVDs. These are deemed to be earned over the licensing period to which it relates. The part of the license fee relating to the unexpired portion is deferred.

Membership subscriptions

Membership subscriptions are paid annually in advance. They are deemed to be earned during the year to which they relate. The element of membership subscription relating to the unexpired portion of the membership year is deferred.

(d) Leases

Lease payments for operating leases are charged as expenses in the period in which they are incurred.

(e) Employee benefits

Provision is made for the entity's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits expected to be settled within one year, together with benefits arising from wages and salaries, annual leave and sick leave which will be settled after one



Annexure 1 (Continued)

year, have been measured at the amounts expected to be paid when the liability is settled plus related on costs. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

Contributions are made by the economic entity to an employee superannuation fund are charged as expenses when incurred.

(f) Research and development

Research and development costs are charged to operating profit before income tax as incurred or deferred where it is expected beyond any reasonable doubt that sufficient future benefits will be derived so as to recover those deferred costs.

Deferred research and development expenditure is amortised on a straight line basis over the period during which the related benefits are expected to be realised, but not exceeding 3 years, once commercial production has commenced.

(g) Foreign currency transactions and balances

Foreign currency transactions are converted to Australian currency at the rates of exchange applicable at the dates of the transactions. Amounts receivable and payable in foreign currencies at balance date are converted at the rates of exchange ruling at that date.

All foreign exchange gains or losses, whether realised or unrealised, are included in operating profit before income tax.

The assets and liabilities of overseas controlled entity and branches, which are self-sustaining, are translated at year-end rates and operating results are translated at the rates ruling at the end of each month. Gains and losses arising on translation are taken directly to the foreign currency translation reserve.

(h) Income tax

The economic entity adopts the liability method of tax-effect accounting whereby the income tax expense is based on the profit from ordinary activities adjusted for any permanent differences.

Timing differences, which arise due to the different accounting periods in which items of revenue and expense are included in the determination of accounting profit and taxable income are brought to account as either a provision for deferred income tax or as a future income tax benefit at the rate of income tax applicable to the period in which the benefit will be received or the liability will become payable.

Future income tax benefits are not brought to account unless realisation of the asset is assured beyond any reasonable doubt. Future income tax benefits in relation to tax losses are not brought to account unless there is virtual certainty of realisation of the benefit.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income tax legislation, and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.





Annexure 1 (Continued)

(i) Inventories

Inventories have been valued at lower of cost and net realisable value. Costs are assigned to inventories by the specific identification method.

(j) Investments

Investments are carried at cost.

(k) Plant and equipment

All plant and equipment are depreciated at rates based upon their expected economic life using the straight-line method. Depreciation rates are as follows:

- Buildings 2.5%
- Plant and Equipment 20.0%
- Leased plant and equipment 33.3%

The carrying amount of plant and equipment is reviewed annually to ensure it is not in excess of the recoverable amount from those assets. The recoverable amount is assessed on the basis of the expected net cash flows which will be received from the assets employment and subsequent disposal. The expected net cash flows have not been discounted to present values in determining recoverable amounts.

(l) Intangible assets

(i) Goodwill

Goodwill and goodwill on consolidation are initially recorded at the amount by which the purchase price of a business or for an ownership interest in a

controlled entity exceeds the fair value attributed to its net tangible assets at date of acquisition.

Purchased goodwill and goodwill on consolidation are amortised on a straight line basis over a maximum of 20 years. The balances are reviewed annually and any balance representing future benefits the realisation of which is considered to be no longer probable is written off.

(ii) Trademarks

Registered trademarks are stated at cost.

Trademarks are not amortised as the directors believe they have an indeterminate useful life and are not expected to decline in value over time. Accordingly, no significant depreciable amount exists that requires amortisation.

The carrying value of trademarks will be reviewed annually to ensure they are not valued in excess of their recoverable amounts.

(m) Interest-Bearing Liabilities

Bills of exchange are recorded at an amount equal to the net proceeds received, with the premium or discount amortised over the period until maturity. Interest expense is recognised on an effective yield basis.

Debentures, bank loans and other loans are recorded at an amount equal to the net proceeds received. Interest expense is recognised on an accrual basis.





Annexure 1 (Continued)

(n) Acquisition of Assets

Assets acquired are recorded at the cost of acquisition, being the purchase consideration determined as at the date of acquisition plus costs incidental to the acquisition.

In the event that settlement of all or part of the cash consideration given in the acquisition of an asset is deferred, the fair value of the purchase consideration is determined by discounting the amounts payable in the future to their present value as at the date of acquisition.



Annexure 2

Reconciliation of EBITDA extracted from the Audited Statements of Financial Performance to the Pro-forma Historical EBITDA

Table A2.1 – Reconciliation for the year ended 30 June 2001

\$'000s	Audited Company (1)	Other Commercial Operations SAIL (2)	Intra-group Eliminations (3)	SAI Global = (1) + (2) + (3) (4)	Pro-forma Adjustments (5)	Pro-forma Historical EBITDA = (4) + (5)
Revenue	37,772	29,447	-	67,219	(456) ^(5a)	66,763
Other revenue	332	3,951	(3,659)	624	1,000 ^(5b)	1,624
Total Revenue	38,104	33,398	(3,659)	67,843	544	68,387
Employment costs	(18,469)	(10,240)	-	(28,709)	(812) ^(5c)	(29,521)
Other direct costs	(5,070)	(7,367)	-	(12,437)	-	(12,437)
Royalty costs	(1,677)	(211)	-	(1,888)	-	(1,888)
Occupancy costs	(1,152)	(786)	-	(1,938)	(1,099) ^(5d)	(3,037)
Shared service costs	(3,659)	-	3,659	-	-	-
Other expenses	(7,103)	(7,753)	-	(14,856)	422 ^(5e)	(14,434)
EBITDA	974	7,041	-	8,015	(945)	7,070

Notes:

(1) Represents the results extracted from the audited financial statements of the Company and its controlled entities for the financial year ended 30 June 2001.

(2) Represents the results extracted from the unaudited management accounts of the Commercial Operations of Standards Australia adjusted to reflect the revised royalty agreement between SAI Global and Standards Australia.

(3) Intra-group eliminations related to shared services.

(4) SAI Global after elimination of intra-group transactions.

(5) The historical results have been adjusted for the impact of the following pro-forma items:

- Rental income to be retained by Standards Australia;
- Shared services fee income of \$1 million charged by SAI Global to Standards Australia for the provision of infrastructure services including telephone, office equipment, and IT systems;
- Additional employment related costs including fringe benefits tax, workers' compensation insurance and payroll taxes arising on acquisition of the Commercial Operations of Standards Australia;
- Relates to additional rental expense on space occupied by the acquired Commercial Operations of Standards Australia; and
- Adjustments for non-recurring items and other expenses to be retained by Standards Australia.

Annexure 2 (Continued)

Reconciliation of EBITDA extracted from the Audited Statements of Financial Performance to the Pro-forma Historical EBITDA

Table A2.2 – Reconciliation for the year ended 30 June 2002

\$ '000s	Audited Company (1)	Other Commercial Operations of SAIL (2)	Intra-group Eliminations (3)	SAI Global = (1) + (2) + (3) (4)	Pro-forma Adjustments (5)	Pro-forma Historical EBITDA = (4) + (5)
Revenue	40,011	32,418	-	72,429	(459)(5a)	71,970
Other revenue	-	4,496	(3,948)	548	1,000(5b)	1,548
Total Revenue	40,011	36,914	(3,948)	72,977	541	73,518
Employment costs	(18,196)	(12,589)	-	(30,785)	(790)(5c)	(31,575)
Other direct costs	(5,876)	(7,176)	-	(13,052)	-	(13,052)
Royalty costs	(1,693)	(222)	-	(1,915)	-	(1,915)
Occupancy costs	(1,042)	(803)	-	(1,845)	(1,162)(5d)	(3,007)
Shared service costs	(3,948)	-	3,948	-	-	-
Other expenses	(5,310)	(8,820)	-	(14,130)	462 (5e)	(13,668)
EBITDA	3,946	7,304	-	11,250	(949)	10,301

Notes:

(1) Represents the results extracted from the audited financial statements of the Company and its controlled entities for the financial year ended 30 June 2002.

(2) Represents the results extracted from the unaudited management accounts of the Commercial Operations of Standards Australia adjusted to reflect the revised royalty agreement between SAI Global and Standards Australia.

(3) Intra-group eliminations related to shared services.

(4) SAI Global after elimination of intra-group transactions.

(5) The historical results have been adjusted for the impact of the following pro-forma items:

- Rental income to be retained by Standards Australia;
- Shared services fee income of \$1 million charged by SAI Global to Standards Australia for the provision of infrastructure services including telephone, office equipment, and IT systems;
- Additional employment related costs including fringe benefits tax, workers' compensation insurance and payroll taxes arising on acquisition of the Commercial Operations of Standards Australia;
- Relates to additional rental expense on space occupied by the acquired Commercial Operations of Standards Australia; and
- Adjustments for non-recurring items and other expenses to be retained by Standards Australia.

Annexure 2 (Continued)

Reconciliation of EBITDA extracted from the Audited Statements of Financial Performance to the Pro-forma Historical EBITDA

Table A2.3 – Reconciliation for the year ended 30 June 2003

\$ '000s	Audited Company (1)	Other Commercial Operations of SAIL (2)	Intra-group Eliminations (3)	SAI Global = (1) + (2) + (3) (4)	Pro-forma Adjustments (5)	Pro-forma Historical EBITDA = (4) + (5)
Revenue	46,696	35,044	-	81,740	(462)(5a)	81,278
Other revenue	-	4,940	(4,000)	940	1,000(5b)	1,940
Total Revenue	46,696	39,984	(4,000)	82,680	538	83,218
Employment costs	(21,015)	(13,678)	-	(34,693)	(830)(5c)	(35,523)
Other direct costs	(8,649)	(7,513)	-	(16,162)	-	(16,162)
Royalty costs	(1,840)	(432)	-	(2,272)	-	(2,272)
Occupancy costs	(1,167)	(1,026)	-	(2,193)	(1,164)(5d)	(3,357)
Shared service costs	(4,000)	-	4,000	-	-	-
Other expenses	(4,833)	(9,158)	-	(14,001)	336(5e)	(13,665)
EBITDA	5,182	8,177	-	13,359	(1,120)	12,239

Notes:

(1) Represents the results extracted from the audited financial statements of the Company and its controlled entities for the financial year ended 30 June 2003.

(2) Represents the results extracted from the unaudited management accounts of the Commercial Operations of Standards Australia adjusted to reflect the revised royalty agreement between SAI Global and Standards Australia.

(3) Intra-group eliminations related to shared services.

(4) SAI Global after elimination of intra-group transactions.

(5) The historical results have been adjusted for the impact of the following pro-forma items:

- Rental income to be retained by Standards Australia;
- Shared services fee income of \$1 million charged by SAI Global to Standards Australia for the provision of infrastructure services including telephone, office equipment, and IT systems;
- Additional employment related costs including fringe benefits tax, workers' compensation insurance and payroll taxes arising on acquisition of the Commercial Operations of Standards Australia;
- Relates to additional rental expense on space occupied by the acquired Commercial Operations of Standards Australia; and
- Adjustments for non-recurring items and other expenses to be retained by Standards Australia.



Annexure 3

Reconciliation of Audited Statement of Financial Position to the Pro-forma Statement of Financial Position

Table A3.1 – Reconciliation as at 30 June 2003

\$'000s	Notes	30 June 2003 Audited Company (a)	30 June 2003 Commercial Operations of Standards Australia Pro-forma (b)	Pro-forma Adjustments (c)	30 June 2003 Pro-forma Statement of Financial Position
Current Assets					
Cash	1	4,417	2,557	2,386	9,360
Receivables		12,514	3,567	-	16,081
Other		1,690	579	-	2,269
Total Current Assets		18,621	6,703	2,386	27,710
Non Current Assets					
Plant and equipment		757	2,324	-	3,081
Trademarks		-	-	16,100	16,100
Goodwill		5,809	123	34,514	40,446
Other		1380	-	(705)	675
Total Non Current Assets		7,946	2,447	49,909	60,302
Total Assets		26,567	9,150	52,295	88,012
Current Liabilities					
Payables		3,895	1,397	-	5,291
Unearned revenue		5,923	6,086	-	12,009
Provisions	2	2,437	1,130	-	3,567
Other Liabilities	3	5,438	-	-	5,438
Total Current Liabilities		17,693	8,612	-	26,305
Non Current Liabilities					
Interest bearing liabilities	4	4,528	-	-	4,528
Provisions		841	537	-	1,378
Total Non Current Liabilities		5,369	537	-	5,906
Total Liabilities		23,061	9,150	-	32,211
Net Assets		3,506	-	52,295	55,801
Equity					
Contributed equity	5	500	-	52,295	52,795
Foreign currency translation reserve		(215)	-	-	(215)
Retained profits		3,221	-	-	3,221
Total Equity		3,506	-	52,295	55,801

Notes:

(a) Represents the audited statement of financial position of the Company as at 30 June 2003.

(b) Adjustment to include the net assets of Standards Australia's Commercial Operations.

(c) Pro-forma adjustments include:

- Net cash proceeds of \$68.4 million from shares issued after settlement of purchase price of \$50.6 million for the Commercial Operations of Standards Australia, the buy-back of shares from Standards Australia of \$11.4 million and issue costs of \$4 million;
- Trademarks at a cost of \$16.1 million based on Directors' valuation;
- Recognition of goodwill of \$34.5 million on acquisition of Standards Australia's Commercial Operations; and
- Total issue costs of \$4.7 million arising on the issue of equity instruments are recognised directly in equity as a reduction of the proceeds of the equity instruments to which the costs relate.



Annexure 3 (Continued)

Reconciliation of Audited Statement of Financial Position to the Pro-forma Statement of Financial Position

Table A3.2 – Reconciliation as at 30 June 2003

	30 June 2003 Pro-forma Statement of Financial Position \$'000s
1. Cash	
Cash at bank and on hand – the Company	2,525
Deposits at call – the Company	1,892
Cash acquired from Commercial Operations of Standards Australia	2,557
Add: Cash proceeds from shares issued	68,400
Less: Purchase price of Commercial Operations of Standards Australia and Certification Trademarks	(50,000)
Stamp duty on purchase	(614)
Buy back of shares from Standards Australia	(11,400)
Issue costs	(4,000)
	9,360
2. Current Provisions	
Taxation – the Company	806
Employee Entitlements – the Company	1,631
Employee Entitlements transferred from Commercial Operations of Standards Australia	1,130
	3,567
3. Other Current Liabilities	
Bank Loan – the Company (i)	1,500
Other Current Liabilities	3,938
	5,438
(i) Bank Loan comprises a Commercial Bill Line facility of \$1.5 million. The bank bills are secured by a fixed and floating charge over the assets of the Company. The Commercial Bill Line facility is payable on demand.	
4. Non Current Liabilities	
Interest Bearing Liabilities – USD Term Loan (ii)	4,528
	4,528
(ii) USD Term Loan comprises a Foreign Currency Term Loan of US\$3 million. The USD Term Loan is secured by a fixed and floating charge over the assets of the Company. The term of the USD Term Loan is three years and matures on 1 April 2006. For the first year of the term, interest only is payable. After the first year, in addition to interest, principal reductions of US\$300,000pa are required in arrears. The interest rate applicable on the USD Term Loan is variable and as at 31 October 2003 was 2.58%.	
5. Contributed Equity	
Issued and paid-up capital	500
Add: Shares issued	68,400
Less: Buy back of shares from Standards Australia	(11,400)
Issue costs	(4,705)
	52,795
6. Operating Lease Commitments	
Commitments in relation to SAI Global's leases forecast at Listing but not recognised as liabilities payable at listing date are as follows:	
Within one year	4,553
Later than one year but not later than five years	10,738
Later than five years	176
	15,467



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Corporate Directory

Registered Office

286 Sussex Street
Sydney NSW 2000
Telephone: (612) 8206 6060

Lawyers

Gilbert + Tobin
Level 37
2 Park Street
Sydney NSW 2000

Investigating Accountants

Deloitte Touche Tohmatsu
Grosvenor Place
225 George Street
Sydney NSW 2000

Auditors

Haines Norton
Level 11
1 York St
Sydney NSW 2000

Lead Manager

Macquarie Equity Capital Markets Limited
Level 9
No. 1 Martin Place
Sydney NSW 2000

Broker

Macquarie Equities Limited
Level 19
20 Bond Street
Sydney NSW 2000

Share Registry

ASX Perpetual Registrars Limited
Level 8
580 George Street
Sydney NSW 2000





Pin
cheque
here
(do not staple)



SAI GLOBAL LIMITED

ABN 67 050 611 642

Broker Code

Broker Stamp

Priority Reference Number

Application Form

A Number of Shares applied for , at Offer price per Share **A\$1.25** **B** A\$, , - **+**

(minimum 2,000 Shares, thereafter in multiples of 100)

PLEASE COMPLETE YOUR DETAILS BELOW

Applicant #1 - Surname/Company name

C

Title	First Name	Middle Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Joint Applicant #2 - Surname

Title	First Name	Middle Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Designated Account e.g. <Super Fund> (or Joint Applicant #3)

PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c-)/Property name/Building name (if applicable)

D

Unit Number/Level	Street Number	Street Name
<input type="text"/>	<input type="text"/>	<input type="text"/>

Suburb/City of Town	State	Postcode
<input type="text"/>	<input type="text"/>	<input type="text"/>

Email address if available

TFN/ABN/Exemption Code

First Applicant

Joint Applicant #2

E

<input type="text"/>	<input type="text"/>
Joint Applicant #3	<input type="text"/>

+

TFN/(ABN) type - if NOT an individual, please mark the appropriate box : Company Partnership Trust Super Fund

CHESS HIN (if applicable)

F

IT IS NOT NECESSARY TO SIGN THE APPLICATION FORM

Telephone Number where you can be contacted during business hours

Contact Name (print)

G ()

PLEASE COMPLETE YOUR PAYMENT DETAILS

Cheques must be made payable to "SAI Global Share Offer" in Australian dollars and crossed "Not Negotiable".

H

Drawer	Cheque Number	BSB	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$

Drawer	Cheque Number	BSB	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$

This Application Form must not be handed to another person unless attached to or accompanied by the Prospectus dated 11 November 2003. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus. SAI Global will send you a free paper copy of the Prospectus at any time before the Prospectus expires, which is 13 months after the date of the Prospectus.

LODGMET INSTRUCTIONS

If you are applying under the Broker Firm Offer, you must lodge your Application Form and Application Monies in accordance with the broker's directions. Otherwise, you must return your Application Form and Application Monies so that they are received before 5.00pm AEDT on 8 December 2003 to:

Mailing Address:

ASX Perpetual Registrars Limited
Locked Bag A14
Sydney NSW 1235

Delivery Address:

ASX Perpetual Registrars Limited
Level 8, 580 George Street
Sydney NSW 2000

Offer closes 5.00pm (AEDT) 8 December 2003.

If you have any queries, please contact the SAI Global Information Line on 1300 654 848.

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Guide to the Application Form

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. If this Application Form has been received electronically then, by completing this Application Form, you acknowledge that you have received, personally, a copy of the Prospectus accompanied by or attached to this Application Form, before applying for Shares.

The Australian Securities and Investment Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant prospectus. This Application Form is included in the Prospectus. The Prospectus contains important information about investing in the Shares. You should read the entire Prospectus before applying for Shares. The Prospectus only relates to the offer of Shares for subscription in Australia.

- A** Enter the number of Shares you wish to apply for. The Application must be for a minimum of 2,000 Shares and thereafter in multiples of 100 Shares.
- B** Enter the relevant amount of Application Monies. To calculate the amount, multiply the number of Shares applied for by \$1.25. Amounts should be in Australian dollars. Please make sure the amount of your cheque(s) equals this amount.
- C** Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for all correspondence. All communications to you from SAI Global and the Registry will be mailed to the person(s) and address as shown. For joint Applicants only one address can be entered.
- D** Enter your postal address for all correspondence. All communications to you from SAI Global and the Registry will be mailed to the person(s) and address as shown. For joint Applicants only one address can be entered.
- E** Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, SAI Global will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.
- F** If you are already a CHESS participant or sponsored by a CHESS participant, write your Holder Identification Number (HIN) here. Applicants who do not complete this section or complete it incorrectly will become issuer sponsored.
- G** Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your application.
- H** Please complete cheque details as follows:
- Make your cheque payable to "SAI Global Share Offer" in Australian dollars and cross it "Not Negotiable". Your cheque must be drawn on an Australian Bank.
 - The amount should agree with the amount shown in Section B.
 - Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your Application being rejected.
 - Pin (do not staple) your cheque(s) to the Application Form where indicated.
- ASX Perpetual Registrars Limited advise that once you become a Shareholder, Chapter 2C of the Corporations Act 2001 requires information about you (including your name, address and details of the Shares you hold) to be included in SAI Global's public register. This information must continue to be included in SAI Global's public register if you cease to be a Shareholder. These statutory obligations are not altered by the Privacy Amendment (Private Sector) Act 2000. Information is collected to administer your Share holding and if some or all of the information is not collected then it might not be possible to administer your Share holding.

CORRECT FORMS OF REGISTRABLE NAMES

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

Type of Investor	Correct Form	Examples of Incorrect Form
Individual • Use given names, not initials	John Alfred Smith	J.A. Smith
Company • Use company title, not abbreviations	ABC Pty Limited ABC Co	ABC P/L
Trusts • Use Trustee(s) personal name(s) do not use the name of a partnership	Janet Smith <Janet Smith Family A/C>	Janet Smith Family Trust
Deceased Estates • Use executor(s) personal name(s) do not use the name of the deceased	Michael Smith	Estate of Late John Smith
Partnerships • Use partners' personal names do not use the name of the partnership	John Smith and Michael Smith <John Smith & Son A/C>	John Smith & Son
Clubs/Incorporated Bodies/Business Names • Use office bearer(s) personal name(s) do not use the name of the fund	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

Put the names of any joint applicants and/or account description using <> as indicated above in designated spaces in Section C of the Application Form.

Offer closes 5.00pm (AEDT) 8 December 2003.

If you have any queries, please contact the SAI Global Information Line on 1300 654 848.