

02 FEB 11 10 51 AM

January 25, 2002

Office of International Corporate Finance  
Securities and Exchange Commission  
Stop 3-9  
450 Fifth Street, N.W.  
Washington, D.C. 20549



*ERG Australia Ltd*

Re: ERG Limited (the "Issuer") -  
File Number 82-2372

SUPPL

To Whom it May Concern:

On behalf of the Issuer, we enclose filings for ERG Media Release (lodged with the Australian Stock Exchange).

The information is being submitted to the Securities and Exchange Commission with respect to the Issuer's obligations pursuant to Rule 12g3-2(b), and with the understanding that, in accordance with the terms of paragraph (b)(4) of Rule 12g3-2(b), such information and documents will not be deemed "filed" with the Commission, or otherwise subject to the liabilities of Section 18 of the Exchange Act.

Kindly acknowledge receipt of the enclosed by stamping and returning the enclosed copy of this letter in the pre-addressed, stamped envelope provided for your convenience.

Sincerely yours,

Mark R. Saunders

Enclosure

PROCESSED

FEB 25 2002

THOMSON  
FINANCIAL

*dlw  
2/15*

Send Confirmation Report

Line 1: i ID: 2128019127 01/18/02 8:03AM Page 1  
 Line 2: GREENBERG TRAUIG NYC ID: 000 000 0000

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TO: Mark Saunders  
 AT: Greenberg Traurig  
 FAX: 0015 1 212 801 8400  
 REF: CMP-0014-03

FROM: Rebecca Greig DATE: 18 January 2002  
 FAX: +61 3 9273 1203 PHONE: +61 3 9273 1255 PAGES: 1  
 RE: Australian Stock Exchange Filing



Dear Sir

enclosed an Appendix 3B which relates to shares issued as a result of the Company's dividend reinvestment plan.

Yours faithfully

Rebecca Greig  
 Assistant Company Secretary

Filing received by Greenberg Traurig

Name

Date

**FAXED**

TRAUIG GREENBERG GROUP

02 FEB 19 2002

242 Pacific Road, Suite 400, W.A. 9021 Australia | PO Box 670 Belmont, WA 6416 Australia  
 Telephone: +61 3 9273 1100 | Fax: +61 3 9273 1208 | Email: info@erggroup.com | Internet: www.erggroup.com  
 ERG Group Pty Ltd ABN 1 725 444444 242 Pacific Road





Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/96, 1/9/99, 1/7/2000, 30/9/2001.

Name of entity

ERG Limited

ABN

23 009 112 725

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |  |                             |
|--|-----------------------------|
| 1 +Class of +securities issued or to be issued   | Ordinary shares.            |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 2,754,146.                  |
| 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares. |

- See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

<p>4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes.</p>						
<p>5 Issue price or consideration</p>	<p>\$0.52</p>						
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>In satisfaction of the Company's dividend declaration for the year ended 30 June 2001, pursuant to the Company's Dividend Reinvestment Plan dated 31 October 1995.</p>						
<p>7 Dates of entering *securities into uncertificated holdings or despatch of certificates</p>	<p>30 November 2001.</p>						
<p>8 Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">*Class</th> </tr> </thead> <tbody> <tr> <td>852,205,585</td> <td>Ordinary shares</td> </tr> <tr> <td>18,518,519</td> <td>Convertible notes</td> </tr> </tbody> </table>	Number	*Class	852,205,585	Ordinary shares	18,518,519	Convertible notes
	Number	*Class					
852,205,585	Ordinary shares						
18,518,519	Convertible notes						

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

	Number	*Class
9 Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	9,132,100	Employee shares
	12,725,500	Employee options
	13,828,989	Convertible notes
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Ordinary shares in the Company are entitled to participate in dividends declared by directors of the Company from time to time.	

**Part 2 - Bonus issue or pro rata issue**

11 Is security holder approval required?	N/A.
12 Is the issue renounceable or non-renounceable?	N/A.
13 Ratio in which the *securities will be offered	N/A.
14 *Class of *securities to which the offer relates	N/A.
15 *Record date to determine entitlements	N/A.
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A.
17 Policy for deciding entitlements in relation to fractions	N/A.
18 Names of countries in which the entity has *security holders who will not be sent new issue documents  <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A.
19 Closing date for receipt of acceptances or renunciations	N/A.

\* See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

20	Names of any underwriters	N/A.
21	Amount of any underwriting fee or commission	N/A.
22	Names of any brokers to the issue	N/A.
23	Fee or commission payable to the broker to the issue	N/A.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	N/A.
25	If the issue is contingent on *security holders' approval, the date of the meeting	N/A.
26	Date entitlement and acceptance form and prospectus will be sent to persons entitled	N/A.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A.
28	Date rights trading will begin (if applicable)	N/A.
29	Date rights trading will end (if applicable)	N/A.
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	N/A.
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A.
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	N/A.

\* See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

33 \*Despatch date

N/A.

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)(a)  Securities described in Part 1(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

##### Additional securities forming a new class of securities

*(If the additional securities do not form a new class, go to 43)*

*Tick to indicate you are providing the information or documents*

35  If the \*securities are \*equity securities, the names of the 20 largest holders of the additional \*securities, and the number and percentage of additional \*securities held by these holders36  If the \*securities are \*equity securities, a distribution schedule of the additional \*securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over37  A copy of any trust deed for the additional \*securities

*(now go to 43)*

#### Entities that have ticked box 34(b)

38 Number of securities for which  
\*quotation is sought

N/A.

39 Class of \*securities for which  
quotation is sought

N/A.

\* See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

40 Do the <sup>†</sup>securities rank equally in all respects from the date of allotment with an existing <sup>†</sup>class of quoted <sup>†</sup>securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A.

41 Reason for request for quotation now

Example: in the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

N/A.

42 Number and <sup>†</sup>class of all <sup>†</sup>securities quoted on ASX (including the securities in clause 38)

Number	<sup>†</sup> Class
N/A.	N/A.

(now go to 43)

**All entities**

**Fees**

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

<sup>†</sup> See chapter 19 for defined terms.

**Appendix 3B  
New issue announcement**

**Quotation agreement**

- 1 \*Quotation of our additional \*securities is in ASX's absolute discretion. ASX may quote the \*securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

  - Section 724 of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under section 737 or 738 of the Corporations Act at the time that we request that the \*securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before \*quotation of the \*securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 18 January 2002  
 (Director/Company secretary)

Print name: Clare Lois Barrett-Lennard



\* See chapter 19 for defined terms.

Send Confirmation Report

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 Line 2: GREENBERG TRAUIG 8

ID: 212 801 6400  
 ID: 2128016400

01/18/02 8:00AM Page 1

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271	1/18 7:59AM	1'45"	083#99921#692692#688 2449#	Send	4 / 4	144	Completed
Total		1'45"			4 / 4		

01/18/02 08:00:00 FAX

2002

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**TO:** Mark Saunders  
**AT:** Greenberg Traurig  
**FAX:** 0015 1 272 801 6400  
**REF:** CMP-0014-01  
**FROM:** Clare Bennett Lennard **DATE:** 18 January 2002  
**FAX:** +61 8 9273 1208 **PHONE:** +61 8 9273 1111 **PAGES:** 4  
**RE:** Australian Stock Exchange Filing



Dear Sir

I enclose the following documents lodged with the Australian Stock Exchange today:

- Management Changes.

Yours faithfully

**Clare Bennett-Lennard**  
 Company Secretary

Filing received by Greenberg Traurig.

Name: \_\_\_\_\_

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FACSIMILE

02 FEB 14 10:05 AM

ERG is a member of the Greenberg Traurig Group of Companies. For more information, please contact us at:  
 1111 Westmoreland Avenue, Suite 1400, Perth, Western Australia 6000. Telephone: +61 8 9273 1208. Fax: +61 8 9273 1111. Email: info@erg.com.au. Internet: www.erg.com.au  
 ERG is a member of the Greenberg Traurig Group of Companies.







## Resume

### Richard Donald Howson (AASA)

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**Finance and Operations Director** with extensive experience in a diverse range of industrial, manufacturing and financial services fields (1972-2002).

#### LAPORTE INDUSTRIES GROUP

*Major mining and chemical manufacturer (WA and NSW) with 10 operating subsidiaries and >500 employees.  
Turnover >\$30 million.*

#### Finance and Administration Manager 1972 – 1981

- Initially appointed as Finance and Administration Manager/ Company Secretary (1972-1979) with those responsibilities for the Western Australian mining and chemical manufacturing operations.
- Appointed Group Assistant Finance Manager/Company Secretary, Sydney for the Australasian Operations (1979-1981).

#### CALSIL LTD (NOW SCHAEFFER CORPORATION)

*A public company with major brick and concrete product manufacturing operations with 14 subsidiaries throughout Australia.  
Turnover >\$22 million.*

#### Finance Manager 1981 – 1985

- Appointed as Group Finance Manager/Company Secretary, responsible for all financial, treasury and Corporate Governance requirements.

#### METRO INDUSTRIES GROUP LTD

*Diverse industrial based public company with operations throughout Australasia, South-East Asia and China, with 31 subsidiaries.  
Turnover >\$180 million.*

#### Chief Financial Officer 1985 – 1988

- Appointed as Chief Financial Officer and Company Secretary. Responsible for all Group financial, treasury and Corporate Governance requirements.

#### ALLIED CAPITAL GROUP LTD

*Financial services group of companies in finance, stockbroking, insurance broking and merchant banking fields.*

#### Finance Director 1988 – 1994

- Appointed Finance Director for the Group holding company and operating entities (1988-1991).
- Appointed Group General Manager whilst retaining responsibilities for finance, treasury and Governance roles (1991-1994).

#### ERG LIMITED

*World leader in the supply of automated fare collection, smart card ticketing and e-purse systems.*

#### Director – Major Projects 1994 – Present

- Initially appointed as Group Manager and Company Secretary with responsibility for strategic investments and treasury (1994-1996).
- Appointed Director Major Projects with responsibility for financial and operational management of ERG's worldwide strategic projects (1996 – present).