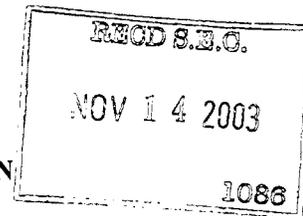


UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



Amendment No. 8 to  
Form CB

TENDER OFFER/RIGHTS OFFERING  
NOTIFICATION FORM



03033049

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to file this Form:

Securities Act Rule 801 (Rights Offering)	<input type="checkbox"/>
Securities Act Rule 802 (Exchange Offer)	<input checked="" type="checkbox"/>
Exchange Act Rule 13e-4(h)(8) (Issuer Tender Offer)	<input type="checkbox"/>
Exchange Act Rule 14d-1(c) (Third Party Tender Offer)	<input checked="" type="checkbox"/>
Exchange Act Rule 14e-2(d) (Subject Company Response)	<input type="checkbox"/>
Filed or submitted in paper if permitted by Regulation S-T Rule 101(b)(8)	<input checked="" type="checkbox"/>

Jupiters Limited  
(Name of Subject Company)

Commonwealth of Australia  
(Jurisdiction of Subject Company's Incorporation or Organization)

TABCORP Holdings Limited  
TABCORP Investments No.2 Pty Ltd  
TABCORP Issuer Pty Ltd  
(Name of Person(s) Furnishing Form)

Ordinary Shares and Reset Preference Shares  
(Title of Class of Subject Securities)

Laurence Carsley  
Level 9, Niecon Tower  
17 Victoria Avenue  
Broadbeach, Queensland 4128  
Australia

Telephone: (011) (617) 5584-8900  
(Name, Address (including zip code) and Telephone Number (including area code)  
of Person(s) Authorized to Receive Notices and Communications  
on Behalf of Subject Company)

with a copy to

Jeffrey F. Browne  
Sullivan & Cromwell  
Level 32, 101 Collins Street  
Melbourne, Victoria 3000  
Australia  
Telephone: (011) (613) 9635-1500

September 5, 2003  
(Date Tender Offer/Rights Offering Commenced)

PROCESSED

NOV 17 2003

THOMSON  
FINANCIAL

Page 1 of 6 pages.

## **Part I - Home Jurisdiction Documents**

### Attachments:

- (1) Scheme Booklet for holders of ordinary shares of Jupiters Limited, and for holders of reset preference shares of Jupiters Limited, dated September 5, 2003 (released publicly on September 5, 2003)\*
- (2) Pro forma Proxy Form – Ordinary Share Scheme Meeting for holders of ordinary shares of Jupiters Limited\*
- (3) Pro forma Election Form – Ordinary Share Scheme for holders of ordinary shares of Jupiters Limited\*
- (4) Pro forma Proxy Form – RPS Scheme Meeting for holders of reset preference shares of Jupiters Limited\*
- (5) Pro forma Registration Form for holders of ordinary shares of Jupiters Limited, and for holders of reset preference shares of Jupiters Limited\*
- (6) Letter dated October 2, 2003 from Jupiters Limited to holders of reset preference shares of Jupiters Limited\*

## **Part II - Information not Required to be sent to Security Holders**

### Exhibits:

- (a) Orders of the Supreme Court of Queensland made on September 5, 2003\*
- (b) Announcement to Australian Stock Exchange Limited made by TABCORP Holdings Limited on September 5, 2003\*
- (c) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on September 5, 2003\*
- (d) Constitution of TABCORP Holdings Limited\*
- (e) Centrebet Notes Trust Deed dated September 3, 2003 between TABCORP Issuer Pty Ltd, TABCORP Holdings Limited and Equity Trustees Limited\*
- (f) Annual Financial Report (comprising Concise Report and Financial Report) of TABCORP Holdings Limited for the year ended June 30, 2002\*
- (g) Half-Year Financial Report of TABCORP Holdings Limited for the half-year ended December 31, 2002\*
- (h) Continuous disclosure notices given to Australian Stock Exchange Limited by TABCORP Holdings Limited after the lodgment with the Australian Securities and Investments Commission of the Annual Report furnished as Exhibit 6 to this Form CB and before the lodgment by Jupiters Limited for registration by the Australian Securities and Investments Commission of the Scheme Booklet furnished as Attachment 1 to this Form CB\*
- (i) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on September 18, 2003\*
- (j) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on September 29, 2003\*

- (k) Annual Financial Report (comprising Concise Report and Financial Report) of TABCORP Holdings Limited for the year ended June 30, 2003\*
- (l) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on October 9, 2003\*
- (m) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on October 24, 2003 (Chairman's address at Ordinary Share Scheme Meeting)\*
- (n) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on October 24, 2003 (Chairman's address at RPS Scheme Meeting)\*
- (o) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on October 24, 2003 (results of Ordinary Share Scheme Meeting)\*
- (p) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on October 24, 2003 (results of RPS Scheme Meeting)\*
- (q) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on October 27, 2003\*
- (r) Constitution of TABCORP Holdings Limited (as amended on October 30, 2003)\*
- (s) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on October 31, 2003 (proposed suspension of trading of ordinary shares and reset preference shares of Jupiters Limited)\*
- (t) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on October 31, 2003 (Court approval of Ordinary Share Scheme and RPS Scheme)\*
- (u) Orders of the Supreme Court of Queensland made on October 31, 2003\*
- (v) Announcement to Australian Stock Exchange Limited made by Jupiters Limited on November 10, 2003#

---

\* Previously filed.

# Filed herewith.

### **Part III – Consent to Service of Process**

TABCORP Holdings Limited, TABCORP Investments No.2 Pty Ltd and TABCORP Issuer Pty Ltd together filed, concurrently with the furnishing of the original Form CB being amended hereby, an irrevocable consent and power of attorney on Form F-X in connection with the furnishing of the original Form CB.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

TABCORP HOLDINGS LIMITED

By: Peter Cairns  
Name: Peter Cairns  
Title: Company Secretary

TABCORP INVESTMENTS NO.2 PTY LTD

By: Peter Cairns  
Name: Peter Cairns  
Title: ~~Company~~ Secretary

TABCORP ISSUER PTY LTD

By: Peter Cairns  
Name: Peter Cairns  
Title: ~~Company~~ Secretary

Exhibit (v)



JUPITERS LIMITED  
ABN 78 010 741 045  
Level 9, Niecon Tower  
17 Victoria Avenue  
PO Box 1400  
Broadbeach QLD 4218  
Australia  
Telephone 07 5584 8900  
Facsimile 07 5538 6315

10 November 2003

### CENTREBET DIVIDEND

Further to advice to ASX on 27 October 2003, the Directors of Jupiters Limited have declared a fully franked dividend of 17.2 cents per Jupiters ordinary share representing the net Centrebet sale proceeds as outlined in the Scheme Booklet distributed to Jupiters shareholders in September 2003.

On 13 November 2003, the Implementation Date of the merger with TABCORP Holdings Limited, the dividend representing the net Centrebet proceeds and the fully franked special dividend of 75 cents per ordinary share will be distributed to Jupiters ordinary shareholders.

**Jupiters Limited is a listed company with interests in tourism, leisure and gaming. It owns Jupiters Casino on the Gold Coast, Treasury Casino in Brisbane, Jupiters Townsville Hotel and Casino and Marina. In addition, the Company operates Keno in Queensland and New South Wales and provides technology services. Jupiters Limited is based on the Gold Coast, Queensland, has almost 30,000 investors in ordinary shares, approximately 4,800 Jupiters RPS securityholders and employs over 5,000 staff.**

G:\ggk\ASX Announcements PDF\2003\003-373 asx 10.11.03.doc

