



**TABCORP**

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**TABCORP Holdings Limited**  
ACN 063 780 709

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5 April 2004



Securities and Exchange Commission  
Division of Corporation Finance  
Mail Stop 3-2  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
USA

**PROCESSED**

APR 22 2004

THOMSON  
FINANCIAL

SUPPL

Re: TABCORP Holdings Limited -- Rule 12g3-2(b)  
Exemption  
File No. 82-3841

Dear Sirs,

The enclosed information is being furnished by TABCORP Holdings Limited ("TABCORP") under paragraph (b) (1) (i) of Rule 12g3-2 under the Securities Exchange Act of 1934 (the "Exchange Act"). TABCORP's file number is indicated in the upper right hand corner of each unbound page and the first page of each bound document furnished herewith. In accordance with paragraphs (b) (4) and (b) (5) of the rule, the documents furnished herewith are being furnished with the understanding that such documents will not be deemed "filed" with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission for any purpose that TABCORP is subject to the Exchange Act.

If you have any questions with regard to this information, please contact (collect) the undersigned at +61 3 9868 2112.

Yours truly,

**Peter Caillard**  
Company Secretary

Enc.

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 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

TABCORP Holdings Limited (*TABCORP*)

ABN

66 063 780 709

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   | Fully paid ordinary shares in the capital of TABCORP ( <i>Ordinary Shares</i> ).           |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | Up to a maximum of 99,611,020 Ordinary Shares may be issued.                               |
| 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) | The terms of the securities will be the same as the terms of the existing Ordinary Shares. |

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- |   |   |
|---|---|
| <p>4 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?</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, except that they will not be entitled to participate in the TABCORP interim dividend announced on 19 February 2004 in respect of the year ending 30 June 2004 (to be paid on 6 April 2004).</p>   |
| <p>5 Issue price or consideration</p>   | <p>The Ordinary Shares will, subject to the satisfaction or waiver of applicable conditions, be issued as part of the consideration in respect of the sale of ordinary shares in Tab Limited (<i>Tab</i>) to TABCORP Investments No.4 Pty Ltd (<i>Bidder</i>), a wholly owned subsidiary of TABCORP, pursuant to the off-market bid (the <i>Bid</i>) by Bidder for Tab, on the terms set out in Bidder's bidder's statement dated 2 April 2004.</p> |
| <p>6 Purpose of the issue<br/>(If issued as consideration for the acquisition of assets, clearly identify those assets)</p>   | <p>As partial consideration for the sale to Bidder of ordinary shares in Tab by Tab shareholders, pursuant to the Bid.</p>  |
| <p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>  | <p>Within 5 business days after the allotment and issue of Ordinary Shares pursuant to the Bid.</p>   |

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	Number	+Class
8	<p>Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<p>Ordinary Shares</p> <p>Up to a maximum of 523,094,481 Ordinary Shares as detailed below.</p> <p>As at the date of this Appendix 3B, there are 415,279,795 Ordinary Shares on issue.</p> <p>As indicated in an Appendix 3B dated 22 March 2004, a further 8,203,666 Ordinary Shares are due to be issued on or about 6 April 2004 in connection with TABCORP's dividend reinvestment plan and associated underwriting arrangement.</p> <p>Following the issue of the 8,203,666 Ordinary Shares referred to above and the securities referred to in clause 2 of this Appendix 3B, there will be up to a maximum of 523,094,481 Ordinary Shares.</p>

	Number	+Class
9	<p>Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)</p>	<p>Options allocated to the Managing Director and Chief Executive Officer on 8 October 2002 as detailed in the Notice of Annual General Meeting dated 15 August 2002.</p> <p>Performance options issued pursuant to TABCORP's Long Term Performance Plan.</p> <p>Share rights issued pursuant to TABCORP's Long Term Performance Plan.</p>

10	<p>Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>As per the existing Ordinary Shares.</p>
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**Part 2 - Bonus issue or pro rata issue**

- |    |   |                |
|----|---|----------------|
| 11 | Is security holder approval required?   | Not applicable |
| 12 | Is the issue renounceable or non-renounceable?  | Not applicable |
| 13 | Ratio in which the +securities will be offered  | Not applicable |
| 14 | +Class of +securities to which the offer relates  | Not applicable |
| 15 | +Record date to determine entitlements  | Not applicable |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  | Not applicable |
| 17 | Policy for deciding entitlements in relation to fractions   | Not applicable |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/>Cross reference: rule 7.7.</small> | Not applicable |
| 19 | Closing date for receipt of acceptances or renunciations  | Not applicable |
| 20 | Names of any underwriters   | Not applicable |
| 21 | Amount of any underwriting fee or commission  | Not applicable |
| 22 | Names of any brokers to the issue   | Not applicable |
| 23 | Fee or commission payable to the broker to the issue  | Not applicable |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   | Not applicable |

25	If the issue is contingent on *security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	*Despatch date	Not applicable

### 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

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

**Additional securities forming a new class of securities**

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

- 35  N/A 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 those holders
- 36  N/A 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 over
- 37  N/A A copy of any trust deed for the additional +securities

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

- 38 Number of securities for which +quotation is sought  Not applicable
- 39 Class of +securities for which quotation is sought  Not applicable
- 40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +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 Not applicable

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)	Not applicable
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		Number	+Class
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Not applicable	

**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) or section 1012C(6) of the Corporations Act.

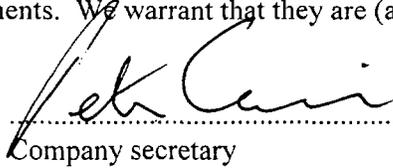
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E 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 sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

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- 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 is 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 (and will be) true and complete.

Sign here:  ..... Date: 5 April 2004  
Company secretary

Print name: Peter Caillard