

SUPPL

4 January 2005

Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
450 Fifth Street, NW  
Washington DC 20549

RECEIVED  
2005 JAN 18 A 11:18  
OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Dear Sir/Madam

**Re: Village Roadshow Limited: 12g 3-2(b) Information  
File No. 82-4513**

Enclosed is information which Village Roadshow Limited is required to furnish to the Securities and Exchange Commission pursuant to Rule 12g 3-2(b).

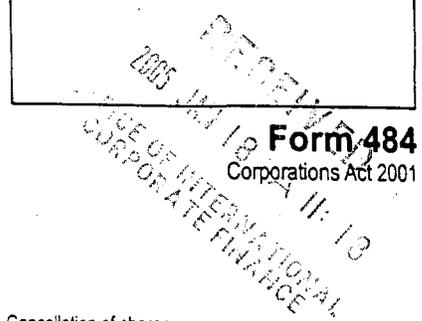
Yours faithfully

**S Hulls**  
**Corporate Administrator**

PROCESSED

JAN 18 2005

STHOMSON  
FINANCIAL



Form 484

Corporations Act 2001

# Change to company details

Sections A, B or C may be lodged independently with this signed cover page to notify ASIC of:

- |  |                                 |                                       |
|--|---------------------------------|---------------------------------------|
| A1 Change of address                         | B1 Cease company officeholder   | C1 Cancellation of shares             |
| A2 Change of name - officeholders or members | B2 Appoint company officeholder | C2 Issue of shares                    |
| A3 Change - ultimate holding company         | B3 Special purpose company      | C3 Change to share structure          |
|  |                                 | C4 Changes to the register of members |

If there is insufficient space in any section of the form, you may photocopy the relevant page(s) and submit as part of this lodgement

## Company details

Company name

VILLAGE ROADSHOW LIMITED

Refer to guide for information about corporate key

ACN/ABN

010 672 054

Corporate key

82334678

## Lodgement details

Who should ASIC contact if there is a query about this form?

Name

MS R. COSENTINO

ASIC registered agent number (if applicable)

Telephone number

03 9667 6534

Postal address

206 BOURKE STREET, MELBOURNE, VICTORIA, 3000

Total number of pages including this cover sheet

6

Please provide an estimate of the time taken to complete this form.

hrs mins

## Signature

This form must be signed by a current officeholder of the company.

I certify that the information in this cover sheet and the attached sections of this form are true and complete.

Name

SHAUN L. DRISCOLL

Capacity

 Director Company secretary

Signature

Date signed

0	8	/	1	2	/	0	4
[D]	[D]		[M]	[M]		[Y]	[Y]

## Lodgement

Send completed and signed forms to:  
Australian Securities and Investments Commission,  
PO Box 4000, Gippsland Mail Centre VIC 3841.

Or lodge the form electronically by visiting the ASIC website  
[www.asic.gov.au](http://www.asic.gov.au)

## For help or more information

Telephone 03 5177 3988  
Email [info.enquiries@asic.gov.au](mailto:info.enquiries@asic.gov.au)  
Web [www.asic.gov.au](http://www.asic.gov.au)

### Standard share codes

Refer to the following table for the share class codes for sections C1, C2, C3 and C4

Share class code	Full title	Share class code	Full title
A	A	PRF	preference
B	B ...etc	CUMP	cumulative preference
EMP	employee's	NCP	non-cumulative preference
FOU	founder's	REDP	redeemable preference
LG	life governor's	NRP	non-redeemable preference
MAN	management	CRP	cumulative redeemable preference
ORD	ordinary	NCRP	non-cumulative redeemable preference
RED	redeemable	PARP	participative preference
SPE	special		

If you are using the standard share class codes you do not need to provide the full title for the shares, just the share class code.

If you are not using the standard share class code, enter a code of no more than 4 letters and then show the full title.

### Sections to complete

Use the table below to identify the sections of this form to complete (please indicate the sections that have been completed). Completion of this table is optional.

	C1 - Cancellation of shares	C2 - Issue of shares	C3 - Change to share structure table	C4 - Change to members register
<b>Issue of shares</b>				
<input type="checkbox"/> Proprietary company	Not required	✓	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	✓	✓	✓
<input type="checkbox"/> if not in response to the Annual company statement	Not required	✓	Not required	Not required
<b>Cancellation of shares</b>				
<input type="checkbox"/> Proprietary company	✓	Not required	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	✓	Not required	✓	✓
<input checked="" type="checkbox"/> if not in response to the Annual company statement	✓	Not required	Not required	Not required
<b>Transfer of shares</b>				
<input type="checkbox"/> Proprietary company	Not required	Not required	Not required	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	Not required	✓
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required
<b>Changes to amounts paid</b>				
<input type="checkbox"/> Proprietary company	Not required	Not required	✓	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	✓	✓
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required
<b>Changes to beneficial ownership</b>				
<input type="checkbox"/> Proprietary company	Not required	Not required	Not required	✓
<input type="checkbox"/> Public company				
<input type="checkbox"/> if in response to the Annual company statement	Not required	Not required	Not required	✓
<input type="checkbox"/> if not in response to the Annual company statement	Not required	Not required	Not required	Not required

To notify ASIC about a division or conversion of a class of shares, you must lodge a form 211 within 28 days of the change occurring.

To notify ASIC about a conversion of shares into larger or smaller numbers, you must lodge a form 2205B within 28 days of the change occurring.

# C1 Cancellation of shares

## Reason for cancellation

Please indicate the reason that shares have been cancelled (select one or more boxes)

Redeemable preference shares — S.254J

Redeemed out of profits

Redeemed out of proceeds of a fresh issue of shares

Capital reduction — S.256A – S.256E

Single shareholder company

Multiple shareholder company. A Form 2560 must be lodged before a capital reduction takes place

Share buy-back. — ss.257H(3)

Minimum holding buy-back by listed company

Other buy-back type. A form 280 or 281 must be lodged at least 14 days, and no more than 1 year before the share buy-back can take place

Forfeited shares — S.258D

Shares returned to a public company — ss.258E(2) & (3)

Under section 651C, 724(2), 737 or 738

Under section 1325A (court order)

Other

Description

Give section reference

## Details of cancelled shares

List the details of shares cancelled in the following table

Share class code      Number of shares cancelled      Amount paid (cash or otherwise)

Share class code	Number of shares cancelled	Amount paid (cash or otherwise)
ORD	1,848,554	\$4,075,765.80

## Earliest date of change

Please indicate the earliest date that any of the above changes occurred.

/   /    
 [D] [D] [M] [M] [Y] [Y]

List details of new share issues in the following table.

Share class code	Number of shares issued	Amount paid per share	Amount unpaid per share

**Earliest date of change**

Please indicate the earliest date that any of the above changes occurred

/   /

[D D] [M M] [Y Y]

If shares were issued for other than cash, were some or all of the shares issued under a written contract?

Yes

if yes, proprietary companies must also lodge a Form 207Z certifying that all stamp duties have been paid. Public companies must also lodge a Form 207Z and either a Form 208 or a copy of the contract.

No

if no, proprietary companies are not required to provide any further documents with this form. Public companies must also lodge a Form 208.

**C3 Change to share structure**

Where a change to the share structure table has occurred (eg. as a result of the issue or cancellation of shares), please show the updated details for the share classes affected. Details of share classes not affected by the change are not required here.

Share class code	Full title if not standard	Total number of shares (current after changes)	Total amount paid on these shares	Total amount unpaid on these shares

**Earliest date of change**

Please indicate the earliest date that any of the above changes occurred

[D D] [M M] [Y Y]  
  /   /

**Lodgement details**

Is this document being lodged to update the Annual Company Statement that was sent to you?

Yes

No

Use this section to notify changes to the register of members for your company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

**The changes apply to**

Please indicate the name and address of the member whose shareholding has changed

Family name  Given names

\_\_\_\_\_

**OR**

Company name

\_\_\_\_\_

ACN/ARBN/ ABN

\_\_\_\_\_

Office, unit, level, or PO Box number

\_\_\_\_\_

Street number and Street name

\_\_\_\_\_

Suburb/City

\_\_\_\_\_

State/Territory

\_\_\_\_\_

Postcode

\_\_\_\_\_

Country (if not Australia)

\_\_\_\_\_

**Earliest date of change**

Please indicate the earliest date that any of the following changes occurred.

Date of change

/   /

[D] [D] [M] [M] [Y] [Y]

**The changes are**

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	*Total \$ paid on these shares	*Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member (y/n)

\* Public companies are not required to provide these details

**Date of entry of member's name in register**  
(New members only)

Date of entry

/   /

[D] [D] [M] [M] [Y] [Y]

Use this section to notify changes to the register of members for your company (changes to the shareholdings of members):

- If there are 20 members or less in a share class, all changes need to be notified
- If there are more than 20 members in a share class, only changes to the top twenty need be notified (s178B)
- If shares are jointly owned, you must also provide names and addresses of all joint owners on a separate sheet (annexure), clearly indicating the share class and with whom the shares are jointly owned

**The changes apply to**

Please indicate the name and address of the member whose shareholding has changed

Family name  Given names

Company name

ACN/ARBN/ ABN

Office, unit, level, or PO Box number

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

**Earliest date of change**

Please indicate the earliest date that any of the following changes occurred.

Date of change

/   /

[D] [D] [M] [M] [Y] [Y]

**The changes are**

Share class code	Shares increased by ... (number)	Shares decreased by ... (number)	Total number now held	*Total \$ paid on these shares	*Total \$ unpaid on these shares	Fully paid (y/n)	Beneficially held (y/n)	Top 20 member (y/n)

\* Public companies are not required to provide these details

**Date of entry of member's name in register**  
(New members only)

Date of entry

/   /

[D] [D] [M] [M] [Y] [Y]



17 December 2004

Australian Securities & Investments Commission  
Attn Mark Egan  
GPO Box 9827  
BRISBANE QLD 4001

Dear Sir

**Notice pursuant to ss 672DA(4) of the Corporations Act ("the Act")**

In accordance with Section 672DA (4) (a) of the Corporations Act 2001, we hereby give notice that our Register of Information about Relevant Interests ("Register"), as required to be maintained by us under section 672DA (2), is held and maintained on our behalf by:

Orient Capital Pty Ltd  
20 Bridge Street  
Sydney NSW 2000  
Tel: 02 9251 2700  
Fax: 02 9251 1299

We request that any enquiries regarding our Register be directed to Orient Capital Pty Ltd.

Yours faithfully

Shaun Driscoll  
Co Company Secretary

cc Orient Capital Pty Ltd



22 December 2004

## Settlement of Tax Office assessments

Village Roadshow Limited announces that the disputed Australian Tax Office adjustments involving alternative assessments of \$101.9 million and \$132.0 million have now been settled with the Commissioner of Taxation. These assessments, which included General Interest Charges, are referred to in the Contingent Liability notes in the Company's 2004 Annual Report.

The settlement terms are confidential, however the Company advises that the settlement will have no material impact on the Company's financial position, net profit after tax for the year ended 30 June 2005 nor a material effect on its forecast cash flows.