

# **OFFER DOCUMENT**

## **1 FOR 4 RENOUNCEABLE RIGHTS OFFER OF ORDINARY SHARES**

**MARCH 2015**



**Group Ltd**

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This offer document is an important document. It explains AWF Group Limited's plans to raise new capital of up to \$14 million through a rights issue and your opportunity to participate. The rights issue detailed in this offer document will give all eligible shareholders the right to acquire 1 additional share for every 4 shares they hold on the rights issue record date (5:00pm on 4 March 2015), at a price of \$2.10 per share. Please take the time to read this offer document carefully, and if necessary seek financial advice from a qualified Authorised Financial Advisor.

# IMPORTANT INFORMATION

## General information

This offer document has been prepared by AWF Group Limited ("AWF") in connection with a pro rata 1 for 4 renounceable rights offer of new ordinary shares ("Offer"). The Offer is made under the exclusion in clause 19 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand). This offer document is not a prospectus, investment statement, disclosure document or product disclosure statement for the purposes of the Securities Act 1978 (New Zealand) or the Financial Markets Conduct Act 2013 (New Zealand) and does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision or about the Offer or AWF.

## Additional Information Available Under Continuous Disclosure

### Obligations

AWF is subject to continuous disclosure obligations under the NZX Main Board Listing Rules. Market releases by AWF including its most recent financial statements, are available at [www.nzx.com](http://www.nzx.com) under stock code AWF.

### Offering Restrictions

The Offer is open only to Eligible Shareholders.

No action has been taken to permit a public offering of the New Shares in any jurisdiction outside New Zealand. The distribution of this offer document in a jurisdiction outside New Zealand may be restricted by law and persons who come into possession of it (including nominees, trustees or custodians) should seek advice on and observe any such restrictions.

No person may subscribe for, purchase, offer, sell, distribute or deliver New Shares, or be in possession of, or distribute to any other person, any offering material or any documents in connection with the New Shares, in any jurisdiction other than in compliance with all applicable laws and regulations. Without limiting the foregoing, this offer document may not be sent into or distributed in the United States of America.

## **No Guarantee**

No guarantee is provided by any person in relation to the New Shares to be issued pursuant to the Offer. Likewise, no warranty is provided with regard to the future performance of AWF or any return on any investments made pursuant to this offer document.

## **Forward Looking Statements**

This offer document contains certain statements that relate to the future. Such forward looking statements are not a guarantee of future performance and involve known and unknown risks, uncertainties, assumptions and other factors, many of which are beyond the control of AWF and which may cause the actual results, performance or achievements of AWF to differ materially from those expressed or implied by such statements. You should not place undue reliance on any forward looking statements contained in this offer document. Under no circumstances should you regard the inclusion of forward looking statements as a representation or warranty by AWF or its officers or directors or any other person with respect to the achievement of the results set out in any such statement, or that underlying assumptions used will in fact be realised.

## **Dividend Policy**

The payment of dividends is at the discretion of the Board. The Board's current policy is to declare a steady lift in dividends (with current annual dividends representing approximately 60 - 65% of underlying earnings after tax). This policy may change from time to time at the discretion of the Board. The New Shares allotted from this Offer will participate alongside Existing Ordinary Shares for any dividends declared by AWF subsequent to their allotment.

## **Use of Funds**

The funds raised will be used to repay bank debt. The reduction of debt will provide AWF with further capital to support the current business as well as providing the balance sheet flexibility to pursue further acquisitions that fit within AWF's growth and innovation strategy as outlined in its 2014 Annual Report (on page 11 of that Annual Report under the heading "Growth and innovation").

## **Decision to Participate in the Offer**

The information in this offer document does not constitute a recommendation to acquire New Shares. It also does not amount to financial product advice. This offer document has been prepared without taking into account the particular needs or circumstances of any Applicant or investor, including their investment objectives, financial and/or tax position.

## **Privacy**

Any personal information provided by Eligible Shareholders on the Entitlement and Acceptance Form will be held by AWF and/or the Registrar at the addresses set out in the Directory. This information will be used for the purposes of administering your investment in AWF. This information will only be disclosed to third parties with your consent or if otherwise required by law. Under the Privacy Act 1993 (New Zealand), you have the right to access and correct any personal information held about you.

## **Enquiries**

Enquiries about the Offer can be directed to an NZX Primary Market Participant, an Authorised Financial Adviser, or your solicitor, accountant or other professional adviser. If you have any questions about the number of New Shares to which you are entitled, or how to complete the Entitlement and Acceptance Form, please contact the Registrar.

# CHAIRMAN'S LETTER

Dear Shareholder,

On behalf of the Board of AWF, I am pleased to invite you to participate in this offer of New Shares via a renounceable rights issue ("Offer"). Upon completion of the Offer, AWF will be in a strong position to pursue further organic growth and to continue exploring opportunities to develop or acquire aligned or adjacent businesses.

In November 2013 AWF acquired the Madison business for approximately \$36 million via bank debt facilities. This successful acquisition has transformed AWF from its roots in blue collar temporary staff recruitment, into a company now able to deliver recruitment, both temporary and permanent, to industry and commerce nationwide. This expansion into the wider recruitment offering was seen by the Board as critical for sustainable growth in the future.

Madison has performed very strongly since acquisition, such that in December 2014 a final earn-out payment of NZ\$6 million was paid to the vendors following the completion of the twelve month period since acquisition in which all performance targets were exceeded.

We intend to raise approximately \$14 million through this Offer. The Offer is fully underwritten by Deutsche Craigs Limited. The funds raised will be used to repay bank debt previously borrowed by the company to finance the acquisition of Madison and provide balance sheet flexibility to pursue future growth initiatives.

Under this Offer, Eligible Shareholders are entitled (but not obliged) to subscribe for 1 New Share for every 4 Existing Shares held as at 5.00pm on 4 March 2015, at a price of \$2.10 per New Share (with entitlements to fractions of a New Share rounded down to the nearest whole number).

Your Rights to subscribe for New Shares under the Offer are renounceable. This means that, if you are an Eligible Shareholder, you may take the following actions:

- take up all or some of your Rights; OR
- sell all or some of your Rights; OR
- take up some of your Rights and sell all or some of the balance; OR
- do nothing with all or some of your Rights.

If you do nothing with your Rights, you will be unable to subscribe for any New Shares to which those Rights relate, or realise any value for your Rights.

This offer document sets out important information about the Offer. Brief descriptions of the key elements of the Offer are contained under the heading "Important Elements of the Offer", and more detailed descriptions are set out under the heading "Terms of the Offer".

Before making your investment decision, I encourage you to read this offer document in full. If you are in doubt as to what you should do, you should consult your financial or other professional adviser or an NZX Primary Market Participant.

Simon Hull, a Director of AWF, personally and on behalf of his family trust has confirmed their intention to take-up part of their entitlement such that Simon and his family trust will collectively retain at least a 50.1% shareholding in AWF. The sale of Rights not taken up will assist with creating additional liquidity in the company's shares.

The other Directors of AWF who hold shares, being Ross Keenan, Ted van Arkel and Mike Huddleston, intend to take up all of their Rights and, where they hold shares jointly with others, to recommend to those other shareholders that the relevant Rights are taken up in full.

The Board wishes to thank you for your continued support of AWF.

Yours faithfully,

Ross B. Keenan  
Chairman

# IMPORTANT ELEMENTS OF THE OFFER

Issuer	AWF Group Limited
The Offer	A pro-rata renounceable rights issue of 1 New Share for every 4 Existing Shares held on the Record Date.
Eligible Shareholder	Shareholders with registered addresses in New Zealand on the Record Date and other Shareholders that AWF is satisfied can participate in the Offer in compliance with all applicable laws.
Rights	<p>The right to subscribe for New Shares under the Offer. Eligible Shareholders have an entitlement to subscribe for 1 New Share for every 4 Existing Shares held on the Record Date (5:00pm, 4 March 2015).</p> <p>Eligible Shareholders <b>may take up some or all or none</b> of their Rights.</p>
Issue price	\$2.10 per New Share.
Offer Size	Maximum amount to be raised under the Offer: Approximately \$14 million.
Oversubscriptions	There is no oversubscription facility for this Offer.
New Shares	Ordinary shares of the same class as, and that rank equally with, Existing Ordinary Shares on the Issue Date.
Shares currently on issue	25,804,503 Ordinary Shares quoted on the NZX Main Board and 831,200 unlisted Restricted Shares.
Maximum number of New Shares being offered	6,658,926 New Shares.
Maximum Shares on completion of the Offer	32,463,429 Shares.
How to apply in the Offer	Application must be made by completing the enclosed Entitlement and Application Form together with payment in New Zealand dollars. See " <b>Actions to be taken by Eligible Shareholders</b> " later in this offer document.

## IMPORTANT DATES

Announcement of the Offer	23 February 2015
Rights trading commences NZX Main Board	2 March 2015
Record Date for determining Entitlements	5:00pm, 4 March 2015
Letters of Entitlement sent to Shareholders	10 March 2015
Opening Date for Offer	11 March 2015
Rights trading ends NZX Main Board	20 March 2015
Closing Date for Offer (last day for receipt of the completed Entitlement and Acceptance Form with payment)	5:00pm, 26 March 2015
Allotment and issue of New Shares under the Offer	31 March 2015
Expected date for quotation of New Shares issued under the Offer	31 March 2015
Expected date for initial dividend after allotment	Late June 2015

These dates are subject to change and are indicative only. AWF reserves the right to amend this timetable (including by extending the Closing Date) subject to applicable laws and rules of the NZX Main Board. AWF reserves the right to withdraw the Offer and the issue of New Shares at any time before the Issue Date in its absolute discretion.

# ACTIONS TO BE TAKEN BY ELIGIBLE SHAREHOLDERS

## Available Actions

If you are an Eligible Shareholder, accompanying this offer document is an Entitlement and Acceptance Form showing the number of Rights you have to subscribe for New Shares under the Offer. You may take one of the following actions in respect of your Rights:

- **accept all** or **part of** your Rights;
- **sell all** or **part** of your Rights;
- **accept part** of your Rights and **sell all** or **part** of the balance; or
- **do nothing** with **all** or **part** of your Rights.

## Important:

- If you do nothing with your Rights before the Closing Date, they will lapse and you will not be able to subscribe for any New Shares under the Offer or realise any other value for your Rights.
- The Offer is pro-rata. If you take up all of your Rights your percentage shareholding in AWF will not reduce but if you do not take up all your Rights, your percentage shareholding will reduce following completion of the Offer. For example, if you hold 100,000 Shares on the Record Date, you will have 25,000 Rights. If you decide not to take up any of your Rights, and all other shareholders do take up their Rights, your percentage interest in AWF will reduce by 0.08% from 0.39% to 0.31%.

## **Accepting Your Entitlement**

Eligible Shareholders who wish to accept all or part of their Rights should return their completed Entitlement and Acceptance Form and deliver it to the Registrar, along with payment of the Issue Price in full by no later than the Closing Date in accordance with the instructions set out in the Entitlement and Acceptance Form.

There is no minimum number of New Shares which you must subscribe for under the Offer. Applicants will not be treated as having offered to purchase a greater number of New Shares other than the number for which payment is made.

## **Selling Your Entitlement**

The Rights are renounceable. This enables Eligible Shareholders who do not wish to accept all or part of their Entitlement to sell those Rights not accepted.

If you wish to sell all or part of your Rights, this can be effected on the NZX Main Board by instructing an NZX Primary Market Participant to sell all or part of the number of Rights specified in the Entitlement and Acceptance Form. You will need to provide your Authorisation Code (FIN) and your Common Shareholder Number (CSN) to the NZX Primary Market Participant who you wish to sell your Rights through. You will be required to pay brokerage in respect of that sale.

Trading of Rights will commence on the NZX Main Board under the code AWFRA on 2 March 2015 and will cease at 5:00pm on 20 March 2015. Your Rights may be sold on the NZX Main Board between these dates, should you choose not to accept your full Entitlement. If you wish to sell your Rights using this method you must do so before close of trading on the NZX Main Board. Renunciations must be lodged with the Registrar, Link Market Services Limited, not later than the Closing Date, 5:00pm on 26 March 2015. Link's details for the return of your Entitlement and Acceptance Form are on the reverse of the Entitlement and Acceptance Form.

## **Accepting Part of Your Entitlement and Selling the Balance**

There is no minimum number of New Shares that you must subscribe for under the Offer. You may accept as many or as few of your Rights as you wish. If you wish to accept part of your Rights and sell the balance, you should:

- instruct an NZX Primary Market Participant to sell the number of Rights you wish to renounce; and
- indicate the number of New Shares you wish to accept in the Entitlement and Acceptance Form and send your completed Entitlement and Acceptance Form, together with the Application Monies for the number of New Shares applied for, directly to the NZX Primary Market Participant through whom you sold your Rights.

If AWF receives, on or before the Closing Date (5:00pm on 26 March 2015) both an acceptance and a renunciation by an Eligible Shareholder in respect of the same Rights, effect will be given to the renunciation in priority to the acceptance.

### **Payment instructions**

Payment instructions are provided in the instructions on the Entitlement and Acceptance Form. Payment can only be made by Direct Debit, Cheque or Bank Draft. Please choose only one payment option.

#### **Option 1:**

If you choose the direct debit option you must **tick the box authorising** the Registrar to direct debit the bank account nominated on the Entitlement and Acceptance Form, on the day the Entitlement and Acceptance Form is received by the Registrar, for the amount applied for on the Entitlement and Acceptance Form. The bank account must be with a New Zealand registered bank. You cannot specify a direct debit date and you must ensure that:

- the bank account details supplied are correct;
- the application funds in the bank account for direct debit are available on the day the Registrar receives the Entitlement and Acceptance Form;
- the person(s) giving the direct debit instruction has/have the authority to operate the account solely/jointly; and
- the bank account you nominated is a transactional account eligible for direct debit transactions. If you are uncertain you should contact your bank.

**You must sign the Entitlement and Acceptance Form** as this is required as authorisation by the banks for the Registrar to process the direct debit.

Should your direct debit fail, your Acceptance will be rejected. If requested, a direct debit authority form will be provided to you by the Registrar. Refer to the contact details on the Entitlement and Acceptance Form.

#### **Option 2:**

By bank draft in New Zealand dollars or a cheque drawn from a New Zealand registered bank and made out in New Zealand dollars. Cheques must be made payable to "AWF Rights Issue", crossed "Not Transferable" and **must not be post dated** as cheques will be banked on the day of receipt. If your cheque is dishonoured AWF may cancel your allotment of Shares and pursue any other remedies available to it at law.

## **Enquiries**

If you have any queries about the number of Rights shown on the Entitlement and Acceptance Form which accompanies this offer document, or how to complete the Entitlement and Acceptance Form, please contact the Registrar at:

Link Market Services Limited  
Level 7, Zurich House  
21 Queen Street  
Auckland 1010  
PO Box 91976  
Auckland 1142  
Telephone +6493755998  
Fax +6493755990  
Email: [applications@Linkmarketservices.co.nz](mailto:applications@Linkmarketservices.co.nz)

# TERMS OF THE OFFER

## 1. The Offer

The Offer is an offer of New Shares in AWF to Eligible Shareholders under a pro-rata renounceable rights issue. Under the Offer, Eligible Shareholders are entitled to subscribe for 1 New Share for every 4 Existing Shares held on the Record Date. Any fractional Entitlements will be rounded down to the nearest Right.

The New Shares are of the same class as, and rank equally with, AWF's Existing Ordinary Shares which are quoted on the NZX Main Board. It is a term of the Offer that AWF will take any necessary steps to ensure that the New Shares are, immediately after the issue, quoted.

The maximum number of New Shares being offered under the Offer is 6,658,926.

## 2. Issue Price

The Issue Price is \$2.10 per New Share. The Issue Price must be paid in full on application with a completed Entitlement and Acceptance Form delivered to the Registrar in accordance with the instructions set out in the Entitlement and Acceptance Form. AWF may (in its discretion) accept late Applications and Application Monies, but has no obligation to do so. AWF may accept or reject (at its discretion) any Entitlement and Acceptance Form which it considers is not completed correctly, and may correct any errors or omissions on any Entitlement and Acceptance Form.

If an Eligible Shareholder fails to accept any New Shares and pay the associated Application Monies by the Closing Date (5:00pm on 26 March 2015), their Rights will lapse.

Application Monies received will be held in a trust account with the Registrar until the corresponding New Shares are allotted or the Application Monies are refunded. Interest earned on the Application Monies will be for the benefit, and remain the property, of AWF and will be retained by AWF whether or not the issue and allotment of New Shares takes place. Any refunds of Application Monies will be made within 5 Business Days of allotment, or, if a decision is made not to proceed with the Offer, within 5 Business Days of the date of that decision.

## 3. Eligibility

The Offer is only open to Eligible Shareholders, being those persons with registered addresses in New Zealand, who are registered as Shareholders at the Record Date, or persons that AWF is satisfied can participate in the Offer in compliance with all applicable laws.

AWF considers that the legal requirements of other jurisdictions in which Shareholders

have a registered address are such that it would be unduly onerous for AWF to make the Offer in those jurisdictions. This decision was made having regard to the small number of shareholders in the overseas jurisdictions; the likelihood of those shareholders electing to participate in the Offer if offered to them; the financial resources of AWF and the costs of complying with overseas legal requirements. However, the Entitlements of all Ineligible Shareholders will be issued to a nominee who will endeavor to sell those Entitlements and the proceeds (less transaction costs of 0.5%) will be paid to those Ineligible Shareholders.

#### **4. Opening and Closing Dates**

The Offer will open for receipt of acceptances on 11 March 2015 (the "**Opening Date**"). The last day for receipt of the completed Acceptance and Entitlement Form with payment is 5:00pm on 26 March 2015 (the "**Closing Date**"), subject to AWF varying those dates in accordance with the Listing Rules.

#### **5. No Oversubscription Facility**

There is no oversubscription facility available. Shareholders who wish to acquire more New Shares than their Entitlement may do so by acquiring Rights from Shareholders who have renounced such Rights.

#### **6. Allotment and Issue of New Shares**

New Shares issued pursuant to the exercise of Entitlements are expected to be allotted and issued by 31 March 2015 (the "**Issue Date**"). Transaction Statements confirming the allotment of your New Shares will be issued and mailed in accordance with the Listing Rules.

#### **7. Terms and Ranking of New Shares**

New Shares allotted and issued will be fully paid and will be the same class as, and rank equally in all respects with, Existing Ordinary Shares on issue that are quoted on the NZX Main Board on the Issue Date. They will give the holder the right to one vote on a resolution at a meeting of shareholders (subject to any restrictions in AWF's constitution or the Listing Rules), the rights to dividends authorised by the Board and the right to a proportionate share in any distribution of surplus assets of AWF on any liquidation.

#### **8. Rights**

If you are an Eligible Shareholder, you are not required to subscribe for all of the New Shares to which you would be entitled under the Offer. You may subscribe for a proportion of your New Shares, sell your Entitlement or allow your Entitlement to lapse. See further details in the section "**ACTIONS TO BE TAKEN BY ELIGIBLE SHAREHOLDERS**".

## **9. Stamping Fee**

A broker stamping fee of 0.5% of application monies on New Shares allotted will be paid to NZX Primary Market Participants who submit a valid claim for a broker stamping fee on successful applications, subject to a maximum fee of \$200 per successful application. The fee will be paid by AWF. AWF reserves the right to decline payment of broker stamping fees where it considers that holdings have been split or otherwise structured to take advantage of the stamping fee arrangements.

## **10. Minimum Amount to be Raised**

There is no minimum amount that must be raised for the Offer to proceed.

## **11. NZX Main Board Quotation**

Application has been made for permission to quote the Rights on the NZX Main Board and all the requirements of NZX relating thereto that can be complied with on or before the date of this offer document have been duly complied with. However, NZX accepts no responsibility for any statement in this offer document.

The New Shares have been accepted for quotation by NZX and will be quoted upon completion of allotment procedures. NZX Main Board is a financial product market operated by NZX, a licensed market operator, under the Financial Markets Conduct Act 2013.

# GLOSSARY

"**Applicant**" means an investor whose application for New Shares has been received by the Registrar prior to the Closing Date.

"**Application Monies**" means money received by AWF from Eligible Shareholders who have applied for New Shares under the Offer.

"**AWF**" means AWF Group Limited (New Zealand Business Number 9429034985854).

"**Board**" means the board of directors of AWF.

"**Business Day**" has the meaning given to that term in the Listing Rules.

"**Closing Date**" means 5:00pm on 26 March 2015.

"**Eligible Shareholders**" means Shareholders of AWF with registered addresses in New Zealand as at the Record Date and other Shareholders that AWF is satisfied can participate in the Offer in compliance with all applicable laws.

"**Entitlement and Acceptance Form**" means the personalised entitlement and acceptance form enclosed in this offer document for Eligible Shareholders.

"**Entitlement**" means the number of Rights to which Eligible Shareholders are entitled.

"**Existing Ordinary Shares**" means Ordinary Shares on issue on the Record Date.

"**Existing Shares**" means Shares on issue on the Record Date.

"**Ineligible Shareholders**" means Shareholders of AWF who are not Eligible Shareholders.

"**Issue Date**" means the date of allotment of the New Shares pursuant to the exercise of Entitlements.

"**Issue Price**" means \$2.10 per New Share.

"**Lead Manager**" means Deutsche Craigs Limited.

"**Listing Rules**" means the listing rules of the NZX Main Board, as amended from time to time and for so long as AWF is listed by NZX.

"**New Share**" means an ordinary share in AWF offered under the Offer of the same class as, and ranking equally in all respects with, AWF's quoted Existing Ordinary Shares at the Issue Date.

"**NZX**" means the NZX Limited.

"**NZX Main Board**" means the main board equity security market operated by NZX.

"**NZX Primary Market Participant**" means any company, firm, organisation, or corporation designated or approved as a Primary Market Participant from time to time by NZX.

"**Offer**" means the offer to subscribe for New Shares to Eligible Shareholders as at the Record Date, pursuant to this offer document.

"**Opening Date**" means 11 March 2015.

"**Ordinary Share**" means one ordinary fully paid share in AWF.

"**Record Date**" means 5:00pm on 4 March 2015.

"**Registrar**" means Link Market Services Limited.

"**Restricted Share**" means one fully paid restricted share in AWF issued pursuant to the rules of the AWF Group Restricted Share Scheme or the AWF Group 2014 Restricted Share Scheme.

"**Right**" means the renounceable right to subscribe for one New Share at the Issue Price, issued pursuant to the Offer.

"**Share**" means one Ordinary Share or one Restricted Share.

"**Shareholder**" means a registered holder of Shares on issue.

"**Unexercised Rights**" means any New Shares attributable to Rights not taken up by the Closing Date, including those of Ineligible Shareholders.

**NOTE:**

- All references to time are to New Zealand time.
- All references to currency are to New Zealand dollars.
- All references to legislation are references to New Zealand legislation unless stated or defined otherwise.

# DIRECTORY

## Enquiries

Enquiries about this Offer should be directed to an NZX Firm or your financial or legal adviser.

## REGISTERED OFFICE

2 Walls Road  
Penrose  
Auckland 1061  
New Zealand

Telephone: +64 9 526 8770  
Facsimile: +64 9 579 0224  
Website: [www.awf.co.nz](http://www.awf.co.nz)

## DIRECTORS

Ross Barry Keenan (Chairman)  
Wynnis Ann Armour  
Julia Cecile Hoare (Independent Director)  
Michael William Huddleston (Chief Executive Officer)  
Simon Alexander Hull (Managing Director)  
Eduard Koert van Arkel (Independent Director)

## LEAD MANAGER & UNDERWRITER

Deutsche Craigs Limited  
Level 36, Vero Centre  
48 Shortland Street  
Auckland 1140  
New Zealand

Telephone: +64 9 919 7400  
Facsimile: +64 9 926 9549

**If you have any queries about the number of Rights shown on the Entitlement and Acceptance Form which accompanies this offer document, or how to complete the Entitlement and Acceptance Form, please contact the Registrar at:**

**THE SHARE REGISTRAR**

Link Market Services Limited  
Level 7, Zurich House  
21 Queen Street  
Auckland 1010

PO BOX 91976  
Auckland 1142  
New Zealand

Telephone: +64 9 375 5998  
Facsimile: +64 9 375 5990  
Email: [applications@linkmarketservices.co.nz](mailto:applications@linkmarketservices.co.nz)

**SOLICITORS**

Russell McVeagh  
Level 30, Vero Centre  
48 Shortland Street  
Auckland 1010

PO Box 8  
Auckland 1140  
New Zealand

Telephone: +64 9 367 8000  
Facsimile: +64 9 367 8163