



McPherson's Limited

ACN 004 068 419

5 Dunlop Road
PO Box 4490
Mulgrave VIC 3170
Australia

Telephone: +61 3 9566 3300
Facsimile: +61 3 9574 9075

26 August 2009

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

McPherson's Limited (ASX Code: MCP)
Despatch of Share Purchase Plan Offer Documents

McPherson's Limited hereby confirms that the enclosed Chairman's Letter, Offer Booklet and Application Form for its fully underwritten Share Purchase Plan announced on 14 August 2009 are being despatched to eligible shareholders today.

Yours faithfully

P.R. BENNETT
Company Secretary



McPherson's Limited

ACN 004 068 419

5 Dunlop Road
PO Box 4490
Mulgrave VIC 3170
Australia

Telephone: +61 3 9566 3300
Facsimile: +61 3 9574 9075

26 August 2009

Dear Fellow Shareholder,

SHARE PURCHASE PLAN

The attached Offer Booklet inviting your participation in a Share Purchase Plan is an opportunity for shareholders to apply for up to \$15,000 worth of additional shares in McPherson's Limited.

The Share Purchase Plan is fully underwritten by LINWAR Securities Limited and will raise up to \$3 million before expenses. McPherson's will scale back applications if the amount applied for exceeds \$3 million.

The Share Purchase Plan follows the completion of a \$12 million placement to institutional, sophisticated and professional investors, at an issue price of \$2.10 per share (**Placement**).

Funds raised from the Share Purchase Plan and the Placement will be used to reduce debt and will substantially strengthen the Company's balance sheet.

Under the Share Purchase Plan, shareholders will be able to purchase additional shares in McPherson's Limited at an issue price of \$2.10 per share, being the price at which the Placement was conducted.

Participation in the Share Purchase Plan is optional and is open to all shareholders in Australia and New Zealand who were registered holders of ordinary shares in McPherson's Limited as at 7.00pm (Melbourne time) on 18 August 2009.

Further details of the Share Purchase Plan are set out in the enclosed Offer Booklet.

The Share Purchase Plan offer opens on Wednesday, 26 August 2009 and ends at 5:00pm (Melbourne time) on Wednesday, 9 September 2009.

I recommend you obtain the advice of your stockbroker or other licensed financial advisor.

I urge you to read the attached documentation carefully and commend the Share Purchase Plan to you.

Yours sincerely

Simon Rowell
Chairman



McPherson's Limited

ACN 004 068 419

Share Purchase Plan Offer

TO RAISE UP TO \$3 MILLION

CLOSING DATE: 5.00pm (Melbourne time) on Wednesday, 9 September 2009

Underwritten by LINWAR Securities Pty Limited

This document is important and requires your immediate attention. Carefully read this Offer Booklet in full and consult your stockbroker, solicitor, accountant, licensed financial adviser or other professional adviser if you are in any doubt as to what to do.

This document is not a prospectus. It does not contain all information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the new shares offered by this document. This Offer Booklet does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder.

If you do not lodge an Application for New Shares by 5.00pm (Melbourne time) on Wednesday, 9 September 2009 you will not be issued New Shares in McPherson's Limited.

Important Information

This Offer Booklet is dated 26 August 2009. The information contained in this Offer Booklet is important and should be read in full.

The SPP Offer is only available for acceptance by Eligible Shareholders. This Offer Booklet does not constitute an offer in any place which, or to any person whom, it would not be lawful to make such an offer. Excluded Shareholders (being Shareholders with their registered addresses outside Australia and New Zealand as at the Record Date), will not be provided with this Offer Booklet and will not be able to participate in the SPP.

No person is authorised to give any information or make any representations in connection with the SPP other than as contained in this Offer Booklet. Any information or representation in connection with the SPP not contained in this Offer Booklet is not, and may not be relied on as having been, authorised by MCP (or any of its officers).

This is an Offer Booklet for an offer of continuously quoted securities (as defined in the Corporations Act) of MCP and has been prepared in accordance with ASIC Class Order 09/425 and the Corporations Act. In broad terms, ASIC Class Order 09/425 relates to share purchase plans by certain listed entities that do not require the provision of a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Booklet is significantly less than that required in a prospectus or other disclosure document. Eligible Shareholders should therefore rely upon their own knowledge of MCP, refer to disclosures made by it to the ASX, and refer to their professional advisers before deciding whether to participate in the SPP.

Eligible Shareholders will receive an Application Form with this Offer Booklet.

Definitions of capitalised terms used in this Offer Booklet appear in the Glossary.

Privacy

MCP collects information about each Applicant provided on an Application for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in MCP.

By submitting an Application, each Applicant agrees that MCP may use the information provided by that Applicant on that Application for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, MCP's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to the ASX and other regulatory authorities.

If you do not provide the information required on the Application, MCP may not be able to accept or process your Application.

An Applicant has a right to gain access to the information that MCP holds about that person subject to certain exemptions under law. Access requests must be made in writing to MCP's registered office.

**McPHERSON'S LIMITED
SHARE PURCHASE PLAN**

Terms of the SPP

On 14 August 2009, MCP announced the completion of a \$12 million placement to institutional, sophisticated and professional investors, at an issue price of \$2.10 per share (**Placement**). At the same time, MCP announced its intention to undertake a fully underwritten share purchase plan (**SPP**) to allow Eligible Shareholders to apply for up to \$15,000 of New Shares, to raise up to \$3 million of additional capital (before expenses).

The funds raised from the SPP and the Placement will be used to reduce debt and substantially strengthen the company's balance sheet.

The SPP is fully underwritten by LINWAR Securities Pty Limited.

This Offer Booklet explains the terms and conditions of the SPP.

1. Key Dates

The key dates of the SPP are as follows:

Record Date	7:00pm (Melbourne time), Tuesday, 18 August 2009
Offer opens	Wednesday, 26 August 2009
Offer closes	5:00pm (Melbourne time), Wednesday, 9 September 2009
Allotment date	Thursday, 17 September 2009
Despatch of holding statements	Wednesday, 23 September 2009

All dates specified in this Offer Booklet are indicative and may be subject to change.

2. Eligibility to Participate

You are eligible to participate in the SPP (**Eligible Shareholders**) if you were a registered holder of fully paid ordinary shares in MCP as at 7:00pm (Melbourne time) on 18 August 2009 (**Record Date**) with a registered address in either Australia or New Zealand.

If you hold MCP Shares on behalf of persons who reside outside Australia or New Zealand or who are "US Persons" (as defined in Regulation S of the Securities Act of 1933 (as amended)) (**US Persons**) or who act for the account or benefit of a US Person, then you are not entitled to participate in the SPP.

Shareholders with registered addresses outside Australia or New Zealand as at the Record Date will also not be eligible to participate in the SPP.

MCP has decided that it is unreasonable to make the SPP Offer to Excluded Shareholders, having regard to the number of Excluded Shareholders, the number and value of New Shares they would be offered, and the costs of complying with the relevant legal and regulatory requirements in those jurisdictions outside Australia and New Zealand.

The SPP Offer is non-renounceable by Eligible Shareholders. This means that you cannot transfer your right to purchase New Shares to any other person.

Participation in the SPP is entirely optional (subject to the eligibility criteria set out above).

3. Offer Price

The offer price per New Share is \$2.10, being the same price at which the Placement was conducted.

No brokerage, commission or other participation costs are payable by you in respect of the acquisition of New Shares under the SPP.

Please note that the market price of MCP Shares may rise or fall between the date of this Offer Booklet and the date when the New Shares are allotted to you. This means that the price you pay per New Share may exceed the price of MCP Shares at the time the New Shares are allotted to you. Accordingly, you should seek your own independent financial advice in relation to this Offer Booklet and your participation in the SPP.

4. Participation by Eligible Shareholders

The SPP Offer must comply with the subscription limit prescribed in ASIC Class Order 09/425. Under that class order, Eligible Shareholders may only acquire a maximum of \$15,000 worth of MCP Shares under a share purchase plan in any 12-month period.

MCP has not undertaken any other share purchase plan in the previous 12-month period.

In addition, MCP has been granted waivers by the ASX of Listing Rules 7.1 and 10.11 to the extent necessary to enable the SPP to be conducted as described in this Offer Booklet.

Accordingly, each Eligible Shareholder may participate in the SPP in \$1,000 increments from a minimum of \$1,000 up to a maximum of \$15,000 (subject to scale back).

The following table sets out how the \$15,000 subscription limit will be applied:

If you receive more than one offer under the SPP.	You may only apply for up to a maximum amount of \$15,000 of New Shares.
If you are recorded with one or more other persons as joint holder of MCP Shares.	A joint holding is considered to be a single registered holding for the purpose of the SPP. Joint holders are only entitled to participate in the SPP in respect of that single holding. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, the joint holders may only apply for one maximum amount of \$15,000 of New Shares.
If you hold MCP Shares as a custodian or nominee for one or more beneficiaries.	<i>“Custodians” as defined in ASIC Class Order 09/425</i> If you: - hold an Australian financial services licence that: - covers the provision of a “custodial or depository service” (as defined in section 766E of the Corporations Act); or - includes a condition requiring the holder to comply with ASIC Class Order 02/294; or - are exempt under: - paragraph 7.6.01(1)(k) of the Corporations Regulations 2001; or - under ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184, from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service, then you may apply for a maximum amount of \$15,000 of New Shares for each participating beneficiary, provided that you complete the Application Form and a Custodian Certificate, and submit them together with the Application Payment to the Share Registry before the Closing Date. Please contact the Share Registry to obtain the form of the Custodian Certificate which you are required to submit. <i>All other custodians and nominees</i> If you hold MCP Shares as a trustee or nominee for another person, but are not a “Custodian” as defined in ASIC Class Order 09/425, you cannot participate for beneficiaries in the manner described above. You may only apply for up to a maximum amount of \$15,000 of New Shares, regardless of the number of participating beneficiaries.

The SPP will be capped at \$3 million. MCP reserves the right to scale back Applications in any of the following circumstances:

- a) if total demand exceeds \$3 million; or
- b) if a Shareholder's Application Payment exceeds \$15,000; or
- c) if a Shareholder's Application Payment is less than \$1,000; or
- d) if a Shareholder's Application Payment is between \$1,000 and \$15,000, but is not a multiple of \$1,000.

If total demand exceeds \$3 million, MCP will scale back Applications substantially on a pro rata basis, based on the number of New Shares Shareholders have applied for respectively, subject to such adjustments as the MCP Board determines appropriate.

If an Application is scaled back, any difference between the Application Payment and the issue price of the New Shares allotted to you will be refunded by MCP, without interest, following allotment of New Shares.

5. Applying for New Shares

If you wish to apply for New Shares under the SPP, please do one of the following:

a) Payments by Cheque

If you wish to make Application Payment by cheque, please complete the Application Form in accordance with the instructions set out on that form.

All Application Forms must be accompanied by payment in full of the issue price of \$2.10 per New Share applied for.

Payments will only be accepted in Australian currency and as follows:

- Bank cheque drawn on and payable at any Australian bank; or
- Personal cheque drawn on and payable at any Australian bank.

Cheques or bank cheques should be made payable to **McPherson's SPP A/C** and crossed "Not Negotiable". Applicants must not forward cash. Receipts for Application Payments will not be issued.

If you are a "custodian" as defined in ASIC Class Order 09/425, you must also submit a Custodian Certificate with your Application Form and Application Payment.

b) Payments by BPay

If you wish to make Application Payment by BPay, please make a BPay payment using the personalised reference number shown on your Application Form. If you make payment using BPay you do not need to return your Application Form to the Share Registry.

Your Application Payment must be received by the Share Registry by 5.00pm (Melbourne time) on the Closing Date. You should contact your financial institution to confirm that you are able to make a payment utilising BPay.

All Applications must reach the Share Registry by 5.00pm (Melbourne time) on Wednesday, 9 September 2009 (**Closing Date**). MCP reserves the right to extend the Closing Date.

By making an Application to purchase New Shares under the SPP:

- a) you warrant that you are an Eligible Shareholder;
- b) you certify that the total of the application price for New Shares and any other MCP Shares issued to you pursuant to a purchase plan in the preceding 12 months, whether the subject of your Application or the subject of any other application made by you, on your behalf (by a Custodian or otherwise) or in conjunction with any other person, does not exceed \$15,000;

- c) you authorise MCP and the Share Registry (and their officers, employees or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- d) you accept the risk associated with any refund of your Application Payment that may be paid to you by direct credit or cheque to your address shown on MCP's members register; and
- e) you irrevocably and unconditionally agree to be bound by the Terms of the SPP and MCP's constitution.

(Please note that MCP has not undertaken any other share purchase plan in the previous 12-month period.)

MCP reserves the right to reject any Application which it believes does not comply with the Terms of the SPP.

6. Allotment of New Shares

New Shares are expected to be allotted on Thursday, 17 September 2009 and MCP will apply for those New Shares to be listed for quotation on ASX.

MCP expects to dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP on Wednesday, 23 September 2009.

All New Shares issued under the SPP will rank equally with existing MCP Shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing MCP Shares

7. Underwriting

The SPP is fully underwritten by LINWAR Securities Pty Limited. The Underwriter will subscribe, or procure any sub-underwriters to subscribe, for any Shortfall under the SPP. The minimum amount to be received by MCP pursuant to the SPP will accordingly be \$3 million.

Pursuant to the Underwriting Agreement between MCP and the Underwriter dated 18 August 2009, MCP will pay the Underwriter an underwriting commission equal to 4% of the amount it underwrites under the SPP. The Underwriter has the right to terminate the Underwriting Agreement on the occurrence of certain events.

8. Disputes

The MCP Board may settle, in any manner it thinks fit, any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any Shareholder, Applicant or Application. The decision of the MCP Board will be conclusive and binding on all persons to whom the determination relates. MCP reserves the right to waive strict compliance with or vary any provision of the Terms of the SPP, or to vary, suspend or terminate the SPP at any time without notice.

9. Governing Law

This offer is governed by the law in force in Victoria, Australia. By accepting the SPP Offer, you submit to the non-exclusive jurisdiction of the courts of Victoria, Australia.

10. Enquiries

For all enquiries regarding the SPP, your holding of MCP Shares, change of address or other registry matters, please contact Computershare Investor Services on 1300 023 956 (for callers within Australia) and +61 3 9415 4876 (for callers outside Australia).

**McPHERSON'S LIMITED
SHARE PURCHASE PLAN**

Glossary

A capitalised term used in this Offer Booklet has the meaning specified below:

\$	Australian dollars.
Applicant	An Eligible Shareholder who returns an Application.
Application	An application for New Shares under the SPP.
Application Form	The application form attached to this Offer Booklet.
Application Payment	The payment of the issue price under the SPP (ie, \$2.10 per New Share) submitted by an Applicant for the purposes of making an Application.
ASX	ASX Limited (ABN 98 008 624 691).
ASX Listing Rules	The official Listing Rules of ASX.
Closing Date	5:00pm on Wednesday, 9 September 2009 (unless varied).
Corporations Act	<i>Corporations Act (2001) (Cth)</i> as amended from time to time.
Custodian Certificate	A certificate required to be submitted by a custodian together with an Application in accordance with this Offer Letter.
Directors	The directors of MCP.
Eligible Shareholder	A Shareholder who is eligible to participate in the SPP as specified in this Offer Booklet.
Excluded Shareholders	Shareholders other than Eligible Shareholders.
MCP	McPherson's Limited (ABN 98 004 068 419).
MCP Board	The board of Directors.
MCP Shares	Ordinary shares in the capital of MCP.
New Shares	The MCP Shares to be issued pursuant to the Letter of Offer.
Offer Booklet	This offer booklet under which the Offer is being made.
Record Date	7:00pm (Melbourne time) on Tuesday, 18 August 2009.
Share Registry	Computershare Investor Services Pty Limited (ACN ACN 078 279 277).
Shareholder	A holder of MCP Shares.
Shortfall	Those New Shares not allotted to any Applicant.
SPP	The share purchase plan being conducted by MCP as described in this Offer Booklet.
SPP Offer	The offer of New Shares pursuant to the SPP.
Terms of the SPP	The terms and conditions set out in this Offer Booklet, including any modifications made by MCP.
Underwriter	LINWAR Securities Pty Limited (ABN 91 103 183 606).
Underwriting Agreement	Underwriting Agreement between MCP and the Underwriter.

**McPHERSON'S LIMITED
SHARE PURCHASE PLAN**

Corporate Directory

Directors

Mr Simon Rowell (Chairman, Non-Executive Director)
Mr David Allman (Managing Director, CEO)
Mr Peter Landos (Non-Executive Director)
Mr John Clifford (Non-Executive Director)

Company Secretary

Mr Philip Bennett

Registered Office

5 Dunlop Road
Mulgrave VIC 3170
Australia

Legal Advisers

Thomson Playford Cutlers
Level 25, Australia Square Tower
264 George Street
Sydney NSW 2000
Australia

Share Registry

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford VIC 3067
Australia
1300 023 956 (for callers within Australia)
+61 3 9415 4876 (for callers outside Australia)

How to accept the Share Purchase Plan

Payment Details

You can apply for shares by utilising the payment options detailed below. There is no requirement to return the slip below if you are paying by BPAY®.

Your cheque, bank draft or money order payable to **"McPherson's SPP A/C"** in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided. Please note that funds are unable to be directly debited from your bank account.

If paying by cheque, return the slip below and your cheque, bank draft or money order in the envelope provided.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the slip below where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.

By making your payment using either BPAY® or by cheque, bank draft or money order, you confirm that you agree to all of the Terms of the SPP and you warrant that you are an Eligible Shareholder.

Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding the slip below.

Lodgement of Application

If you are applying for New Shares and your payment is being made by BPAY®, you do not need to return the slip below. Your payment must be received by no later than 5.00pm (AEST) on 9 September 2009. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order, the slip below must be received by Computershare Investor Services Pty Limited (CIS) Melbourne by no later than 5.00pm (AEST) on 9 September 2009. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for Eligible Shareholders in Australia. Eligible Shareholders in New Zealand will need to affix the appropriate postage. Return the slip below with cheque, bank draft or money order attached.

Neither CIS nor MCP accepts any responsibility if you lodge the slip below at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications.

You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 023 956 (within Australia) or +61 3 9415 4876 (outside Australia).

This form may not be used to notify your change of address. For information, please contact CIS on 1300 850 505 or visit www.computershare.com (certificated/issuer sponsored holders only).

CHESS holders must contact their Controlling Participant to notify a change of address

Payment Options:



Biller Code: 123456

Ref No: 1234 5678 9012 3456 78

Telephone & Internet Banking – BPAY

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au



McPherson's Limited
c/o Computershare Investor
Services Pty Limited
GPO Box 505
Melbourne, Victoria 3001
AUSTRALIA



Entitlement Number: <xxxxxxxxxx>

SAMPLE CUSTOMER
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN TAS 7000

B
P
R
S

P
C
M

100583_00VGV/C

