

BY FAX

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7 September 2009

Dear Sir/Madam

**Prime Media Broadcasting Services Pty Ltd off-market takeover of
Broadcast Production Services Limited**

We act for Prime Media Broadcasting Services Pty Ltd ACN 123 563 495
(**Prime**), a wholly owned subsidiary of Prime Media Group Limited ABN 97 000
764 867 (**Prime Media**).

Our reference
WJK 02-1432-6824

Partner
Bill Koeck
T 61 2 9258 5727
bill.koeck@blakedawson.com

On behalf of Prime we **attach** copies of the following documents:

- a second supplementary bidder's statement in accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth) (**Act**);
- a notice of variation which varies Prime's takeover offer dated 28 October 2008 in accordance with section 650D(1) of the Act;
- a notice of automatic extension of the Prime Offer period in accordance with section 624(2) of the Act; and
- Prime Media's notification of relevant interest as required by ASX Listing Rule 3.2.

Yours faithfully

BLAKE DAWSON



PRIME

SECOND SUPPLEMENTARY STATEMENT BY PRIME MEDIA BROADCASTING SERVICES PTY LIMITED ACN 123 563 495

This statement is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) and is dated 7 September 2009. It is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) issued by Prime Media Broadcasting Services Pty Limited (**Prime**), a wholly owned subsidiary of Prime Media Group Limited (**Prime Media**), in relation to its off-market takeover offer for all the ordinary shares in Broadcast Production Services Limited (**BPSL**)(**Prime Offer**).

This Second Supplementary Bidder's Statement supplements, and is to be read together with, Prime's bidder's statement dated 24 October 2008 (**Original Bidder's Statement**) and Prime's first supplementary bidder's statement dated 21 November 2008 (**First Supplementary Bidder's Statement**) in relation to the Prime Offer.

Important notices

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC and sent to BPSL on 7 September 2009. Neither ASIC nor any of its officers take any responsibility as to the contents of this Second Supplementary Bidder's Statement.

Defined terms

Unless the context otherwise requires, terms defined in the Original Bidder's Statement have the same meaning when used in this Second Supplementary Bidder's Statement. Section 12.2 of the Original Bidder's Statement also applies in the interpretation of this Second Supplementary Bidder's Statement.

Prime Offer Information Line

For information regarding your BPSL Shares, the Prime Offer or how to accept the Prime Offer please read the Original Bidder's Statement, the First Supplementary Bidder's Statement and this Second Supplementary Bidder's Statement. If you still need assistance please contact the Prime Offer Information Line on:

For Australian callers: 1800 770 850 (toll free)

For International callers: +61 2 8280 7714

The Prime Offer Information Line is available Monday to Friday between 8.30am and 5.30pm (Sydney time).

SECOND SUPPLEMENTARY BIDDER'S STATEMENT**INCREASE OF PRIME SHARE OFFER RATIO**

On 7 September 2009, Prime announced that it varies the Offers made under its off market takeover bid for all ordinary shares in BPSL by increasing the share offer ratio of 0.257 New Prime Media Shares per BPSL Share to 0.35 New Prime Media Shares per BPSL Share (**Revised Offer**).

Annexed to this Second Supplementary Bidder's Statement is a notice under section 650D of the Corporations Act which formally varies the terms of the Offer.

AUTOMATIC EXTENSION OF OFFER PERIOD

As a result of increasing the Prime share offer ratio, the Offer Period is automatically extended under the Corporations Act for 14 days and is now scheduled to close at 7.00pm (Sydney time) on 21 September 2009 (unless further extended).

Annexed to this Second Supplementary Bidder's Statement is a copy of the notice of extension of the Offer Period under section 624(2) of the Corporations Act.

DATED 7 September 2009

SIGNED for and on behalf of Prime Media Broadcasting Services Pty Limited by Peter Evans being a director of Prime Media Broadcasting Services Pty Limited who is authorised to sign by a resolution unanimously passed at a meeting of the directors of Prime Media Broadcasting Services Pty Limited.



Director

PRIME MEDIA BROADCASTING SERVICES PTY LIMITED

**NOTICE OF VARIATION OF TAKEOVER OFFER
FOR BID CLASS SECURITIES IN BROADCAST PRODUCTION SERVICES LIMITED**

TO: Australian Securities and Investments Commission (**ASIC**)
Broadcast Production Services Limited (ABN 32 000 713 422)(**BPSL**)
Each person to whom offers were made under the takeover bid by Prime Media
Broadcasting Services Pty Limited (ACN 123 563 495)(**Prime**) for BPSL

VARIATION OF OFFER

By this notice Prime **VARIES** its offers dated 28 October 2008 (**Prime Offer**) for all ordinary shares in BPSL which is contained in its bidder's statement dated 24 October 2008 as supplemented and varied (**Bidder's Statement**) by:

- (a) increasing the number of securities offered under the Prime Offer so that each BPSL Shareholder who accepts the Prime Offer will receive 0.35 New Prime Media Shares for each BPSL Share; and
- (b) substituting the number "0.35" for 0.257 in the Bidder's Statement:
 - (i) on the cover page;
 - (ii) in section 11.1(c) of the Bidder's Statement; and
 - (iii) in all other places in the Bidder's Statement where the number "0.257" appears in describing the number of New Prime Media Shares which will be received by a BPSL Shareholder for each BPSL Share accepted into the Prime Offer.

Unless the context requires otherwise, defined terms in this notice have the same meanings as in Bidder's Statement.

Lodgement with ASIC

A copy of this notice was lodged with the Australian Securities and Investments Commission (**ASIC**) on 7 September 2009. ASIC takes no responsibility for the contents of the notice.

DATED 7 September 2009

SIGNED on behalf of Prime Media Broadcasting Services Pty Limited by Peter Evans being a director of Prime Media Broadcasting Services Pty Limited who is authorised to so sign by a unanimous resolution passed at a meeting of the directors of Prime Media Broadcasting Services Pty Limited.



.....
Director
Peter Evans

**NOTICE UNDER SECTION 624(2)
OF THE CORPORATIONS ACT 2001 (Cth)**

TO: Broadcast Production Services Pty Limited ACN 000 713 422 (**BPSL**)

AND TO: the holders of fully paid ordinary shares in BPSL (**Target Shares**) who have not yet accepted the offers for Target Shares under Prime Media Broadcasting Services Pty Limited's (**Prime**) takeover bid for Target Shares.

ASX Limited

Australian Securities & Investments Commission (**ASIC**)

Extension of offer period

As a result of a variation of the offers to improve the consideration offered on 7 September 2009 (so that Prime is now offering 0.35 New Prime Media Shares), the Offer Period is automatically extended so that it ends 14 days after that date. Accordingly, the Offer Period now ends at 7.00pm (Sydney time) on 21 September 2009 (unless extended).

A copy of this notice was lodge with ASIC on 7 September 2009. ASIC takes no responsibility for the contents of this notice.

Unless the context requires otherwise, defined terms in this notice have the same meanings as in the Prime bidder's statement dated 24 October 2008.

Lodgement with ASIC

A copy of this notice was lodged with the Australian Securities and Investments Commission (**ASIC**) on 7 September 2009. ASIC takes no responsibility for the contents of the notice.

DATED 7 September 2009

SIGNED on behalf of Prime Media Broadcasting Services Pty Limited by Peter Evans being a director of Prime Media Broadcasting Services Pty Limited who is authorised to so sign by a unanimous resolution passed at a meeting of the directors of Prime Media Broadcasting Services Pty Limited.



.....
Director
Peter Evans

PRIME MEDIA GROUP LIMITED**COMPANY NOTICE - ASX LISTING RULE 3.2
EXTENSION OF OFFER PERIOD AND NOTIFICATION OF RELEVANT INTERESTS****TO: ASX Limited (ASX)**

Prime Media Broadcasting Services Limited (**Prime**) (a wholly owned subsidiary of Prime Media Group Limited (**Prime Media**)) has extended the offer period for its takeover offer dated 28 October 2008 (which is contained in Prime's bidder's statement dated 24 October 2008) for all the ordinary shares in Broadcast Production Services Limited (**BPSL**).

The offer period has been extended and will now close at 7.00pm (Sydney time) on 21 September 2009.

Prime Media gives notice under ASX Listing Rule 3.2 that:

- (a) Prime Media (and its associates) had a relevant interest in 76.04% of BPSL shares when the offer was first made;
- (b) as at 10.00am on the date of the extension, Prime Media (and its associates) had a relevant interest in 77.38% of BPSL shares.

DATED 7 September 2009

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Peter Evans
Director