

BY FAX

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Dear Sir/Madam

24 September 2009

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

Our reference
WJK 02-1432-6824

We act for Prime Media Broadcasting Services Pty Ltd (**Prime**), a wholly owned subsidiary of Prime Media Group Limited (**Prime Media**), in relation to its off-market takeover for all ordinary shares in Broadcast Production Services Limited (**BPSL**).

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

On behalf of Prime we **attach**:

- (a) an announcement from Prime in relation to commencement of compulsory acquisition;
- (b) a letter to remaining BPSL shareholders in relation to commencement of compulsory acquisition (**Letter**); and
- (c) a copy of ASIC Form 6021, *Notice of compulsory acquisition following takeover bid*, as required by paragraph 661B(1)(d) of the *Corporations Act 2001 (Cth)* (**Notice**).

The Notice was today lodged with the Australian Securities and Investments Commission. The Letter and Notice will be sent today to all remaining shareholders of BPSL.

Yours faithfully



BLAKE DAWSON

PRIME**PRIME MEDIA GROUP LIMITED**

ABN 97 000 764 867

363 Antill Street, Watson, ACT, 2602

24 September 2009

Prime commences compulsory acquisition of outstanding BPSL shares

The takeover offer made by 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**), for all ordinary shares in Broadcast Production Services Limited (**BPSL**) closed at 7.00pm (Sydney time) on Monday 21 September 2009.

Prime today gave notice to the Australian Securities and Investments Commission and Australian Securities Exchange (**ASX**) that Prime will proceed with compulsory acquisition of the remaining BPSL shares. Prime will ask the BPSL Board to proceed with the de-listing of BPSL from the ASX.

Prime has today despatched the attached letter and formal compulsory acquisition notice to all remaining BPSL shareholders.

After the despatch of a formal notice under section 661B(1)(c) of the *Corporations Act 2001 (Cth)*, BPSL will liaise with the ASX in relation to the suspension of BPSL shares from quotation on the ASX, pending de-listing of the company.

Yours faithfully



Peter Evans
Chairman

PRIME**PRIME MEDIA GROUP LIMITED**

ABN 97 000 764 867

363 Antill Street, Watson, ACT, 2602

24 September 2009

Dear BPSL Shareholder,

Compulsory acquisition of outstanding ordinary shares in Broadcast Production Services Limited (BPSL)

As set out in its bidder's statement dated 24 October 2008, Prime Media Broadcasting Services Pty Ltd (**Prime**), a wholly owned subsidiary of Prime Media Group Limited (**Prime Media**), made a takeover bid for all fully paid ordinary shares in BPSL (**Prime Offer**).

The Prime Offer closed at 7:00pm (Sydney time) on 21 September 2009.

As at 21 September 2009, Prime (and its associates) had a relevant interest in more than 90% of the shares in BPSL.

Prime has decided to exercise its rights under section 661A of the *Corporations Act 2001 (Cth)* (**Act**) to proceed with the compulsory acquisition of the remaining BPSL shares.

According to BPSL's share registry, you hold BPSL shares and have not yet accepted the Prime Offer. You will find the formal notice (ASIC Form 6021: *Notice of compulsory acquisition following takeover bid*) **enclosed** with this letter which Prime is required to give you under the Act. This sets out the compulsory acquisition procedure and your rights.

The compulsory acquisition of your BPSL Shares will be on the same terms of the Prime Offer (that is, you will be entitled to receive 0.35 New Prime Media Shares as consideration for each BPSL share that you hold).

Subject to the completion of the compulsory acquisition procedures, the consideration for the acquisition of your BPSL Shares will be held in trust by BPSL pending your instructions as to how it is to be dealt with.

Please note that you do not need to sign or return the enclosed Notice. In due course BPSL will send you a letter which will set out details of how to claim the scrip consideration payable to you upon compulsory acquisition of your BPSL shares.

If you have any questions or require assistance please call Robert Reeve, Company Secretary and General Counsel on telephone +61 2 8425 1100.

Yours faithfully



Peter Evans
Chairman

6021 page 1/1 15 July 2001

ASIC registered agent number 139
lodging party or agent name Blake Dawson - Crystal Antica
office, level, building name or PO Box no Locked Bag No 6 Grosvenor Place
street number & name
suburb/city SYDNEY state/territory NSW postcode 2000
telephone 61 2 9258 6000
facsimile 61 2 9258 6999
DX number DX355 suburb/city SYDNEY
Ref

	ASS. <input type="checkbox"/> REQ-A <input type="checkbox"/> CASH. <input type="checkbox"/> REQ-P <input type="checkbox"/> PROC <input type="checkbox"/>
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Australian Securities & Investments Commission

form **6021**

Notice of
**compulsory acquisition
following takeover bid**

Corporations Act 2001
661B(1)(a)

To The shareholder whose name and address appears on the letter accompanying this notice.
Securities of Broadcast Production Services Limited ACN 000 713 422 (the Company)

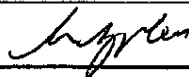
- Under an Off Market Bid offers were made by Prime Media Broadcasting Services Pty Limited (ACN 123 563 495) (the Bidder) in respect of the acquisition of all of the ordinary shares in the Company. The offers closed at 7.00pm (Sydney time) 21 September 2009.
- You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer.
- The Bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 (the Act) that the Bidder has become entitled pursuant to subsection 661A(1) of the Act to compulsorily acquire your securities and desires to acquire those securities.
- Under section 661D of the Act, you have the right, by notice in writing given to the Bidder within one month after this notice is lodged with ASIC, to ask the Bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.
- Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.
- The Bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before the end of the offer period.
- Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 5 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the Bidder must comply with paragraph 6 of this notice.

Signature

print name Warwick Syphers

capacity Director

sign here



date 24/9/09