

Appendix 1A

ASX Listing application and agreement

This form is for use by an entity seeking admission to the official list as an ASX Listing (for classification as an ASX Debt Listing use Appendix 1B, and for classification as an ASX Foreign Exempt Listing use Appendix 1C). The form is in 3 parts:

1. Application for admission to the official list;
2. Information to be completed; and
3. Agreement to be completed.

Information and documents (including this appendix) given to ASX in support of an application become ASX's property and may be made public. This may be prior to admission of the entity and quotation of its securities. Publication does not mean that the entity will be admitted or that its securities will be quoted.

Introduced 1/7/96. Origin. Appendix 1. Amended 1/7/97, 1/7/98, 1/9/99, 13/3/2000, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005

Part 1 – Application for admission to the official list

Name of entity

ACN

Emeco Holdings Limited

112 188 815

We (the entity) apply for admission to the official list of Australian Stock Exchange Limited (ASX) and for quotation of securities.

Part 2 – Information to be completed

About the entity

You must complete the relevant sections (attach sheets if there is not enough space).

All entities

1 Deleted 30/9/2001

2 Main class of securities

Number	Class
Approximately 585,200,000 to 613,100,000	Ordinary shares The number of shares to be issued will be subject to the determination of the final price for the shares.
Number to be quoted	Class
Nil	N/A
Number not to be quoted	
6,400,000	Options over ordinary shares to be issued to certain Directors (Director Options) will not be quoted. Refer Prospectus – Section 11.7.3

4 Telephone number, postal address for all correspondence, general fax number, fax number for *company announcements office to confirm release of information to the market, and e-mail address for contact purposes.	Postal address: 10 Ord Street West Perth WA 6005 Telephone: 08 9420 0222 General fax: 08 9321 1366 Email: 'Michael.Kirkpatrick@emecoequipmen t.com' (this is the ASX Liaison Officer)
5 Address of principal *security registries for each *class of *security (including *CDIs)	Link Market Services Limited Locked Bay A14 Sydney South, NSW 235
6 Annual balance date	30 June

Companies only

(Other entities go to 19)

7 Name and title of chief executive officer / managing director	Laurie Freedman Managing Director
8 Name and title of chairperson of directors	Greg Minton Chairman
9 Names of all directors	Greg Minton Laurie Freedman Robin Adair Alec Brennan Stuart Fitton Paul McCullagh
10 Duration of appointment of directors (if not subject to retirement by rotation) and details of any entitlement to participate in profits	All subject to rotation in accordance with Listing Rule 14.4, other than the Managing Director. No entitlement to participate in profits except to the extent that a Director holds shares in the Company and dividends are paid on those shares. Laurie Freedman and Robin Adair are entitled to bonuses as executive directors, as referred to in Section 6.3 of the Prospectus.
11 Name and title of company secretary	Michael Kirkpatrick – Legal Counsel and Company Secretary

12	Place of incorporation	Victoria
13	Date of incorporation	14 December 2004
14	Legislation under which incorporated	Corporations Act 2001
15	Address of registered office in Australia	10 Ord Street West Perth WA 6005
16	Month in which annual meeting is usually held	November
17	Months in which dividends are usually paid (or are intended to be paid)	It is intended that dividends will be paid in March (interim) and October (final)
18	If the entity is a foreign company which has a certificated subregister for quoted securities, the location of Australian security registers	N/A
18A	If the entity is a foreign company, the name and address of the entity's Australian agent for service of process	N/A

(Companies now go to 31)

All entities except companies

Items 19 to 30A not applicable.

About the entity

All entities

Tick to indicate you are providing the information or documents

Where is the information or document to be found? (eg, prospectus cross reference)

31	<input checked="" type="checkbox"/>	Evidence of compliance with 20 cent minimum issue price or sale price, and spread requirements	Prospectus – Refer Section 3.2 (issue and sale price will be between A\$2.10 and A\$2.50 per share). Evidence of spread requirements to be provided prior to listing.
32	<input checked="" type="checkbox"/>	Prospectus, Product Disclosure Statement or information memorandum relevant to the application (250 copies)	Prospectus dated 26 June 2006 enclosed (Annexure 1). Copies to be provided shortly.
33	<input type="checkbox"/>	Cheque for fees	We estimate based on the top of the range that fees payable are \$358,449 exclusive of GST. Please refer to the covering correspondence. Once confirmed by ASX, we will arrange for a cheque to be drawn and forwarded.
34	<input checked="" type="checkbox"/>	Type of subregisters the entity will operate Example: CHESS and certificated subregisters	CHESS and issuer sponsored.
35	<input checked="" type="checkbox"/>	Copies of any contracts referred to in the prospectus, Product Disclosure Statement or information memorandum (including any underwriting agreement)	The following contracts are enclosed (Annexure 2): <ul style="list-style-type: none"> • Offer Management Agreement • Amended and restated Senior Subscription Facility Agreement • Asset Purchase Agreement dated 13 June, 2006, used to acquire Bevan's Telecommunications & Mining Each agreement is summarised at Section 11.9 in the Prospectus
36	<input type="checkbox"/>	A certified copy of any restriction agreement entered into in relation to restricted securities	N/A
37	<input type="checkbox"/>	If there are restricted securities, undertaking issued by any bank or recognised trustee	N/A
38	<input checked="" type="checkbox"/>	(Companies only) - certificate of incorporation or other evidence of status (including any change of name)	Copy of certificate of incorporation (Annexure 3).

39	<input type="checkbox"/>	(All entities except companies) - certificate of registration or other evidence of status (including change of name)	N/A
			Where is the information or document to be found? (eg, prospectus cross reference)
40	<input checked="" type="checkbox"/>	Copy of the entity's constitution (eg, if a company, the memorandum and articles of association)	Enclosed (Annexure 4).
41	<input type="checkbox"/>	Completed checklist that the constitution complies with the listing rules (copy of articles checklist is available from any Companies Department)	Constitution contains the provisions of Appendix 15A (see clause 1.7).
42	<input checked="" type="checkbox"/>	A brief history of the entity or, if applicable, the group	Refer Prospectus - Section 5.2 & 7.2.
42A	<input checked="" type="checkbox"/>	Copy of agreement with ASX that documents may be given to ASX and authenticated electronically.	Enclosed at Annexure 9.

About the securities to be quoted

All entities

43	<input checked="" type="checkbox"/>	Confirmation that the securities to be quoted are eligible to be quoted under the listing rules	Securities to be quoted are fully paid ordinary shares in the Company.
44	<input checked="" type="checkbox"/>	Voting rights of securities to be quoted	Refer Prospectus - Section 11.3.
45	<input checked="" type="checkbox"/>	A specimen certificate/holding statement for each class of securities to be quoted and a specimen holding statement for CDIs	Enclosed (Annexure 5).
46	<input checked="" type="checkbox"/>	Terms of the securities to be quoted	Fully paid ordinary shares. Refer Prospectus - Section 11.3.
47	<input type="checkbox"/>	A statement setting out the names of the 20 largest holders in each class of securities to be quoted, and the number and percentage of each class of securities held by those holders	To be provided prior to listing.
48	<input type="checkbox"/>	A distribution schedule of each class of equity securities to be quoted, setting out the number of holders in the categories – 1 – 1,000 1,001 – 5,000 5,001 – 10,000 10,001 – 100,000 100,001 and over	To be provided prior to listing.

Where is the information or document to be found? (eg, prospectus cross reference)

- | | | | |
|----|--------------------------|--|----------------------------------|
| 49 | <input type="checkbox"/> | The number of holders of a parcel of securities with a value of more than \$2,000, based on the issue/sale price | To be provided prior to listing. |
| 50 | <input type="checkbox"/> | Terms of any debt securities and convertible debt securities | N/A |
| 51 | <input type="checkbox"/> | Trust deed for any debt securities and convertible debt securities | N/A |
| 52 | <input type="checkbox"/> | Deleted 24/10/2005. | |

All entities with classified assets

(Other entities go to 62)

Items 53 to 61 not applicable.

About the entity's capital structure

All entities

- | | | | |
|----|-------------------------------------|---|--|
| 62 | | Deleted 1.9/99. | |
| 63 | <input type="checkbox"/> | A copy of the register of members, if ASX asks | To be provided prior to listing, if requested. |
| 64 | <input type="checkbox"/> | A copy of any court orders in relation to a reorganisation of the entity's capital in the last five years | N/A |
| 65 | <input checked="" type="checkbox"/> | The terms of any employee incentive scheme | Copy of Management Incentive Share Plan is enclosed (Annexure 6). A summary of this Plan is set out in Section 11.4 of the Prospectus.

Copy of Employee Incentive Plan is enclosed (Annexure 7). A summary of this Plan is set out in Section 11.5 of the Prospectus. |
| 66 | <input checked="" type="checkbox"/> | The terms of any dividend or distribution plan | Copy of Dividend Reinvestment Plan enclosed (Annexure 8). A summary of this Plan is set out in Section 11.6 of the Prospectus. |

Where is the information or document to be found? (eg, prospectus cross reference)

67 The terms of any securities that will not be quoted

The terms of the Directors Options are set out in Section 11.7.3 of the Prospectus.

68 Deleted 1/7/98

69 The entity's issued capital (interests), showing separately each class of security (except CDs), the amount paid up on each class, the issue price, the dividend (in the case of a trust, distribution) and voting rights attaching to each class and the conversion terms (if applicable)

Only ordinary shares will be on issue immediately following the completion of the offer.

The actual issued capital of the Company will not be able to be determined until the final price for the shares and size of the offer is settled. This is scheduled to occur on 27 July 2006. Details of the issued capital of the Company will be provided prior to listing.

A summary of the dividend and voting rights attaching to ordinary shares is set out in Section 11.3 of the Prospectus.

70 The number of the entity's debentures, except to bankers, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)

N/A

Note: This applies whether the securities are quoted or not.

71 The number of the entity's unsecured notes, showing the amount outstanding, nominal value and issue price, rate of interest, dates of payment of interest, date and terms of redemption of each class and conversion terms (if applicable)

N/A

Note: This applies whether the securities are quoted or not.

72 The number of the entity's options to acquire unissued securities, showing the number outstanding

6,400,000 Directors' Options will be issued. Refer Prospectus – Section 11.7.3.

Note: This applies whether the securities are quoted or not

73 Details of any rights granted to any person, or to any class of persons, to participate in an issue of the entity's securities

None, other than the Directors Options referred to in item 72.

Note: This applies whether the securities are quoted or not

74



If the entity has any "child entities, a list of all "child entities stating in each case the name, the nature of its business and the entity's percentage holding in it. Similar details should be provided for every entity in which the entity holds (directly or indirectly) 20% or more of the issued capital (interests).

Refer to Annexure 10.

Where is the information or document to be found? (eg, prospectus cross reference)

About the entity's financial position

(Entities meeting the profit test go to 75. For the assets test go to 81A.)

All entities meeting the profit test

Items 75 to 80B not applicable.

All entities meeting the assets test

(only complete one of 81A, 81B or 81C and one of 82 or 83)

Introduced 1/7/96 Amended 1/7/99.
Deleted 1/7/97

81A	<input checked="" type="checkbox"/>	For entities other than "investment entities, evidence of net tangible assets of at least \$2 million or market capitalisation of at least \$10 million	Net tangible assets of A\$597,500,000. Pro-forma balance sheet in Prospectus – Section 7.4.6.
81B	<input type="checkbox"/>	For "investment entities other than "pooled development funds, evidence of net tangible assets of at least \$15 million	N/A
81C	<input type="checkbox"/>	Evidence that the entity is a "pooled development fund with net tangible assets of at least \$2 million	N/A
82	<input checked="" type="checkbox"/>	Evidence that at least half of the entity's total tangible assets (after raising any funds) is not cash or in a form readily convertible to cash (if there are no-commitments)	As set out in the pro forma balance sheet for the Company to 31 December 2005 FY05 (see Section 7.4 of the Prospectus): <ul style="list-style-type: none">• Total tangible assets pre-IPO is A\$597,500,000.• Cash and equivalents pre-IPO is A\$10,500,000. As set out in Section 1.7 of the Prospectus, the proceeds raised by the offer will be used to pay the costs associated with the offer, pay down existing net debt and pay for the sale of shares under the offer only.
83	<input type="checkbox"/>	Evidence that there are commitments to spend at least half of the entity's cash and assets in a form readily convertible to cash (if half or more of the entity's total tangible assets (after raising any funds) is cash or in a form readily convertible to cash)	N/A

84



Statement that there is enough working capital to carry out the entity's stated objectives (and statement by independent expert, if required)

Refer Prospectus – Section 1.7.

Where is the information or document to be found? (eg, prospectus cross reference)

85 Deleted 1/9/99

86 Deleted 1/7/97

87 *Accounts for the last 3 full financial years and audit report, review or statement that not audited or not reviewed

The Company was incorporated in December 2004. The accounts for the consolidated group for prior years have been prepared on a pro forma basis in the prospectus. We are liaising with the accountants for the Company to determine whether the provision of accounts for other trading entities would meaningfully inform the market at this time. We will provide submissions in this regard directly.

87A Half yearly *accounts (if required) and audit report, review or statement that not audited or not reviewed

N/A

87B Audited balance sheet (if required) and audit report

N/A

87C Pro forma balance sheet and review

Pro-forma balance sheet in Section 7.4.6 of the Prospectus.

Investigating Accountant's Report of Historical Financial Information in Section 9 of the Prospectus.

(Now go to 106)

88 Deleted 1/7/97.

89-92C Deleted 1/9/99.

93 Deleted 1/7/97.

94-98C Deleted 1/9/99.

99 Deleted 1/7/97.

100-105C Deleted 1/9/99.

About the entity's business plan and level of operations

All entities

106 Details of the entity's existing and proposed activities, and level of operations. State the main business.

Main business is selling, renting and maintaining earth-moving equipment.

Refer Prospectus – Sections 4 and 5.

107



Details of any issues of the entity's securities (in all classes) in the last 5 years. Indicate issues for consideration other than cash.

Refer to Annexure 11.

Information contained in the information memorandum

Where is the information or document to be found? (eg, prospectus cross reference)

Information memorandum requirements

All entities

Items 108 to 119 not applicable.

Other information

All entities

120	<input type="checkbox"/>	Evidence that the supplementary information memorandum was sent to every person who was sent an information memorandum	N/A
121	<input checked="" type="checkbox"/>	Details of any material contracts entered into between the entity and any of its directors (if a trust, the directors of the responsible entity)	Deeds of Access, Indemnity with each director, as summarised at Section 11.7.4 of the Prospectus. Voluntary escrow deeds will be entered into each of Laurie Freedman, Robin Adair and Paul McCullagh (or their associates as the case may be) as summarised at Section 11.11 of the Prospectus. Executive Service Agreements for Robin Adair and Laurie Freedman as summarised at Section 6.3 of the Prospectus.
122	<input type="checkbox"/>	A copy of every disclosure document or Product Disclosure Statement issued, and every information memorandum circulated, in the last 5 years	N/A
123	<input type="checkbox"/>	Information not covered elsewhere and which, in terms of rule 3.1, is likely materially to affect the price or value of the entity's securities	None
123A	<input type="checkbox"/>	The documents which would have been required to be given to ASX under rules 4.1, 4.2, 4.3, 4.5, 5.1, 5.2 and 5.3 had the entity been admitted to the official list at the date of its application for admission, unless ASX agrees otherwise. Example: ASX may agree otherwise if the entity was recently incorporated.	N/A

Mining exploration entities

Items 124 to 129 not applicable.

Part 3 – Agreement

All entities

You must complete this agreement. If you require a seal to be bound, the agreement must be under seal.

We agree:

- 1 Our admission to the [^]official list is in ASX's absolute discretion. ASX may admit us on any conditions it decides. [^]Quotation of our [^]securities is in ASX's absolute discretion. ASX may quote our [^]securities on any conditions it decides. Our removal from the [^]official list or the suspension or ending of [^]quotation of our [^]securities is in ASX's absolute discretion. ASX is entitled immediately to suspend [^]quotation of our [^]securities or remove us from the [^]official list if we break this agreement, but the absolute discretion of ASX is not limited.
- 2 We warrant the following to ASX.
 - The issue of the ⁺securities to be quoted complies with the law, and is not for an illegal purpose.
 - There is no reason why the ⁺securities should not be granted ⁺quotation.
 - An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 601MB(1), 737, 738, 992A, 992AA or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the [^]securities to be quoted under section 1019B of the Corporations Act at the time that we request that the [^]securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before [^]quotation of the [^]securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.
- 5 We will comply with the listing rules that are in force from time to time, even if [^]quotation of our [^]securities is deferred, suspended or subject to a [^]trading halt.
- 6 The listing rules are to be interpreted:
 - in accordance with their spirit, intention and purpose;
 - by looking beyond form to substance; and
 - in a way that best promotes the principles on which the listing rules are based.

-
- 7 ASX has discretion to take no action in response to a breach of a listing rule. ASX may also waive a listing rule (except one that specifies that ASX will not waive it) either on our application or of its own accord on any conditions. ASX may at any time vary or revoke a decision on our application or of its own accord.
- 8 A document given to ASX by an entity, or on its behalf, becomes and remains the property of ASX to deal with as it wishes, including copying, storing in a retrieval system, transmitting to the public, and publishing any part of the document and permitting others to do so. The documents include a document given to ASX in support of the listing application or in compliance with the listing rules.
- 9 In any proceedings, a copy or extract of any document or information given to ASX is of equal validity in evidence as the original.
- 10 Except in the case of an entity established in a jurisdiction whose laws have the effect that ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility:
- We will satisfy the ⁺technical and performance requirements of the ⁺approved CS facility and meet any other requirements the ⁺approved CS facility imposes in connection with approval of our ⁺securities.
 - When ⁺securities are issued we will enter them in the ⁺approved CS facility's subregister holding of the applicant before they are quoted, if the applicant instructs us on the application form to do so.
 - The ⁺approved CS facility is irrevocably authorised to establish and administer a subregister in respect of the ⁺securities for which ⁺quotation is sought.
- 11 Except in the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility, we confirm that either:
- we have given a copy of this application to the ⁺approved CS facility in accordance with the operating rules of the ⁺approved CS facility; or
 - we ask ASX to forward a copy of this application to the ⁺approved CS facility.
- 12 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's ⁺securities cannot be approved under the operating rules of the ⁺approved CS facility:
- The ⁺approved CS facility is irrevocably authorised to establish and administer a subregister in respect of ⁺CDIs.
 - We will make sure that ⁺CDIs are issued over ⁺securities if the holder of quoted ⁺securities asks for ⁺CDIs.

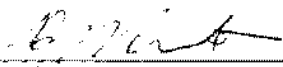
13 In the case of an entity established in a jurisdiction whose laws have the effect that the entity's securities cannot be approved under the operating rules of the approved CS facility:

we have given a copy of this application to the approved CS facility in accordance with the operating rules of the approved CS facility; or

we ask ASX to forward a copy of this application to the approved CS facility.

Dated: 2006

Signed by
Emeco Holdings Limited
by a director and secretary/director:



Signature of secretary/director

GILLIAN M. WONG

Name of secretary/director (please print)



Signature of director

Paul M. Callaghan

Name of director (please print)

Annexure 1

Prospectus