



14 January 2009

Manager of Company Announcements
ASX Limited
Level 6, 20 Bridge Street
SYDNEY NSW 2000

By E-Lodgement

Dear Sir/Madam

Appendix 3B and Notice under Section 708AA

As Empire Beer Group Limited (ASX: EEE) (**Company** or **Empire**) announced today it will be offering eligible shareholders the opportunity to acquire additional fully paid ordinary shares in the capital of the Company (**Shares**) via a non-renounceable rights issue on the basis of 1 Share for every 1 Share held at the record date of 22 January 2009 (**Rights Issue**).

Shares under the Rights Issue will be offered at \$0.045 per Share. The maximum number of Shares which may be issued under the Rights Issue is estimated to be approximately 42,467,464 (assuming no existing options are exercised).

The Rights Issue will be fully underwritten by Max Capital Pty Ltd (**Max**) and sub-underwritten by a combination of a substantial shareholder of the Company, Finico Pty Ltd (**Finico**), Mr Greg Bandy (**Bandy**), Mr Tony King (**King**) and Mr Ian Macliver (**Macliver**).

An Appendix 3B and proposed timetable in relation to the Rights Issue is attached to this notice.

Notice under s708AA of the Act

The Company hereby notifies that:

1. the Company will offer the Shares for issue without disclosure to investors under Part 6D.2 of the Act;
2. the Company is providing this notice under paragraph 2(f) of section 708AA of the Act;
3. as at 14 January 2009 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
4. as at 14 January 2009 the Company has complied with section 674 of the Act;
5. as at 14 January 2009 there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the Shares; and



6. below is information on the impact that the offer under the Rights Issue may have on the control of the Company.

The directors of the Company consider, having regard to all available options, that entering into the underwriting agreement with Max with the knowledge that Max entered into sub-underwriting agreements with Finico, Bandy, King and Macliver to sub-underwrite approximately 90% of the Rights Issue, provides the Company with the highest degree of certainty that the Rights Issue will be successful, in the time available and in what has been, and continues to be, a volatile and difficult market.

The current relevant interest of the largest substantial shareholder of the Company is Finico (a company controlled by Mr Chris Morris) which holds approximately 14.9%.

Finico has confirmed to the Company that it does not intend to take up any of its entitlement to subscribe for Shares pursuant to the Rights Issue as an eligible shareholder with respect to its holding of 14.9% of Shares however will take Shares up through its sub-underwriting of a portion of the Shortfall. Bandy, King and Macliver have also confirmed that they do not intend to take up any of the entitlements to subscribe for Shares through any of the entities controlled by them.

The maximum increase in Finico's relevant interest by reason of New Shares acquired under Finico's sub-underwriting of the Offer will be an increase of 28,444,444 Shares (bringing its relevant interest to approximately 40.9% following completion of the Offer).

The following table shows the number of Shares on issue at the date of this notice and the total number of Shares on issue as at the close of the Rights Issue based on the maximum total Shares to be issued under the Rights Issue (assuming no existing options are exercised).

Ordinary New Shares	Number
Issued Shares at the date of this notice	42,467,464
Maximum number of Shares offered under the Offer Document (assuming no existing options are exercised)	42,467,464
Total issued Shares at the close of the Rights Issue	84,934,928

An analysis of the changes in control has been undertaken to indicate the effect on the total relevant interests in the Company of the Sub-underwriters, Finico, Bandy, King and Macliver under various scenarios. The results are detailed below.

Before Rights Issue

The following tables shows the existing capital structure of the Company at the date of this notice outlining the Shares and Options held by the Sub-underwriters and/or entities controlled by them.

Shareholding	Shares	% of Total Shares
Finico	6,316,123	14.9%
Bandy	100,000	0.2%
King and Macliver ¹	2,384,966	5.6%
King	421,771	1.0%
Macliver	391,936	0.9%
Other Shareholders	32,852,668	77.4%
Total	42,467,464	100%

1. King and Macliver each have a relevant interest in 2,126,901 Shares held by Max Capital Pty Ltd and 258,065 Shares held by Grange Consulting Group Pty Ltd



Option holding	Options (50 cent)¹	Options (10 cent)²
Finico	-	2,000,000
Bandy	-	2,000,000
King and Macliver ³	187,500	-
King		500,000
Macliver	62,500	-
Other Option holders	4,250,000	1,250,000
Total	4,500,000	5,750,000

1. Unlisted Options exercisable at 50 cents each on or before 30 November 2009
2. Unlisted Options exercisable at 10 cents each on or before 30 June 2011
3. King and Macliver have a relevant interest in 187,500 Options held by Grange Consulting Group Pty Ltd. No Options are held by Max Capital Pty Ltd.

Scenario 1 - No Eligible Shareholders take up any of their Entitlement and the Shortfall is taken up fully by the Sub-underwriters and Underwriter.

The table below shows the capital structure of the Company where all Eligible Shareholders (including the Sub-underwriters and/or any entities controlled by them) elect not to take up their Entitlement and each of Finico, Bandy, King and Macliver take up their proportion of the Shortfall in accordance with the Sub-underwriting Agreements with the balance of the Shortfall taken up by the Underwriter.

	Note	Shares	% of Total Shares
Finico		34,760,567	40.9%
Bandy		5,433,333	6.4%
King and Macliver	1	6,630,208	6.4%
King		3,088,438	3.6%
Macliver		2,169,714	2.6%
Other Shareholders		32,852,668	38.7%
Total		84,934,928	100.0%

1. King and Macliver each have a relevant interest in 6,372,143 Shares held by Max Capital Pty Ltd and 258,065 Shares held by Grange Consulting Group Pty Ltd

Scenario 2 -Eligible Shareholders (excluding the Sub-underwriters and/or any entities controlled by them who do not take up any of their Entitlements) take up 50% of their Entitlement and each of the Sub-underwriters take up their proportion of the Shortfall in accordance with the Sub-underwriting Agreements with the balance of the Shortfall taken by the Underwriter.

The following table shows the capital structure of the Company in the event that all Eligible Shareholders take up 50% of their Entitlement (excluding the Sub-underwriters and/or any entities controlled by them who do not take up any of their Entitlement) and each of Finico, Bandy, King and Macliver take up their proportion of the Shortfall in accordance with the Sub-underwriting Agreements with the balance of the Shortfall taken up by the Underwriter.



	Shares	% of Total Shares
Finico	23,758,311	28.0%
Bandy	3,370,410	4.0%
King and Macliver ¹	4,988,156	5.9%
King	2,056,976	2.4%
Macliver	1,482,073	1.7%
Other Shareholders	49,279,002	58.0%
Total	84,934,928	100%

1. King and Macliver each have a relevant interest in 4,730,091 Shares held by Max Capital Pty Ltd and 258,065 Shares held by Grange Consulting Group Pty Ltd

Scenario 3 - Eligible Shareholders (excluding the Sub-underwriters and/or any entities controlled by them who do not take up any of their Entitlements) take up 100% of their Entitlement and each of the Sub-underwriters take up their proportion of the Shortfall in accordance with the Sub-underwriting Agreements with the balance of the Shortfall taken by the Underwriter.

The following table shows the capital structure of the Company in the event that all Eligible Shareholders take up 100% of their Entitlement (excluding the Sub-underwriters and/or any entities controlled by them who do not take up any of their Entitlement) and each of Finico, Bandy, King and Macliver take up their proportion of the Shortfall in accordance with the Sub-underwriting Agreements with the balance of the Shortfall taken up by the Underwriter.

	Shares	% of Total Shares
Finico	12,756,054	16.9%
Bandy	1,307,487	1.9%
King and Macliver ¹	3,346,105	3.9%
King	1,025,515	1.2%
Macliver	794,432	0.9%
Other Shareholders	65,705,336	77.4%
Total	84,934,928	100%

Notes:
1. King and Macliver each have a relevant interest in 3,088,040 Shares held by Max Capital Pty Ltd and 258,065 Shares held by Grange Consulting Group Pty Ltd

Finico's intentions for the Company

Given the potential increase in Finico's voting power in the Company as a result of the Offer and its sub-underwriting of the Offer, there is also a requirement to provide details of Finico's current intentions for the Company in the event that it gains effective control of the Company.

Finico has informed the Company that if it were to gain effective control of the Company by virtue of its shareholding and its sub-underwriting of the Offer, the current intentions of Finico are as follows:

- (a) procure that the Company will:
 - (i) continue seeking new business opportunities;
 - (ii) not make any major changes to the business of the Company nor redeploy any of the fixed assets of the Company; and
 - (iii) continue the employment of the Company's present employees; and



- (iv) that the current Board of the Company be restructured as outlined in as outlined in the Company's announcement dated 14 January 2009 with the resignation of non-executive chairman, Mr Mel Ashton and non-executive director Ms Kate Lamont and appointment of three new directors to the Board, Mr Chris Morris (Finico representative), Mr Tony King and Mr Greg Bandy.

The intentions and statements of future conduct set out above must also be read as being subject to the legal obligation of the Company directors at the time, including the nominees of Finico, Mr Chris Morris to act in good faith in the best interests of the Company and for the proper purposes and to have regard to the interests of the Shareholders.

The implementation of Finico's current intentions of its ownership of the Company, will be subject to the law (including the Corporations Act), the ASX Listing Rules and the Company's constitution. In particular, the requirements of the Corporations Act and the ASX Listing Rules in relation to conflicts of interest and "related party" transactions will apply as Finico is a related party of the Company.

Finico would only make a decision on its courses of action in light of material facts and circumstances at the relevant time and after it receives appropriate legal and financial advice on such matters, where required, including in relation to any requirements for Shareholder approval.

The statements above are of current intention only which may change as new information becomes available or circumstances change. The statements should be read in this context.

The Board considers that the Rights Issue provides an opportunity for Empire to pursue business and exploration opportunities to increase shareholder wealth.

For and on behalf of the Board

Yours faithfully

A handwritten signature in black ink, appearing to read "Phil Warren". The signature is written in a cursive, flowing style.

Phil Warren
Company Secretary
Empire Beer Group Ltd



Empire Beer – 2009 Rights Issue

Proposed Timetable	
ASX announcement of Rights Issue	14 January 2009 (pre- market)
ASX Appendix 3B, Cleansing Notice and Offer Document lodged with ASX	
Notice to Security Holders	15 January 2009
Ex Date (date from which securities commence trading without the entitlement to participate in the Rights Issue)	16 January 2009
Record Date (date for determining entitlements of eligible shareholders to participate in the Rights Issue & Rights Trading commences)	22 January 2009
Offer Document Dispatched to Shareholders (expected date of dispatch of offer document, entitlement and acceptance forms)	27 January 2008
Rights Issue Opens	27 January 2009
Closing Date (5pm) *	11 February 2009
Securities quoted on a deferred settlement basis	12 February 2009
Notification to ASX of undersubscriptions	13 February 2009
Dispatch Holding Statements and notify ASX of dispatch**	18 February 2009
Normal (T+3) trading starts	19 February 2009
<p>* Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.</p> <p>** These dates are indicative only.</p>	

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

EMPIRE BEER GROUP LIMITED

ABN

45 119 327 169

We (the entity) give ASX the following information.

Part 1 - All issues

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

- | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| 1 | +Class of +securities issued or to be issued | Ordinary fully paid shares (Shares) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 42,467,464 Ordinary fully paid shares |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 42,467,464 Ordinary fully paid shares |

+ See chapter 19 for defined terms.

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>						
<p>5 Issue price or consideration</p>	<p>4.5 cents per Share.</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The funds raised will be applied towards business opportunities for the Company with the intention of creating value for shareholders and towards meeting the costs of the Rights Issue.</p>						
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>18 February 2009</p>						
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td>42,467,464</td> <td>Ordinary fully paid shares</td> </tr> </tbody> </table>	Number	⁺ Class	42,467,464	Ordinary fully paid shares		
Number	⁺ Class						
42,467,464	Ordinary fully paid shares						
<p>9 Number and ⁺class of all ⁺securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td>4,500,000</td> <td>Unlisted Options (50 cents, 30 November 2009)</td> </tr> <tr> <td>5,750,000</td> <td>Unlisted Options (10 cents, 30 June 2011)</td> </tr> </tbody> </table>	Number	⁺ Class	4,500,000	Unlisted Options (50 cents, 30 November 2009)	5,750,000	Unlisted Options (10 cents, 30 June 2011)
Number	⁺ Class						
4,500,000	Unlisted Options (50 cents, 30 November 2009)						
5,750,000	Unlisted Options (10 cents, 30 June 2011)						
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>Not applicable</p>						

Part 2 - Bonus issue or pro rata issue

<p>11 Is security holder approval required?</p>	<p>No</p>
<p>12 Is the issue renounceable or non-renounceable?</p>	<p>Non-renounceable</p>
<p>13 Ratio in which the ⁺securities will be offered</p>	<p>1 New Share for 1 Share</p>
<p>14 ⁺Class of ⁺securities to which the offer relates</p>	<p>Ordinary fully paid shares</p>
<p>15 ⁺Record date to determine entitlements</p>	<p>22 January 2009</p>

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Rounded up to nearest whole number
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Uganda
19	Closing date for receipt of acceptances or renunciations	11 February 2009
20	Names of any underwriters	Max Capital Pty Ltd – Underwriter Finico Pty Ltd – Sub-underwriter Mr Greg Bandy – Sub-underwriter Mr Tony King – Sub-underwriter Mr Ian Macliver - Sub-underwriter
21	Amount of any underwriting fee or commission	Underwriter will receive a commission of 6% of total funds raised.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No prospectus will be issued. Offer Document and Entitlement forms are expected to be dispatched on 27 January 2009
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	15 January 2009
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A

+ See chapter 19 for defined terms.

- | | | |
|----|--------------------------------------------------------------------------------------------------------------------------|------------------|
| 31 | How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | N/A |
| 32 | How do ⁺ security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | ⁺ Despatch date | 18 February 2009 |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities 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
- 37 A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

- 38 Number of securities for which ⁺quotation is sought
- 39 Class of ⁺securities for which quotation is sought

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

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42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

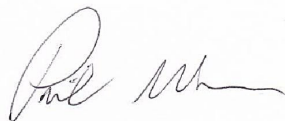
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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 not available now, 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.



Sign here:

Print name: PHIL WARREN,
COMPANY SECRETARY
== == == == ==

Date: 14 January 2009