

17 December 2009

ASX Limited
Company Announcements Office
Exchange Centre
Level 4, 20 Bridge Street
SYDNEY NSW 2000

**Photon Group Limited takeover offer for Dark Blue Sea Limited
Notice of compulsory acquisition**

We refer to the takeover offer (**Offer**) by Photon Group Limited (ACN 091 524 515) (**Photon**) for all of the ordinary shares in Dark Blue Sea Limited (ACN 091 509 796) (**DBS**), which was made pursuant to the bidder's statement dated 30 October 2009. The Offer is scheduled to close at 7.00pm (Sydney time) on 21 December 2009.

As at the date of this announcement, Photon has a relevant interest in 90.06% of the fully paid ordinary shares in DBS.

In accordance with section 661B(1)(d) of the Corporations Act, we enclose a copy of ASIC Form 6021 Notice of Compulsory Acquisition Following Takeover Bid (**Notice**) and accompanying covering letter (**Letter**) to be sent to DBS shareholders.

The Notice and the Letter were lodged today with ASIC and will be sent to DBS shareholders who have not yet validly accepted the Offer tomorrow.

Yours faithfully



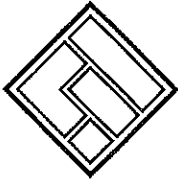
Clare Battellino
Chief Financial Officer

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ASIC registered agent number 12076
lodging party or agent name Watson Mangioni Lawyers Pty Ltd
office, level, building name or PO Box no. Level 13
street number and name 50 Carrington Street
suburb / city Sydney state/territory NSW postcode 2000
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DX number suburb / city

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	ASS. <input type="checkbox"/>	REQ-A <input type="checkbox"/>
	CASH <input type="checkbox"/>	REQ-P <input type="checkbox"/>
	PROC. <input type="checkbox"/>	



Australian Securities & Investments Commission

Notice of
**compulsory acquisition
following takeover bid**

form **6021**Corporations Act 2001
661B(1)(a)

To [NAME AND ADDRESS OF DBS SHAREHOLDER]

Securities of Dark Blue Sea Limited (ACN 091 509 796) (the "Company").

- Under an Off Market Bid offers were made by Photon Group Limited (ACN 091 524 514) (the "bidder") in respect of the acquisition of all of the fully paid ordinary shares in the Company. The offers are scheduled to close at 7:00 pm (Sydney time) on 21 December 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.

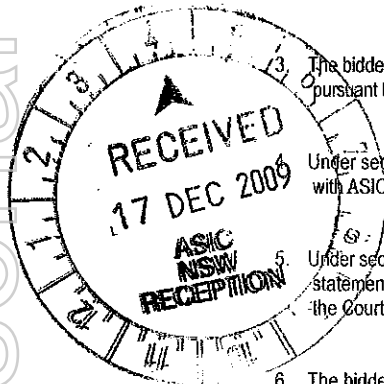
- The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before the end of the offer period.
- Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 5 of the notice) 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 Tim Hughes capacity Executive Chairman

sign here

date 17 / 12 / 2009



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18 December 2009

[Name]

[Address]

[Address]

[Address]

Dear Shareholder

**Photon Group Limited takeover offer for Dark Blue Sea Limited
Notice of compulsory acquisition**

We refer to the takeover offer (**Offer**) by Photon Group Limited (ACN 091 524 515) (**Photon**) for all of the ordinary shares in Dark Blue Sea Limited (ACN 091 509 796) (**DBS**), which was made pursuant to the bidder's statement dated 30 October 2009. The Offer is scheduled to close at 7.00pm (Sydney time) on 21 December 2009.

As at 17 December 2009, Photon had a relevant interest in 90.06% of the fully paid ordinary shares in DBS. Pursuant to section 661A of the Corporations Act 2001 (Cth) (**Corporations Act**), Photon is now entitled to compulsorily acquire those remaining DBS shares for which it has not received acceptances under the Offer.

Our records, as at the date of this letter, indicate that you have not yet validly accepted the Offer. Accordingly, enclosed is an ASIC Form 6021 Notice of Compulsory Acquisition Following Takeover Bid, to compulsorily acquire your DBS shares for \$0.35 per share (**Notice**).

Please disregard this letter and the Notice if you have already accepted the Offer in relation to your DBS shares.

As well as providing formal notice of Photon's intention to compulsorily acquire your DBS shares, the Notice sets out certain rights available to DBS shareholders under the Corporations Act in response to the Notice and a requirement that the shares be acquired by Photon on the terms that applied under the Offer at the end of the Offer period.

You do not need to sign or return the Notice.

Shortly, DBS will send you a letter which will set out details for the payment of the cash consideration payable to you upon compulsory acquisition of your DBS shares.

If you have any queries in relation to the Notice or this letter, please call the Offer information line on 1300 022 175 (within Australia) or +61 3 9938 4345 (outside Australia).

Yours sincerely



Tim Hughes
Executive Chairman

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