

BY ELECTRONIC LODGEMENT

ASX ANNOUNCEMENT



CALTEX AUSTRALIA LIMITED
ACN 004 201 307

LEVEL 24, 2 MARKET STREET
SYDNEY NSW 2000 AUSTRALIA

5 September 2012

Company Announcements Office
Australian Securities Exchange

CALTEX AUSTRALIA LIMITED
APPENDIX 3B – SUBORDINATED NOTES ISSUE

Caltex Australia Limited today announced that the offer of Caltex Subordinated Notes had closed, with the company successfully raising \$550 million.

An *Appendix 3B* is attached for immediate release to the market pursuant to ASX Listing Rule 3.10, and updates the original *Appendix 3B* lodged on 31 July 2012.



Peter Lim
Company Secretary

Contact number: (02) 9250 5562 / 0414 815 732

Attach.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

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, 24/10/2005.

Name of entity

Caltex Australia Limited (ACN 004 201 307) (Caltex)

ABN

40 004 201 307

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 | Notes, which are unsecured and subordinated debt securities issued by Caltex. The notes are unsecured notes for the purposes of section 283BH of the <i>Corporations Act 2001</i> (Cth). |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | 5,500,000 |
| 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) | The Terms of Issue of the Notes (Terms of Issue) are set out in full in Appendix A to the Prospectus lodged with ASIC on 8 August 2012 (the Prospectus) a copy of which was lodged with the ASX on the same day. The Terms of Issue are also set out in Schedule 1 of the Trust Deed attached to the Appendix 3B lodged by Caltex with the ASX on 31 July 2012. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 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:</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>No. the Notes constitute a new class of securities issued by Caltex.</p> <p>The Notes confer no rights on a holder to:</p> <ul style="list-style-type: none"> • vote at any general meeting of Caltex securityholders; • subscribe or participate in any bonus issue of Caltex securities; or • otherwise participate in the profits or property of Caltex, except as set out in the Terms of Issue or the Trust Deed (attached). 						
<p>5 Issue price or consideration</p>	<p>\$100 per Note.</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Caltex will use the proceeds of the Offer for general corporate purposes including the repayment of existing indebtedness. The proceeds raised will provide Caltex with additional capital support as it executes its growth plans and implements the supply chain restructure announced on 26 July 2012, including the proposed conversion of the Kurnell refinery to an import terminal.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>The issue is scheduled for 5 September 2012.</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1518 997 1563">Number</th> <th data-bbox="997 1518 1281 1563">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1563 997 1630">270,000,000</td> <td data-bbox="997 1563 1281 1630">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="686 1630 997 1711">5,500,000</td> <td data-bbox="997 1630 1281 1711">Caltex Subordinated Notes</td> </tr> </tbody> </table>	Number	+Class	270,000,000	Fully paid ordinary shares	5,500,000	Caltex Subordinated Notes
Number	+Class						
270,000,000	Fully paid ordinary shares						
5,500,000	Caltex Subordinated Notes						

+ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	3,050,134 Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable to the Notes.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not applicable to the Notes.
12	Is the issue renounceable or non-renounceable?	Not applicable to the Notes.
13	Ratio in which the +securities will be offered	Not applicable to the Notes.
14	+Class of +securities to which the offer relates	Not applicable to the Notes.
15	+Record date to determine entitlements	Not applicable to the Notes.
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable to the Notes.
17	Policy for deciding entitlements in relation to fractions	Not applicable to the Notes.
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.	Not applicable to the Notes.

+ See chapter 19 for defined terms.

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19	Closing date for receipt of acceptances or renunciations	Not applicable to the Notes.
20	Names of any underwriters	Not applicable to the Notes.
21	Amount of any underwriting fee or commission	Not applicable to the Notes.
22	Names of any brokers to the issue	Not applicable to the Notes.
23	Fee or commission payable to the broker to the issue	Not applicable to the Notes.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable to the Notes.
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable to the Notes.
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable to the Notes.
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	Not applicable to the Notes.
28	Date rights trading will begin (if applicable)	Not applicable to the Notes.
29	Date rights trading will end (if applicable)	Not applicable to the Notes.
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable to the Notes.
31	How do +security holders sell <i>part</i> of their entitlements	Not applicable to the Notes.

+ See chapter 19 for defined terms.

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|--|------------------------------|
| through a broker and accept for the balance? | |
| 32 How do +security holders dispose of their entitlements (except by sale through a broker)? | Not applicable to the Notes. |
| 33 +Despatch date | Not applicable to the Notes. |

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

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Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	Not applicable to the Notes.	
39	Class of +securities for which quotation is sought	Not applicable to the Notes.	
40	<p>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 	Not applicable to the Notes.	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	Not applicable to the Notes.	
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	Number	+Class

+ See chapter 19 for defined terms.

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.

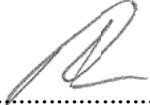
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

 - 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.

 - 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:  Date: 5 September 2012.....
(Director/Company secretary)

Print name: Peter Lim, Company Secretary.....

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