



RACING CARD DERBY™



Offer Document

THIS IS A SMALL SCALE OFFER PURSUANT TO SECTION 708
OF THE CORPORATIONS ACT TO ISSUE SECURITIES IN THE FORM OF SHARES IN

RCD HOLDINGS LIMITED ACN 147 814 882

OPENING DATE 24 JANUARY 2011

UPDATED DOCUMENT ISSUED 19TH APRIL 2013

This Offer is not underwritten this document has been issued in accordance with Section 705 of the Corporations Act 2001.
Any investment decision in connection with this document is speculative and should be made only after the receipt of professional investment advice.

SHARE OFFER SUMMARY:

Opening date 24 January 2011

RCD Holdings Limited intends to raise \$1,250,000 through this Offer Document.

Convertible Redeemable Preference Shares* Initial offer: 10,416,667

Shares Issued to 1st June 2012 - 3,709,994

Preference Redeemed to 1st June 2012

Remaining Total Ordinary Shares 6,706,673

On Offer to 31st May 2013

Ordinary Shares: 6,706,673

Price to Investors: \$0.15

Average Parcel Size: \$25,000

Total Proceeds to the Company: \$1,250,000

*Owners of Convertible Redeemable Preference Share have the same capital value and voting rights as ordinary shareholders, however in accordance with the company's constitution they will have preferential rights to dividends. They are issued on the basis that they will convert by resolution of the company no earlier than one year from the date of issue. Upon conversion each shareholder will receive one ordinary share for each Convertible Redeemable Preference Share they hold. It is the intention of the company to pay a dividend to Convertible Redeemable Preference Share shareholders of 10% of their investment at the end of year one (subject to profitability and cash flow). Convertible Redeemable Preference Shares give no additional rights to the shareholders.



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investment in the Company. Recipients should make their own enquiries and evaluations they consider appropriate to verify the information contained in this Offer Document and to determine the suitability of an investment in the Company (including regarding their investment objectives, financial situation, and particular needs) and should seek all necessary financial, legal, tax and investment advice. The Company does not accept any responsibility for any costs incurred by any person in relation to the person's evaluation of the Company and the Offer under this Offer Document or otherwise.

UNDERWRITING

The offer is not underwritten.

DEFINITIONS

Definitions of certain terms used in this Offer Document appear in section 28 – Glossary of Terms.



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1. INVESTOR HIGHLIGHTS

RCD Holdings Limited is a creator, manufacturer and distributor of innovative casino based gaming products.

Its flagship product, the Racing Card Derby casino table game (RCD) will be licensed in the three main regions of the world for gaming tables, Macau, Las Vegas and California. It is an entirely new concept of game, not derived or adapted from any existing table games, but with a familiar betting structure. RCD is possibly the first significant improvement in casino table games in the past 100 years.

The company will work to establish the game as a standard feature in casinos around the world and will follow with a suite of products including a facial-recognition software and hardware facility known as the ICU2, as well as several RCD-related games developed for casinos and the online environment, such as the RCD multi-player station table game extension and the RCD slot machine.

ICU2 is made under agreement with a French company, Spikenet Technology, who owns the patents on this software. ICU2 is a product of RCD and will carry a license from them to continue to use and market the ICU2 product in the gaming marketplace.

ICU2 will be installed in every RCD table game supplied, this will allow casino operators to see first hand how effective the card reading is, which will prompt their interest in using ICU2 for other gaming tables. ICU2 is already programmed as a plug n play device for RCD and Baccarat.

RCD Holdings Limited's plans are supported by a highly experienced management team who has extensive experience in the casino industry both in Australia and internationally.

Its Board of Directors also provide deep technical and industry capabilities with members holding executive management roles within Australia's largest gaming company, Tabcorp,

academic and commercialisation experience and general management experience.

RCD Holdings Limited has already secured a number of patents for its products and has made significant inroads into licensing agreements with a number of casinos worldwide.

The company's innovation in casino gaming products, its extensive industry experience and well-advanced negotiations with some of the world's largest casinos places RCD Holdings Limited in a very strong position for future growth.





2. EXECUTIVE SUMMARY

RCD Holdings Limited has a number of products to launch, starting with the flagship Racing Card Derby casino table game (RCD). Once licensed in the three main regions of the world for gaming tables (Macau, Las Vegas and California) the company will work to establish the game as a standard feature in casinos around the world.

The establishment of a successful gaming table will create market familiarity with the company, enabling them to directly market their expanding product line in the future. This includes a piece of facial-recognition software and hardware facility known as the ICU2, as well as several RCD-related games developed for casinos and the online environment, such as the RCD multi-player station table game extension and the RCD slot machine. Sales of RCD's online game should begin in 2012, which will add a stream of new business to the company's income potential.

RCD's almost maintenance-free components will give casino operators less downtime than other electronic table games. The products' efficient, high-value operation will be a testament.

RCD uses low-voltage, environmentally friendly components and the animated horse race have been produced in a way to make the displays

as eye-catching as possible to ensure maximum patronage.

Casino gaming is a vast industry with tens of thousands of operations globally. RCD has the capability of capturing a percentage of the table game space available in these casinos, as well as the multi-player/slot machine marketplace.

Casino slot machines have exploded across the world in popularity since the introduction of computerised graphics and calculations since the mid 1980's; RCD is set to influence in a similar fashion the casino table game market.

Utilising state of the art slimline screens, high-grade graphics cards and display monitors, modern LED lighting and automatic card recognition using facial and pattern recognition technology, RCD has been designed to be a modern, attention-grabbing addition to casinos.

RCD Holdings Limited is currently seeking capital in order to complete the necessary gaming approval processes in different market regions, as well as working capital for manufacturing.

中文中文 SMALL SCREEN 中文中文 RESET BUTTON 中文中文 CHIP/FLOAT TRAY 中文中文 CARD PLACEMENT AREA 中文中文 ICU2 OR BARCODE 中文中文 PLUNGER 中文中文 SHOE

中文中文 LEATHER SURROUND 中文中文 DRINKS AREA 中文中文 BETTING AREA 中文中文 FELT

Racing Card Derby is unlike any other casino game. It has a dealer, a light-up layout similar to Sic Bo and a television screen that allows players to cheer their bet on. The aim of the game is pretty simple. There are four horses, each of which represents one of the four suits: spades, hearts, clubs and diamonds. You can bet on any horse, or any number of different combinations, like quinquellas (the first two suits to cross the line) or trifectas (the first three suits to cross the line). You can even take a bet as simple as just red or black. The dealer deals out cards and when a card is dealt the horse of that particular suit progresses along the racetrack on the television screen in front of the players.

Racing Card Derby has a number of strengths. Like most casino games it initially looks complicated but in reality it is very easy to learn. It can easily attract a large group of players and it lends itself to theatrics. A good dealer could make all the difference when it comes to entertaining the crowd and getting the collective hearts pumping. Another advantage is its multiple versions: RCD has a casino table game, a slot machine and even a version for online casinos. It's a smart move to maximise brand recognition by having offerings of the game for all these different gaming environments.

The hardest thing for any new game is to get that initial break which places the game in a real casino and demonstrates its worth on a real-world floor, not just a showroom. The boys behind Racing Card Derby put on a good demonstration at gaming industry show G2E in Macau in 2010 but the proof was always going to be in RCD's performance when it hit the floor. Last week the table game went live for play on a cruise-ship casino running between Singapore, Indonesia and Malaysia.

Those involved with the launch were very happy with the game attracting plenty of action on all bets offered, and many players coming back to the table again and again.

The entertainment value and ease of learning appeared to attract players of all ages but seemed particularly popular with those between 40 and 75 years old and female players.

The action on the \$5 minimum game was equal to that of an average \$10 Blackjack table making it a game that is attractive to players and the casino alike.

Racing Card Derby is working with Gaming Control Boards in Nevada and the Philippines and aims to be in casinos across the world shortly. The game is fully automated, so dealer error is almost entirely eliminated.

While a new game must be popular with players it also needs to work for the casino as well. RCD has a full back end log for complete game analysis and all operator training is provided at no cost, so casinos will be attracted to the game.

For a more in-depth look at this new game visit racingcardderby.com. If you like the look of the game, just ask your favourite casino if they are thinking about putting in Racing Card Derby.

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G2E ASIA 2010

G2E ASIA 2010

A smaller show, fewer visitors – and still a success, said attendees and exhibitors. Perhaps this smaller-scale event is just right for Asia.

In conversation with one of G2E Asia's organisers, it was confirmed the event was around 15 per cent smaller than in 2009, but it really did not suffer as a result. If anything the exhibition – held once again in Macau's palatial Venetian – thrived as a result. Previous events have sometimes felt unnecessarily bloated, where a cut-down, leaner model would suit – and so it turned out.

Product-wise, there were few surprises, but also some real treats for those willing to spend time searching out exciting product. A brand new card game called Racing Card Derby stood out, for example, but guests might have needed binoculars to find their stand. Regardless, they had a great G2E Asia, as did the other exhibitors. As with G2E Las Vegas, it's not the number of visitors that counts, it is the quality. Atronic's John Lancaster summed it up nicely: "This show [G2E Asia] is unique. While Macau is a huge market in revenue terms, the number of operators is relatively small – they're big operators, but there are not many of them – so there are only so many people you can talk to. But what we have seen is that there are more visitors coming in from the region, which is very useful."

Giorgio Abbiati amidst his company's products



Atronic exhibited, as in previous years, on the stand of regional distributor RGB, and leading the line was their new Diversity Multigame product, debuting in Asia. Lancaster said, "We're showing Diversity Multigame here to test the water because multigames traditionally do not work so well in this market. However, we have been really pleasantly surprised by the reaction. We've had a lot of operators who really like the game. Two or three major operators in the region have said they're interested in trying the product out."

Atronic's new linked gaming title, Magic 5s, also made its first appearance in Asia after a successful international debut at ELA in Mexico earlier this year. It's an eight-level progressive designed to appeal through its simplicity to players, who don't have to enter any bonus game to qualify to win a progressive jackpot.

Aristocrat, rallying after their management shake-up of recent times, have one of the most recognisable licenses in entertainment with JAWS, and they're making the most of it. The cabinets are gorgeous, with the movie's dominant colour scheme and even a novel buoy on top, which chimes when the player is in a bonus feature. Adding to the success of this title – which had its first release into the Asian market

with a bank of six at City of Dreams – a second JAWS game is on the way, which should have earned approval by the time you read this; Jaws: Night Hunter. Aristocrat's General manager, Asia Pacific, David Punter explains: "We've put a great deal of effort into translating every aspect of the game, all the features and symbols, to give it every chance of success in this market."

Not all of the company's focus is on JAWS, of course. Punter added: "Beijing Bonanza is currently getting approval for the US market, and it will be our first foray into the community or tournament-style game. We're trying to break away from traditional links and create highly interactive gaming products."

The extremely successful Fa Fa Fa also made an appearance, alongside its sister title Yellow Dragon, which uses the same mathematic model and can be linked to Fa Fa Fa or operate as a standalone.

Aristocrat seems determined to hang on to its dominant market share in Macau, as Punter confirmed: "We're really trying to work with operators here. We've got a large market share that we want to maintain and grow, and that's hard. We have to keep pushing forward, we can't sit still."

Aruze had a lot of product on show, including the exciting and incredibly energetic Jackpot Battle Royal, which has up to ten players battling it out for the big bucks. It fits in with a selection of the company's core slot products. But the key message from Aruze, underlined by Steve Walther, is diversity. Walther told us: "We're showing that we are not a niche provider, we run the gamut of a casino operator's needs, especially here in the Asian market, these multi-terminal devices [G-Station] like Lucky Sic Bo, Blackjack and Baccarat, serve a purpose because they allow the operator to handle more customers without needing staff for additional tables. You have a table-oriented clientele that may not want to sit among the tables, they might want a break from that environment, and we have some side bets and the like built in to our games that might not be offered on a traditional casino table."

Other innovation from the company include Title Match, a boxing-themed four-level Mystery Progressive.

As mentioned earlier, one of the real highlights of the exhibition was discovering Racing Card Derby, a new card game where each card drawn moves one of four horses along in a race on the monitor near the

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G2E ASIA 2010

dealer. Each horse represents a suit, and when that suit is drawn, the horse moves forward. It's so simple, says Matt Bietenberg of Racing Card Derby, that the company taught the staff for their stand at the show how to deal it in less than 10 minutes.

Players can bet on a specific suit to win, or name the 1-2-3 winning order, or even bet red or black – the bets are pretty flexible but not overly complicated. The game is in fact simple enough to work just about anywhere in the world, and this will also be its strength.

The cards are drawn from a traditional shoe but are read from below by Racing Card Derby's own device, the ICU2 Card Recognition Unit which is flush-mounted to the table. It can, says Matt, read any card from any shoe.

As far as maintenance goes, Matt told us this is a winner too: "We use the latest LED technology and each of the lights under the table has a 15-year warranty. The computer doesn't need upgrading or anything, and every race is logged. It's a very, very low maintenance setup." You'll be seeing a lot more of this in future issue of CI.

Bally had the usual strong presence at G2E Asia, with a broad range of product and their renowned systems on show. In such a tough market though, even a company like Bally has to have something to set it apart, and Gavin Isaacs says they have it in their staff. Isaacs told us, "One of the things that strikes me about Bally's presence here is our team. I look around, and all of our team are local, with the exception of two ex-pats. Everyone else is young, local and innovative and they work very, very hard for their customers. It really gives us an edge, I think."

The watchword for those staff at G2E Asia was innovation, as the company presented its latest technologies to an appreciative audience. Isaacs explained: "Innovation, stability and future development are the messages we are bringing to our customers here."

"We're bringing some of the newest technologies into the market here and we're trying to show the customers that we're innovating, while also being localised. We have more product now in Chinese, and more things are focussed towards the Asian market."

Bally's systems division also scored a hit with an installation that went live during G2E Asia, in the Galaxy casino, with View now available to customers on IGT, WMS, Bally and Aristocrat games.

AlfaStreet brought with them a selection of their famous automated Roulette and gaming product that can be seen all over Asia as they have scored successes in Laos, Cambodia, Vietnam, Macau, Singapore and many more places. But the standout for us was their multigame product, which the company had introduced to the industry at London's IGE in January. AlfaStreet's Albert Radman explained to us that this unit was gaining some more traction



for the company: "We brought several of these [multigame] units into Vietnam and Laos, and we are now working on Macau. We are discussing trials with some operators here and hope to have something in place soon."

FutureLogic has had its oh-so-promising suite of products – in particular PromoNet – dangling in front of visitors for a few years now but at G2E Asia, they took it a step further with a functioning, live installation on the stand. It's one thing to read about how something works and another entirely to see it in action, so this was a big success for the FutureLogic team.

John Edmunds, VP of International Sales, explained: "We have promotional couponing live on our booth for the first time at any trade show. It's running on IGT, Bally, Aristocrat and WMS games. It's effectively a mini casino for people to try out. When visitors play the games they hit pre-assigned triggers we have put in to the couponing system, so you might get a voucher for a free lunch or dinner. For example, if you have bet \$20HK and had a net loss of \$10HK, you get this voucher, for a free drink. Or if you've been playing for more than five minutes and lost more than, say, \$100HK you get this coupon for a free meal. It's easy to configure."

PromoNet has even more to offer operators, however, as Edmunds continued: "We also run promotions where if your player loyalty card is inserted, you get one type of promotion, and another if you don't. It could be used as a great incentive to get people to sign up for player loyalty programs."

FutureLogic's PromoNet has been snapped up by a major player in Asia for a test period, so expect to see it at a casino near you soon!

Abbiati's Roulette solutions are highly thought of in the industry and employed worldwide; it's no wonder that their visit to Macau ended in smiles all round!

Abbiati exhibited with their partner RGB in a joint venture called RGB Abbiati.

Giorgio Abbiati, CEO and Terry Clarke, Commercial Director travelled to Macau for the exhibition from Italy.

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3. COMPANY INFORMATION

3.1. BACKGROUND

Racing Card Derby was initially developed out of the company Epayment Solutions Pty Ltd, established in 2001 by inventor Anthony Brown after more than 25 years in the casino and gaming industry as a casino employee, manager and operator and most recently game inventor. Following the incorporation of the company RCD Holdings Limited, all activities previously performed by Epayment Solutions Pty Ltd are now performed by the new company”

Mr Brown started in casinos in 1984 as a trainee dealer with Burswood Island Resort Casino in Western Australia. Since that time he has worked in casinos in England, Australia, USA and various cruise-ships.

He also established, as owner operator, a licensed travelling casino operation in Western Australia as well as a training school for dealer education.

The business has now been incorporated as an unlisted public company, RCD Holdings Limited.

3.2. PRODUCTS/SERVICES

Many new casino table games are patented but few reach the point of becoming a sellable product.

RCD Holdings Limited has patents and trademarks approved and/or pending in Australia and internationally for a number of new products, which when launched to market will establish the company as an innovative casino hardware and software manufacturer and supplier.

These products include:

Racing Card Derby Table Game

The company’s flagship product, Racing Card Derby (RCD), has been designed to have a familiarity about it, which will encourage inexperienced players to try the game out.

RCD differs from other new table games as it is not poker related which many new games are. These games may include side bets on blackjack and baccarat as well as poker derivatives, with a knowledge all of the intricacies of poker, blackjack or baccarat in order to play these extra bets. This is what stands RCD apart as the game is so easy to learn, and as such will not alienate those who are unsure of their poker skills.

RCD incorporates elements of both cards and horse racing into a totally new, unique offering that is easy to play and offers excellent returns for casinos. One to eight decks of cards may be used in the game, an average of 11 cards are used to determine the winner, second and third place.

The RCD table requires the same floor space as a standard casino blackjack table and offers 42 bets for up to 10-seated players and is perfectly suited as an entry-placed casino table game. Players will be drawn to the game by the large, high-definition display monitors continually displaying a colourful animated horse race.

All winning betting combinations are lit up to display the results. The RCD table game uses a very simple approach, with the results being determined by a standard casino deck of cards; the first suit to show four wins the race, next to show comes 2nd and the next after that comes 3rd.

The ease with which both players and dealers can learn RCD will increase the game’s saleability and encourage uptake

amongst casinos. The game uses high quality, low voltage, environmentally-friendly components that require little maintenance, thus ensuring minimal downtime.

ICU2

The company’s ICU2 software and hardware allows a computer to recognise any style of casino playing card. The technology can also be used to recognise any card that has been previously shown to the unit. The identification occurs in real-time and instructions/ programs can run or be controlled within the PC environment depending on the image that is recognized. The software allows 100 percent accuracy that can be translated into a PC to execute a specified set of instructions.

ICU2 can be adapted to almost any PC environment and can be used by gaming tables or hotel reception to physically recall a drivers license picture and retrieve information from a booking or previous stay – the possible uses for this technology are vast.

Online Game

RCD Holdings Limited is currently developing a version of their table game to be used by online casinos. As the popularity of RCD increases and players become aware of the opportunities to play online, internet gaming operators will likely see value in adding an online version of a popular gaming brand to their offering.

Strong yields for operators will come from RCD games, offering 42 bets for each player per race. Casinos’ turnovers will increase with multiple players and bets. An interactive live chat facility allows players at the web table to communicate with each other as they play, ensuring a comfortable and user-friendly environment for internet players.



3. COMPANY INFORMATION (CON'T)

Slot Machines

Once the RCD game has gained popularity amongst casinos, an opportunity exists to create a one-player slot machine based on the same principals as the table game. This will be an attractive option to casinos that already have the flagship game in their casino, as RCD familiarity amongst players will likely drive them to play the slot machine.

3.3. FUTURE VISION

RCD Holdings Limited is working towards a future as a supplier of highly innovative gaming products to casinos around the world. The company has a market-ready product, and a suite of products that are currently being developed. Ultimately, the company will establish a network of resellers in different regions who will be able to market their products directly to casinos, freeing up RCD Holdings Limited to focus on developing new products.

3.4. LATEST PRODUCT



KOB

Knock Out Baccarat

The company behind **Racing Card Derby** has another hit on its hands in the form of **Knock Out Baccarat**, which they say could triple a casino's action on the tables.

If someone came knocking on your office door and proclaimed they could triple the action on your Baccarat tables, you would be forgiven for thinking them a little eccentric – but that's exactly what those clever people at Racing Card Derby have come up with, a selection of side bets for Baccarat which could increase a casino's bottom line on that table by a significant number. Tony Brown, company director, spoke to CI about the side bets.



Casino International: Tony, tell us about Knock Out Baccarat...

Tony Brown: In Knock Out Baccarat the primary bet we have is called Up The Ante, which involves an ante and wager bet added to both the player and banker box. If a player wants to enter the Up The Ante bet, before the game starts they bet on Ante for the player, or Ante for the banker.

In Baccarat the first card of the player's hand is now revealed. At this stage, all bets on the table are frozen, but people who have bet on the interactive part are offered the opportunity to play or fold. If they want to continue to play, they must double the amount of the bet in the wager box, so five dollars on the player ante would allow you to have \$10 on the wager.

The game now continues as regular Baccarat, and the outcome of player, banker or tie is determined. If you've bet on the correct player or banker and it wins, your Ante will always win even money. The wager bet is where it becomes interesting, because you have an option to win up to 2-1, which is unheard of in Baccarat. The way your win is determined is based on the hand that you have beaten; if you've beaten a 5 or less, you're paid 1-2; a 4 or 5 pays even money; if you've beaten a 6, 7 or 8, you'd be paid 2-1.

There are also some additional bets we can add to the Baccarat table that people in the casino can

select from the Knock Out Baccarat range of side bets: the first is a bet on the winning total. Will the winning total be 9, 8, 7 and we pay odds on that; will it be 6 or 5, we pay on that; will it be a field of 4, 3, 2 or 1, any one of those we pay as a field bet and that wins too. The odds are up to 15-1.

We also have a second bet, which is basically betting on the winning total, but with the option of betting player or banker to win with that total; this pays up to 25-1. Within those winning total bets, we also have bets that are about the winning result – we have Red or Black, for example: will there be more red or black cards in the winning result? Another is a 'natural' win for the player or the bank.

CI: What's the benefit to the casino?

TB: For the casino the benefit of adding these – in particular Ante Wager – is that it could triple the amount of action you play. If someone's normally betting five dollars, with Ante Wager you're betting five with a 10-dollar wager, tripling the action. The player, instead of an even money shot, is looking at a possible 2-1. It's a very exciting trade-off. From what we've seen, it's not unusual for a player to bet on both player and banker Ante bet then deciding which to play or fold when the first card is revealed, which can actually quadruple the house action.

CI: Is this aimed toward the Asian market, with Macau in mind?

TB: Baccarat recently became the biggest money maker in Las Vegas, and elsewhere – Philippines, Singapore, lots of places. And the casino's percentage is so low, which is why casinos drive the action. In this case using Knock Out Baccarat to triple the amount people play and take the house percentage from 1.5-ish to around 2.4-ish, it's not a big jump to the player but the house will notice it. It's an enormous jump for the house, and it creates real excitement for the player along the way. So it really is an international product that most casinos would benefit from.

info@racingcardderby.com
www.racingcardderby.com
Telephone: +61 7 5522 6559

7 PAYS 4:1 -1	8 PAYS 5:1	9 PAYS 20:1	
5 OF 6 PAYS 30:1			
FIELD BET PAYS 7:1	1 · 2 · 3 · 4		FIELD BET PAYS 7:1

4. BOARD OF DIRECTORS/KEY MANAGEMENT

4.1. BOARD OF DIRECTORS



Anthony Brown – Chairperson

Anthony's career has seen him work in a variety of gaming environments, placing him in an excellent position to lead RCD Holdings Limited's entry into the market.

His first position was in 1985 with the Burswood Casino in Western Australia, after which he left to work around the world, holding management positions at casinos in England, the USA and on various cruise ships. During his time overseas, Anthony spent two years operating a gaming school in the US to train casino employees.

In addition to being involved in gaming, Anthony has worked on several property developments throughout Australia, England, Europe and the USA. In 2006, Anthony developed the concept for RCD and invented the game, and has operated the business in the five years since. As the Chairperson of RCD Holdings Limited, Anthony brings a wealth of practical business and gaming industry expertise to the company. This will be central to the business's success both internationally and domestically.



Kelly Monahan – Executive Director

Kelly's 16 year career has spanned several different positions in creative marketing and media businesses. She commenced her career in 1994 as a graphic designer with All Stars Marketing where she helped to create the visuals for a wide catalogue of magazines, as well as local government tourism publications. After this position, Kelly became the officer manager for a Robina-based sales and

marketing company. In 2006, she worked with Amore Wedding Centre & Valley Hai Nursery as Business Coordinator before joining RCD Holdings Limited in 2008.

Since starting her time at RCD Holdings Limited, Kelly has been involved in the product's research and development, licensing and administrative duties, staff management and design of the RCD branding/logo, setting up the business and looking after the company's daily operations.



Tracylee Tombides – Non-Executive Director

Tracylee Tombides has had an extensive and successful career in the gaming industry, having held high-ranking positions in several casinos and casino groups. Tracylee has worked as VIP Table Games Operation Manager for the Melco

Crown property the City of Dreams Macau with pre-opening responsibilities for training 2,800 staff in 11 games.

Previously Table Games Manager for Crown Macau casino and hotel, with a casino career beginning at The Burswood Casino Complex in Perth, Western Australia.

Tracylee brings an extensive knowledge of the industry to RCD Holdings Ltd and has a vast knowledge of current industry trends with a worldwide experience.



Dr John Baker – Non-Executive Director

John holds a Bachelor of Science degree from London University, and later received a Doctorate in Information Technology from Bond University. His education career commenced in 1970 as a Senior Lecturer in Mathematics

Education with Open University, where he developed a series of courses in Mathematics Education that became benchmarks for in-service training across the United Kingdom. Following this he moved to Australia, where he became the leader of the Computer Assisted Learning Unit at the University of Queensland.

John was one of the foundation staff members at Bond University, where he became the Co-ordinator of Education Technology (and later Assistant Professor). Later in his employment with Bond, John worked as the Convenor of the Core Course in Computing – one of the four innovative Core Courses taken by all Bond Students.

He has consulted to Net-Trek International Holdings, where he was responsible for developing comprehensive plans for projects in electronic commerce and Internet access. Central to these plans was the forging of strategic alliances with the three major corporations in the field; Microsoft (Australia), Digital Equipment Corporation (Asia Pacific) and British Telecommunications (Australasia).

John's deep understanding of computers and information systems has been vital in the creation of the RCD Holdings Limited's flagship product, and will assist the business in later research and development for new products.

4. BOARD OF DIRECTORS/KEY MANAGEMENT (CON'T)

4.2. KEY MANAGEMENT

Job Title	Name	Skills or strengths
Managing Director	Anthony Brown	Game inventor and casino management experience
Administration Manager	Kelly Monahan	17 years experience in Office Management and Marketing
IT Manager	Josh Endres	Extensive IT programming skills
Electronics Manager	Mark Raynham	Extensive electronics experience
Sales/Marketing	Matthew Bielenberg	Contractor – RCD and Casino knowledge or Marketing Skills

4.3. ORGANISATION STRUCTURE



5. THE MARKET

5.1. TARGET MARKET

RCD Holdings Limited's direct target-market is casino operators in Macau, North America, Australia, New Zealand and Asian countries with large casino properties. Europe and England have excellent potential for slot machine and online sales whilst cruise-ship casino operators are also a potential market for all RCD Holdings Limited's products and services.

The company offers a new and exciting casino table game with several betting options and strong visual appeal. The house advantage will be higher than other tables due to the added players that can play RCD (up to 10 seated players) and the multiple betting opportunities for each hand (up to 42 bets per player).

5.2. MARKET POSITION

The RCD table and slot machine versions would be considered mid-range in the new technology field. The table game offers a variety of secure features and maintenance-free items which will help to give it a significant competitive edge against other similar products.

The initial launch price of just under USD\$40,000 is approximately mid-range of items available on the market today. A lease option that the company will include is expected to be highly favourable and will allow an inexpensive option for casino owner/operators – especially those that wish to try the product out before making a purchase.

There are other horse racing games currently on the market (all electronic versions), with prices ranging from \$25,000 - \$150,000 depending on the product, model and size. RCD is in an ideal position to enter the market as the only dealer-based

game – this will be done by strategically targeting casinos in different regions in order to maximise market reach.

5.3. MARKET RESEARCH

Caribbean Poker was the first significant improvement in casino table games in the past 100 years. RCD has taken a similar step forward using a deck of cards to move the markers in a high-definition race or game.

Due to the recent explosion of Poker on the world gaming circuit, many new table games are being added to casinos across the world; however, the majority of them are a derivative of poker.

RCD combines the familiarity of horse-racing with eye-catching animation, easy-to-understand betting and rapid results, whilst providing players with great entertainment and giving the house excellent margins.

Casinos around the world are looking constantly for new innovations and games to assist them to achieve an edge whilst emerging from the global financial crisis. RCD Holdings Limited is perfectly situated to fill this gap as a company that combines up-to-date computers, automatic card recognition and electronic animations to the table gaming market.

Casino managers and operators have been and will continue to be approached directly by RCD Holdings Limited with telephone, email and video-conferencing in order to discuss the products.

However, higher profile exposure will come from attending and/or having displays at the major gaming exhibitions around the world. A further milestone will be achieved with the signing of an international distributor that will fast track the launch of RCD

in many locations in a shorter time frame.

5.4. MARKET TARGETS

	Table Sales	ICU2 Sales	Multi-Player
Year 1	20	1000	0
Year 2	100	1000	1
Year 3	300	1000	5

These figures are targeted annually as the specific time-frame for approval and sale. Expectations above are set considering the average time of approval for the various regions the company plans on targeting with its products. This approval time is usually defined in the gaming authority documentation and varies from region to region.

5. THE MARKET (con't)

5.5. ENVIRONMENTAL/INDUSTRY ANALYSIS

Typically, the number of table games in each geo-graphic area is publicly documented by the gaming regulatory body for that area. Statistics for Macau, for example, show the number of various games and turnover of cash generated from the tables, as well as giving comparisons of performances between different casino games.

Macau has boomed since the introduction of added casino licenses and the casino floor space is enormous. One such establishment, the Venetian Casino, has over 850 table games and is bordered by their other casino The Sands, which has 650 more.

The Chinese population's increased interest in gaming and The Macanese Government (who gain tax revenue from the casino profits), are assured to continue the casino approvals for the foreseeable future. New casinos are due to open in 2011 with 1500 or more additional table games expected to be installed; the casino popularity is only restricted by the Chinese immigration policies that alter occasionally. The ability to allow more or less people across the border has a direct effect on the players within the casino properties and therefore may have an effect on the volume of demand for RCD tables.

RCD Holdings Limited is expected to position itself as a high income generating game, with the initial three years' expectations still be achievable if a negative restriction is imposed by the Chinese immigration or government.



RACE RESULTS

1st WINNER

2nd Place

3rd Place

RACE RESULTS

Racing Card Derby Now Paying

WINNER PAYS: 3:1 TRIFECTAS: 10:1, 2:1, 1:1 QUINELLAS: 10:1

6. COMPETITIVE ADVANTAGE

INTEREST IN A NEW PRODUCT

The novelty of a completely new kind of gambling table at casinos will be a major drawcard for patrons, many of whom will have previously seen little change in the kinds of games offered at venues. RCD's colourful design and innovative nature will help to attract players, bolstering the game as a worthwhile investment for the casino.

LOW MAINTENANCE

The company's products will all be made of the highest-quality components, and have been specifically designed to require very little maintenance. This will be a strong incentive for casinos, as the tables will provide excellent returns whilst requiring a minimal amount of ongoing cost.

INTERNET POTENTIAL

Online casinos are being accessed by people who haven't traditionally been gamblers such as women and older people. According to a UK Gambling Commission study, players aged 35-to-50 years overtook 18-to-35 year olds in number of online casino visitors in 2008, with 15.7 percent in the former group stating they'd gambled online in the previous year.

With this market predicted to be worth \$4.7bn globally in terms of gross gaming yield by the end of 2010, RCD Holdings Limited has an excellent opportunity to take a piece of this market share. The online version of RCD should initially be launched as a free-to-play game, after which it will be further developed to have a secure back-end for sale to online casinos.



April 2013
EVENT REVIEW



Winning Hands Best new games competition highlights Raving's Cutting Edge Table Games Conference

BY CHARLES ANDERER • PHOTOS BY KYLE MAYER

After the success of Casino Journal's Best New Table Game (left) and High Card Flush (right) gaming, which received top honors, players of High Card Flush will be able to play in person at the new game.

High Card Flush by Galaxy Gaming was named Casino Journal's Best New Table Game of 2012, winning an automatic slot at the fourth annual Raving's Cutting Edge Table Games Conference, which was held December 2-4 in Las Vegas at The Mirage. Player's Choice 21 by Ravegame Table Games and Racing Card Derby by Racing Card Derby finished in second and third place respectively. There were 18 minutes in the casino, whose games were showcased at dedicated "play times" during the opening night reception and all networking breaks between sessions. The voters were full conference attendees, namely table game operators and other casino executives from across the casino industry, and they were asked to choose the game with the best combination of player appeal, ease of understanding, and potential commercial success.

An especially compelling feature of the Best New Table Game Competition is the chance for game trial at leadership properties across multiple markets. As the winning game, High Card Flush will, upon meeting the necessary licensing and regulatory requirements, receive floor space at Agua Caliente Spa Resort Casino, Apache Casino Hotel, Black Oak Casino, Harl Rock Hotel and Casino in Reno, Lucky Star Casino, Clinton, Lucky Star Casino Cocho and Muckleshoot Indian Casino and Reno.

"With over 275 total attendees and unprecedented levels of vendor participation, this was the most successful Raving's Cutting Edge Table Games Conference ever," said Dennis Conrad, president and chief strategist, Raving Consulting Company, which co-produces the event with BNP Media Gaming Group. "Congratulations are in order for each of our winners, and to all of our exhibitors, sponsors and industry presenters, who made this an event that will help move the table games category forward in the coming year."



Top left to right: Cutting Edge Table Games Conference attendees gather for lunch over the three game presentations (left) and the award ceremony (right). Casino Journal's Best New Table Game of 2012 award presentation is given during the presentation. Source: Dennis Conrad, president and chief strategist for Raving Consulting. He won't be present, but he'll be at the event.



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2010-11-11

Racing Card Derby(tm) table game live in cruise ship

(Singapore) - Last week Racing Card Derby(tm) table game along with our automatic card recognition unit ICU2, went live for play on a cruise-ship casino based between Singapore, Indonesia and Malaysia. On opening, the game was surrounded by a mass of more than 50 people. Play was strong throughout the 24 hour days and the game had many people staying onboard to continue to play the game.



Many repeat players and much action on all bets offered. The excitement created by these primarily non-English speaking players was encouraging. The game was played by people from China, Singapore, Thailand, Malaysia and Vietnam and all seemed to have a good level of entertainment from the game. The table was quiet for a short time when the free dinner buffet was served, however the entire casino was very quiet during this time period. The entertainment value of the horses and ease of learning to play seemed to be very effective and the casino management was extremely happy with their new table game. Ages from early 20's but more players in the 40-75 year old range were dominant.

The game was offered for cash chip play only at a \$10 min on Red/Black and \$5 min everywhere else. The drop was equal to a average \$10 Blackjack table offered in the same gaming room. The game looks set to be a winner for any casino with the demographics mentioned above and I am now 100% confident that Racing Card Derby will be a huge success. We have made some major technical advancements in table gaming and eliminated old technologies to produce a virtually maintenance free table. Please watch the demo on our website for the latest upgrades and advancements at <http://racingcardderby.com/> [1]. The ICU2 (RCD's Automatic card recognition device) has independently and has a 100% card reading accuracy. The game is fully automatic and there is no room for dealer error. RCD has a full back end log for complete gaming analysis allowing management to access statistics such as hands per hour etc. All Dealer, Surveillance, Technical, Assembly and Management training is provided and Procedure Dealer manuals are supplied all Free-of-charge. We have fantastic purchasing options, all come with a trial period.

We are working closely with the Gaming Control Boards in Nevada, the Philippines, and our next field trial should start within the next 4-6 weeks. We are working on a strategy of one RCD table per 30 table games. RCD manufactures each table as per the casinos requirements to ensure the table colour scheme fits in well with your other games and we print your company logo on the Red/Black area within the betting layout.

Source: Soloazar

2010-12-09

Racing Card Derby™ - Approved in the Philippines

(Philippines) - Racing Card Derby™ (RCD) has received notification that the RCD Table Game is now approved for use in the Philippines. RCD will go live for play at the newly upgraded Resorts World, who first showed an interest in RCD at G2E in Macau 2010.



The attractive animated horse race and excitement of the game was able to draw the Resorts World Representatives to the RCD booth. After initially jostling for a position at the table they were able to meet with RCD Staff to discuss RCD and make an agreement to purchase.

Recently RCD travelled to the Philippines to meet the Resorts World Management and also meet with the entire PAGCOR board (Philippine Amusement and Gaming Corporation).

PAGCOR have shown an interest in the RCD table game and RCD's ICU2 card recognition unit for use for their 1000+ Baccarat tables, which now features plug-n-play for Baccarat use.

If you are looking to keep up with the latest casino games, in need of a new draw card to bring in more players or just trying to generate additional revenue in these tough economic times, Racing Card Derby™ is the solution that you have been looking for. I hold live demonstrations daily via Skype. Please let me know a suitable time to show you the benefits RCD can offer your casino? I look forward to your reply.

Source: Soloazar

7. ADVERTISING/PROMOTION STRATEGY

Planned promotion/advertising type	Expected business improvement	Cost (\$) p.a.	Target date
Online email promotion	An inexpensive, effective way for the company to make first contact with casinos and potential resellers.	0	Consistent
Website	The website www.racingcardderby.com will be a main outlet for our marketing. A comprehensive website will effectively be the company's primary display tool and will be updated regularly.	1,000	Consistent
Exhibitions	Exhibitions are a tremendous concentration of the people that we are marketing too. Las Vegas and Macau are the two largest exhibitions in the world for this industry. A display stand will promote the game and increase product awareness.	60,000	Sep 2013
Personal Approach (travel)	Face-to-face meetings with potential clients are the most effective form of advertising the product. The company will seek to engage these clients personally as much as possible.	10,000	Aug 2013
Telephone	Consistent communication with casino operators will personalise RCD approach and will be effective in assuring a long term commitment to our product range.	5000	Consistent
Media Exposure	Radio, news and TV exposure will become necessary as the game launches in certain countries. This will allow people to become familiar with the product and its entertainment value.	40,000	Jun 2013

8. BUSINESS OBJECTIVES

8.1. IMMEDIATE

The company's initial goal will be to foster interest in the RCD product amongst casinos. A major part of this will also involve working with the potential clients on the approval processes in various geographic regions.

8.2. SHORT TERM

Within the first 12 to 24 months, the company plans to have tables implemented in casinos throughout Australia, the US and Macau, as well as some suitable markets in Asia.

8.3. MEDIUM TERM

Having established the initial RCD offering in several different markets, the Company will commence development of slot machines, as well an internet version and a multi-player table.

8.4. LONG TERM

The company's central long-term goal is to establish a group of reputable resellers for its products that will be able to take care of more direct marketing matters. This will allow the Company to commit more of its resources to research and development into new products.

9. OTHER INFORMATION

9.1. Intellectual Property

RCD Holdings Limited has a number of items that are protected by patent and or trademark registration as listed below.

Patent Details

- Australian Patent Application No. 2008222615
- USA Patent Application No. 12530144
- Singapore Application No. 200905896-7
- China Patented Application No. 20088014962.5

9.2. Trademarks

- Australian Trade Mark No1250302
- International Trade Mark Application No 1250302 (Europe and USA)

9.3. Websites

The company has registered the domain name <http://www.racingcardderby.com>

9.4. Material Contracts in Place

Table Layout supplied by:
Sublitech Pty Ltd
Building 8, Factory 1.
First Floor, 75 Mary Street
St Peters NSW 2044

Table Timber and Plastics designed by:
All Star Plastic
Unit 3, 25 Bailey Crescent
Southport QLD 4215

Electronics supplied by:
Electronic FX Pty Ltd
Unit 13/17 Indy Court
Nerang QLD 4211
Australia

Graphic Sticker produced by:
Foyer Printing
8/12 Nuban Street
Currumbin Valley QLD 4228

Computers supplied by:
Aplus I.T. Computer Services
27 Colvillea Ct
Palm Beach, Qld 4221

TV Screens / Monitors supplied by:
GM Multimedia Pty Ltd
9A/ 417 Ferntree Gully Rd
Mount Waverley, VIC, 3149

Facial/pattern recognition core engine software supplied by:
Spikenet Technology
26 rue Hermes
31520 Ramonville Saint Agne
France

10. FINANCIAL INFORMATION

10.1. Financial objectives

RCD Holdings Limited's initial financial objective is to achieve a level of sales of product in which the lease or purchase rights will cover the office, marketing expenses and ongoing expenses; this target is ten tables. Once achieved, the next financial objective is to establish more than ten tables in each of Macau, Las Vegas and California.

As the volume of orders increase, the cost of production will decrease. Volume discounts have already been negotiated in many areas of production that will allow a significantly lower overall cost of each unit. On the achievement of 100 RCD table sales, the company should have sufficient funds for its ongoing evolution and ability to quantify its worldwide market share.

The multi-player station game, ICU2 card recognition units, online game and slot machine ensure that RCD Holdings Limited has many areas of increasing revenue as the game's popularity expands.

Given the company has only been existence for a short period of time, the Director's decline to forecast profits at this early stage.

For more information on the financial statements of the company email info@racingcardderby.com.



11. RISK FACTORS AND MITIGATION

All investments in securities carry some risks. This Offer Document should be read in its entirety in order to appreciate the risks associated with the issue of and holding of shares. A number of risk factors exist that affect the company's business and operations and its ability to action its business plans which may affect the net tangible asset value of the company. Many factors may be outside the control of the Company's control, such as risks associated with government policy and general economic conditions.

Casino Commitment

Despite the company holding approval to provide gaming entertainment in a particular jurisdiction, the company still requires Casino organisations to take up the game on their floor space in order to generate revenue. Failure to place tables on the Casino's floor space will have an adverse affect to the operations of the company. The company continues to communicate directly with Casino management and is continuing its marketing and promotional activities through specialized trade show events.

Patronage

Traditional table games such as roulette and black jack have been around for many years meaning that Casino patrons are comfortable with understanding the rules associated with these games. An inability of the game to be able to attract players will impact on the number of tables a Casino is willing to place on their floor, which in turn will have a negative impact of the business of the company. The game has been developed as a user friendly game, with simply betting options and payout dividends to make it attractive to those patrons using it for the first time.

Declination of Permit in a target market

Each country that the company has identified as a potential market has its own rules and regulations in respect of gaming activities. The company is required to obtain the necessary permits in each country, before it can proceed to market the product in that particular country. A failure of the company to obtain the relevant permit will reduce the demographic market and thus impact negatively on the company. The company has obtained GLI certifications (a worldwide gaming certification) prior to negotiating permits with individual countries to assist in the application process in each country.

Finances insufficient to take advantage of potential

(I recommend rephrasing to Growth Strategy) There are significant costs the company incurs before deriving revenue. These costs include marketing and promotion, permit application and compliance along with the cost of manufacture of initial entry tables for Casino's. If the company cannot raise sufficient capital, this impacts on its ability to grow and generate revenue, and hence can impact adversely on the business of the company. The company will continue to monitor current and potential growth and explore options in raising capital sufficient to meet these needs.

Economic Risk

The company has significant exposure to global economic conditions. Gambling is a discretionary spending activity amongst the world demographic, and hence during periods of growth, increase patronage of gaming establishments increase the potential for the game. Likewise during periods of economic

recession, reductions in Casino turnover and consolidation of there affairs can adversely impact on the company beyond its control.

Exchange Rate Risk

The company will contract with it's oversees customers in US dollars, hence the company will be exposed to daily changes in the exchange rate of US Dollars. Movement in the exchange rate will have an impact on the revenue of the company. The company has identified the use of financial hedging tools as a manner to mitigate the impact associated with this risk.

Litigation

The company may from time to time become involved in contractual, intellectual property, personal injury and other claims arising from the normal course of business. Disputes in respect of intellectual property rights made against the company may adversely impact on the operational and financial performance of the company. The company is currently not involved in any litigation;

Reliance on Key Personnel

The company currently retains key management and other personnel. The current managing director has been the driver of developing the game and holds a considerable amount of knowledge of the game and its operation. In addition to his knowledge of the product, he has been the company's key representative in permit negotiations both with the regulatory authorities of the country as well as the individual Casino gaming managers. In the event that this person was lost to the company, there would be potential adverse affects on the business of the company. The company has identified this,

11. RISK FACTORS AND MITIGATION (con't)

and is developing a succession policy to allow for a smooth transition of the business of the company in the event of his departure.

Intellectual Property

The company has obtained the exclusive rights to utilise all intellectual property pertaining to the racing card derby game owned by Epayment Solutions Pty Ltd. In the event the company was to lose access to these rights, through termination of the agreement between the entities, or through the holder Epayment Solutions Pty Ltd being the subject of loss of its rights to the intellectual property, this loss of rights could adversely impact on the profitability of the company. Epayment Solutions Pty Ltd is not currently subject to any litigation surrounding the holding of intellectual property connect to the racing card derby game; Government Legislation: Australian and international government legislation is subject to review and change from time to time. Any such change is beyond control of the Company and could affect the company's profitability;

ICU2 License

The company holds the license to use the technology patented by Spikenet Technology in the ICU2 product. In the event that Spikenet revoked its license to use the patent, then the ability of the company to continue to produce these units is likely to be affected, which could adversely affect the business operations of the company;

ICU2 Performance

Card reading errors, mal-functions and maintenance will impact on the creditability of this unit. As the unit is connected to each

table, this adversely impacts on the creditability of the game as a whole. Performance issues with the ICU2 unit could reduce player use, reducing demand and therefore having a negative impact on the performance of the company. ICU2 has been extensively tested to adhere to the vigorous demands of the casino table environment and all units are appropriately tested prior to inclusion in the table game; Internet

Gaming

The expected continued growth of internet gaming has resulted in the gambling dollar being able to be spent without travelling to a Casino. A decline in Casino patronage can potentially impact on the number of tables that a Casino orders, and hence adversely impact on the profitability of the company. The company has identified this, and is currently developing an electronic version of the game that will allow for on-line gaming in real time;

Limited Voting Power

Upon full subscription of the securities offer, the investor shareholders will hold approx 10% of the company. The majority of ownership in the company will be retained by the founding director, who will hold a percentage sufficient enough to approve general and special resolutions of the company at shareholder meetings. The limited voting power affects the ability of the shareholders to make decisions about the future direction of the company as any resolution tabled by a shareholder can be defeated at a meeting of the members through the vote of the founding member. Investors should consider the limited voting power attached to this subscription and seek independent investment advice on the matter.

General Risks

Factors such as government legislation, inflation, interest rates, taxation law, accounting standards, natural disasters, social upheaval, war and terrorism may impact on operations and market conditions generally. The Company's future operations and future profitability can be affected by these factors, which are beyond the control of the Company.

Profitability

No assurance on the profitability or dividends of RCD Holdings Limited can be given. Profitability and dividends are dependent on future earnings and working capital requirements of the company and competition in the industries in which it operates. Expansion of RCD Holdings Limited will depend on the ability of management to implement and successfully manage its growth strategy and meet the challenges presented by its competitors



12. CORPORATE GOVERNANCE / CONTINUOUS

DISCLOSURE

The Company has adopted sound practices of corporate governance. A process of continuous disclosure has been adopted relevant to keeping Directors, management, Shareholders and potential investors informed. In all the Company does, it is cognisant of subsequent requirements for due diligence in the event of a future merger, trade sale, takeover or listing.

Investors in RCD Holdings Limited are invited to undertake their own due diligence of the Company, its management and the Company's products or services, subject to signing a Confidentiality Agreement. Enquiries should be made to the Company directly.

13. FINANCIAL REPORTING TO SHAREHOLDERS

RCD Holdings Limited will ensure that in accordance with its duties under the Act, quarterly financial information will be made readily available to the Board and its Shareholders. The Company will produce an annual investor report incorporating Profit & Loss, Balance sheet, Cash Flow and Operations Report in accordance with International Financial Reporting Standards (IFRS).

14. LEGAL STRUCTURING

On 13 December 2010 RCD Holdings Limited became an unlisted public company, and as such are legally able to sell shares in the company.

15. MINIMUM SUBSCRIPTION REQUIREMENT

There is no minimum subscription amount in respect of this offer of securities. Upon acceptance of the offer, and the relevant cooling off period has expired, the shares will be issued and a certificate forwarded to the investor.

16. THE OFFER

The Company will offer for sale a total of 6,706,673 Ordinary Class Shares at an issue price of \$0.15 cents which, when sold, is intended to provide the required \$1,006,000.

The raising is expected to provide investors with a maximum amount of 10% percent equity in the Company.

However, before making any investment, investors are advised to take their own independent accounting, taxation, legal and any other advice they or their circumstances may require in considering an investment in RCD Holdings Limited. No person mentioned in this Offer Document will offer, or may be construed as offering advice to any potential investor in RCD Holdings Limited.

17. CAPITALISATION

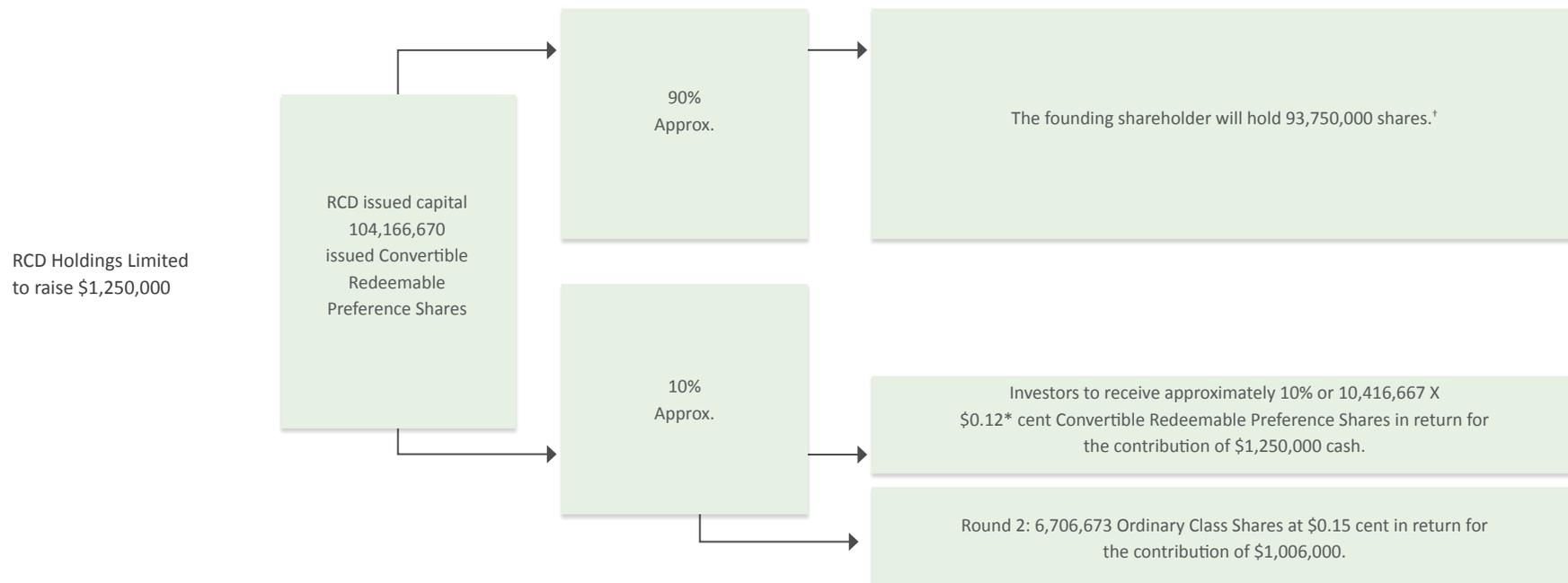
Upon completion of the company's capital raising objectives, on the basis that the issue is fully subscribed, the company will have a capitalised value of \$1,250,100. The volume of shares issued to the founding shareholders is in consideration for the time, effort and costs incurred personally to develop the company products. The founding shareholder has provided the company with the exclusive right for use of the game, the ICU2 unit and all intellectual property connected to them. This right is an asset of the company, which at the date of this report could not be reliably measured and thus is not reflected in the financial statements of the company.

18. USE OF PROCEEDS

The following is a summary of the proposed use of funds. The amounts in the table may be subject to variation.

Action	Full Subscription
Investment in Capital Expenditure	\$300,000
Research and Development	\$60,000
Cost of Raising Funds	\$25,000
Marketing & Promotion	\$120,000
Administration	\$200,000
Working Capital	\$304,000
Total	\$1,006,000

19. STRATEGIC GROWTH PLAN



†The paid up capital of these shares is \$100 resulting in a price per share of 0.00000107 cents per share. The current shareholder has provided the company through his related entity Epayment Solutions Pty Ltd the exclusive licence to the game, the intellectual property connected to it along with all rights connected to the use of the ICU2 unit. The volume of shares issued to the founding shareholder is consideration for the time, costs and efforts entered into by him over the past 5 years in developing the technology to become a marketable product. Accounting standards require certain measurement criteria before an asset can be accounted for at a fair value. As at the date of this report, due to the short life span of the company to date, it could not calculate reliably a value for the exclusive rights asset.

*Investor Note: In any round of capital raising being undertaken, the pricing of the securities provides investors with a guide only and the price paid for securities will always be a matter for negotiation between the parties. The Company makes no representation about the underlying value of securities on offer. Prospective investors must make their own assessment about whether the price of the securities being offered represents fair value.



20. AVERAGE PARCEL SIZE

The average parcel size is \$25,000.

21. AVERAGE SHAREHOLDING PER PARCEL

Average shareholdings per parcel is 166,666 shares.

22. OWNERSHIP STRUCTURE

The Directors, present owners and existing shareholders have invested considerable money, time and effort in research, development, intellectual property, contracts, processes and systems of the business to achieve this stage of the Company's development. For this contribution they will retain 90% of RCD Holdings Limited from the outset, giving all investor shareholders a 10% stake in the company.

23. ESCROW PROVISION

The original founding shareholders have not entered into a voluntary escrow restriction agreement.

24. CREATION AND ISSUE OF FURTHER SHARES

The issue of Shares is under the control of the Directors of RCD Holdings Limited. Subject to restrictions on the allotment of Securities to Directors or their associates contained in the Act, the Directors may allot or dispose of other Shares on such terms and conditions as they see fit. To obtain a definitive assessment of rights and liabilities which attach to this Offer, Shareholders should obtain a copy of the Company's Constitution and seek their own independent legal and accounting advice.

25. COOLING OFF PERIOD

Please note that if an investor enters into a contract to purchase shares from the Company within five (5) business days from attending an Investor Meeting, the investor can cancel (i.e. void) the contract without penalty or forfeiture. In the event the investor exercises this right, written notice must be provided to the Company within ten (10) business days from the date of the Meeting.

26. LEGAL JURISDICTION

This Offer Document does not constitute an Offer of Securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Offer Document or make the Offer. It is the responsibility of any Applicant outside Australia to ensure compliance with any laws relevant to their Application. Any such Applicant should consult professional advisers as to whether any government or other consents are required or whether any formalities need to be observed to enable them to apply for and be allotted any Securities. No action has been taken to register or qualify the Securities or the Offer or to otherwise permit a public Offering of the Securities on offer in any jurisdiction outside Australia.

27. EXPIRY DATE

The expiry date of this offer document is 31 May 2013.

28. GLOSSARY OF TERMS

This glossary of terms is provided to assist persons in understanding some of the expressions used in this Offer Document.

\$ means Australian dollars

APPLICANT is used interchangeably with **INVESTOR** and means a person who applies for Shares in accordance with this Offer Document

APPLICATION means a valid application to subscribe for Shares offered under this Offer Document

APPLICATION MONIES means monies received from an Application in respect of an Application

ASIC means Australian Securities & Investment Commission

BOARD means the board of directors of the Company duly appointed in accordance with the Company's Constitution

CLASS ORDER means the Class Order 02/273 Business Introduction or Matching Services as prescribed by ASIC

CAPITALISED VALUE means the quantity of shares on issue by the current offer price of the round

CLOSING DATE is 31 May 2013

COMPANY means the entity as shown on the front cover of the Offer Document

CONSTITUTION means the constitution of the Company and all the amendments thereto

CONVERTIBLE REDEEMABLE PREFERENCE SHARES means shares issued on the basis that they will convert to Ordinary Shares by resolution of the company no earlier than one year from the date of issue

CORPORATIONS ACT or the **ACT** means Corporations Act 2001(Cth) including the Corporations Regulation 2001 (Cth) as amended from time to time

DIRECTORS mean the directors of the Company

OFFER DOCUMENT means this document dated 24 January 2011 as modified or varied by a Supplementary or Replacement Offer Document made by the Company

INVESTOR MEETING means a meeting between the Company and potential investors which is organised for the purpose of investing in the Offer and conducted by the Company or its nominated representative and not held at premises of any potential investor

MINIMUM INVESTMENT means the average minimum parcel of shares available to an investor pursuant to this Offer Document

MINIMUM SUBSCRIPTION means the minimum amount sufficient to commence the implementation of the immediate business objectives of the Company as described in this Offer Document

NEW ISSUE means Shares to be newly issued pursuant to this Offer Document

OPENING DATE means the opening date of the Offer as shown

on the front cover of the Offer Document

ORDINARY SHARES means ordinary fully paid shares in the capital of the Company

OVERSEAS INVESTOR is an investor that is domiciled overseas

SOPHISTICATED AND PROFESSIONAL INVESTORS means those terms ascribed under Sections 708(8) and (11) of the Act

SECONDARY SALE OFFER means a transfer of securities by individual Shareholders in the Company

SMALL SCALE OFFERING means offers to issue or sell securities or scheme interests made under Section 708 of the Act 2001

29. DIRECTORS' DECLARATION

The Directors of RCD Holdings Limited have made reasonable enquiries to ensure that there is no material statement in this Offer Document which is false or misleading. They have also made reasonable enquiries to ensure that there is no material omission from the Offer Document.

The Directors report that, as of the date of signing, after due enquiry by them, they have not become aware of any circumstances that in their opinion materially affects or will materially affect the assets and liabilities, financial position, profits and losses or prospects of RCD Holdings Limited other than those set out in the Offer Document.

The issue of this Offer Document was authorised by a resolution of the Directors.

30. WHO TO CONTACT

For more information or to obtain a share application form contact:

Anthony Brown - Chairman

Telephone + 61 (0) 7 5522 6559

Facsimile + 61 (0) 7 5522 6559

Email info@racingcardderby.com

Website www.racingcardderby.com