

Our Ref CL-12 NOD

Contact Jeff Forbes



17 March 2009

Australian Securities Exchange
Companies Announcements Office

Cardno Limited
ACN 108 112 303

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Dear Sir/Madam,

SHARE PURCHASE PLAN

As announced to the market on 18 February, 2009 Cardno Limited has today sent to all eligible shareholders the attached documentation to enable them to participate in the Company's Share Purchase Plan (SPP).

Under the SPP, all eligible shareholders who were recorded on the register as at 13 March 2009 may acquire up to approximately \$10,000 worth of shares. The SPP opens today, Tuesday, 17 March 2009, and will close on Friday, 3 April 2009.

Shares purchased under the Plan are expected to be allotted on or about Tuesday, 14 April 2009.

Yours faithfully

Jeffrey I Forbes
Company Secretary
for Cardno Limited

Enc.

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Cardno Limited

ABN 70 108 112 303

Share Purchase Plan Offer
March 2009

IMPORTANT - PLEASE READ

THIS DOCUMENT CONTAINS IMPORTANT INFORMATION AND REQUIRES YOUR IMMEDIATE
ATTENTION

IF YOU ARE IN ANY DOUBT AS TO HOW TO DEAL WITH THIS DOCUMENT, YOU SHOULD CONSULT
YOUR STOCKBROKER, ACCOUNTANT OR INDEPENDENT FINANCIAL ADVISER



17 March 2009

Dear Shareholder

SHARE PURCHASE PLAN

Cardno recently announced a record half year profit of \$18.26 million for the December 2008 half year, which was a 53% increase on the previous corresponding period. Earnings per share increased during this period by 20.8% to 24.17 cents.

I am also pleased to report that Cardno will pay eligible shareholders a fully franked interim dividend of 14 cents per share on 25 March 2009. The record date for this dividend was 13 March 2009.

Cardno also announced that it is undertaking a capital raising via a Share Purchase Plan (SPP) to position itself for further growth and to maintain its current low gearing levels. Cardno aims to raise up to \$20 million under the SPP.

A copy of the half year profit announcement released to the ASX is attached.

Shareholders are invited to participate in the SPP which provides an opportunity to apply for up to \$10,000 of ordinary shares in Cardno at a discount to the market price with no fees or brokerage.

The issue price will be the **lower** of:

- \$2.80, being a 10% discount to the 5-day volume weighted average price (VWAP) as at 16 February 2009; or
- a 7.5% discount to the 5-day VWAP prior to the close of the offer (up to and including 3 April 2009).

Therefore the maximum amount payable under the SPP will be \$2.80 per share.

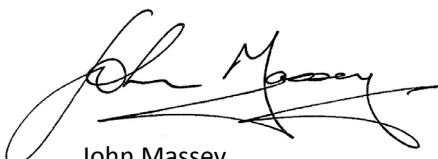
Full details of the SPP and how to participate are contained in the documents attached.

Directors of Cardno who are eligible to participate intend to subscribe under the Offer.

The record date for the SPP is 13 March 2009. If you wish to participate in the SPP your payment must be received by our share registry, Computershare Investor Services Pty Limited, **by 5:00pm (Brisbane time) on Friday, 3 April 2009.**

Your continuing support as a shareholder of Cardno is appreciated.

Yours faithfully



John Massey
Chairman
Cardno Limited

Cardno Profit Up By 53% to \$18.26 million

Infrastructure services company Cardno Limited [ASX: CDD] today announced a 53 percent increase in net profit after tax to a record \$18.26 million for the half-year ending 31 December 2008.

Revenue for the half year was up 35 percent to \$265.6 million over the corresponding period in 2007. Earnings per share have increased by 20.8% to 24.17 cents.

Cardno has increased its fully franked interim dividend to 14.0 cents per share. This represents a 7.7 percent increase per share over the previous corresponding period, and maintains the level of the final dividend paid for 2008.

The dividend will be paid on 25 March 2009 with a record date of 13 March 2009.

Cardno Limited Managing Director, Mr Andrew Buckley, said Cardno delivered a solid performance despite the challenging global environment.

“In addition to on-going contributions from the continuing business, the result has been impacted positively by a number of factors. These include full year contributions for the first time from businesses acquired during the 2008 financial year, acquisitions undertaken during the December half-year, the weaker Australian dollar and a lower effective tax rate,” said Mr Buckley.

It is difficult to reliably forecast the future outlook. Cardno’s portfolio of diverse businesses operating across a range of geographic regions has helped offset softening in some market areas. The company’s business model of supplementing organic growth with strategic acquisitions is expected to place the business in a sound position to benefit as the global economy improves.

Acquisitions made during the half-year have contributed positively to the performance of the company.

During the period, Cardno acquired two Australian businesses, Cardno Spectrum Survey, a West Australian-based survey and mapping firm, and Cardno Ecology Lab, a Sydney-based specialist marine and freshwater ecology consultancy.

In September 2008 Cardno also acquired the TBE Group, a 450-person US-based infrastructure services firm. Mr Buckley said the TBE Group was well positioned to benefit from the US Government’s economic revitalisation package.

“The US government’s commitment to infrastructure projects is likely to complement the TBE Group’s existing work in hand of approximately US\$100 million,”

“Similarly in Australia, the Federal Government’s stimulus package is positive news for Cardno, with many of our businesses in a position to bid and win projects across local government, community and defence housing, road maintenance and safety, schools and hospitals as a result of the new funding commitments,” said Mr Buckley.

To position itself for further growth and to maintain its current low gearing levels, Cardno will undertake a capital raising via a Share Purchase Plan (SPP). Cardno aims to raise up to \$20 million under the SPP, full details of which will be provided in a separate announcement to be made shortly. The record date of the SPP will be 13 March 2009 and the offer will close on 3 April 2009.

The SPP will be priced at the lower of \$2.80, or a 7.5% discount to the 5 day VWAP prior to the close of the Offer. Cardno has appointed ABN AMRO Morgans as Manager of the Share Purchase Plan.

Summary performance for the half-year ending December 2008:

	2008	2007	Change
Revenue	\$265.6m	\$195.8m	+35.7%
Fee revenue	\$194.3m	\$156.1m	+24.5%
EBITDA	\$33.1m	\$23.4m	+41.3%
PBT	\$23.8m	\$17.2m	+38.7%
NPAT	\$18.3m	\$11.9m	+53.2%
EPS (basic – cents)	24.17	20.01	+20.8%
EPS (diluted – cents)	24.16	19.59	+23.3%
Interim Dividend (cents)	14.0	13.0	+7.7%

The Dividend Reinvestment Scheme is be available for shareholders recorded on 13 March 2009 and full details of the scheme can be found on Cardno’s website.

ENDS.

Offer and Terms & Conditions



This Offer Document sets out the terms and conditions of the offer under the Share Purchase Plan (“the Plan”).

Cardno has appointed ABN AMRO Morgans Limited as Lead Manager to the Plan offer.

How to Apply and Closing Date

Applications to acquire new shares under the Plan must be made in one of the following two ways:

- Complete and return the Application Form which accompanies this Offer Document together with your cheque, bank draft or money order for the correct amount. Application Forms and payment for new shares must be received by the share registry by **5:00pm (Brisbane time) on 3 April 2009**; or
- Submit your payment for new shares via BPAY®. If you pay by BPAY®, then you do not need to return the Application Form. Payment must be received by **5:00pm (Brisbane time) on 3 April 2009**. You must take into account the cut off times your financial institution has in advance of this closing date and time. BPAY® is only available as a method of payment by using an Australian financial institution.

There are a number of different application amounts from which you can choose starting with the **minimum application amount of \$1,000** up to **the maximum application amount of \$10,000**, as follows:

\$1,000 worth of new shares	\$3,000 worth of new shares	\$5,000 worth of new shares	\$7,000 worth of new shares	\$10,000 worth of new shares
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NB. Currency is in Australian dollars

Applications may only be made for parcels of new shares in these amounts.

By applying for new shares under the Plan, you will have agreed to be bound by the terms and conditions set out in this Offer Document.

Shareholders who elect to participate in the Plan will be deemed to have confirmed, in relation to all shares applied for by them under the Plan, that they do not make the application for any other person in circumstances which might involve any breach of securities laws of any jurisdiction other than Australia and have agreed to be bound by Cardno’s Constitution in respect of all the shares issued to them under the Plan.

Pricing

The price per share for each new share issued under this offer (“Issue Price”) is an amount equal to the **lesser of:**

- a) \$2.80 (a 10% discount to the 5-day volume weighted average price (“VWAP”) as at 16 February 2009); or
- b) a 7.5% discount to the 5-day VWAP prior to the close of the offer (up to and including 3 April 2009).

The final Issue Price will be announced to the ASX as soon as it is able to be calculated.

The number of new shares to be issued to each applicant will be calculated by dividing the amount subscribed by you by the Issue Price. Fractions will be rounded up to the nearest whole share.

The market price of shares in Cardno may rise or fall between the date of this offer and the date that new shares are issued to you. This means that the number of new shares you receive may be more or less than the number you might calculate using the market price of the shares on the date you decide to apply. Shareholders should be aware that the Issue Price will not be more than the maximum price of \$2.80.

We recommend that you obtain your own independent financial advice including taxation advice in relation to this offer and also consider price movements of shares in Cardno before applying for shares under this Plan.

Key Dates

Record Date	The date on which Cardno Limited determines eligible shareholders.	7:00pm (Sydney time) Friday, 13 March 2009
Opening Date	Share Purchase Plan opens. SPP documentation is despatched to shareholders.	Tuesday, 17 March 2009
Closing Date	Share Purchase Plan closes. Applications must be received by 5:00pm Brisbane time.	Friday, 3 April 2009
Allotment & Issue Date	Allotment and issue of SPP shares.	Tuesday, 14 April 2009
Despatch Date	Transaction confirmation advices despatched to shareholders.	Friday, 17 April 2009
Quotation Date	Quotation of SPP shares on the Australian Securities Exchange	Monday, 20 April 2009

(NB. Dates are indicative only and Cardno retains the right to vary these dates without advance notice)

Costs

No brokerage, commissions or other transaction costs will be payable by participants in respect of the application for, and issue of, new shares under the Plan.

ASIC & ASX Relief

This offer of new shares under the Plan is made in accordance with an instrument of relief granted to Cardno on 18 February 2009 which is based on ASIC Class Order 02/831. The instrument grants relief from the requirement to prepare a prospectus for the offer of new shares under the Plan.

Cardno has also obtained a waiver on 20 February 2009 from the ASX from Listing Rules 7.1 and 10.11 to permit Cardno to issue up to \$10,000 worth of shares to each shareholder, without an offer document and for all Directors to participate in the Plan.

Participation

Participation in the Plan is open to all shareholders registered as holders of ordinary shares of Cardno at 7:00pm (Sydney time) on 13 March 2009 and whose address in Cardno's share register is in Australia or New Zealand.

The Board of Cardno has determined it is either not lawful or not practical for shareholders in other jurisdictions to participate in the Plan.

Participation is entirely at the option of shareholders.

Offers made under the Plan are not renounceable. **This means that only the shareholder whose name is recorded on the register of shareholders may accept the offer under the Plan.** Shareholders cannot transfer their right to acquire new shares under this offer to another person.

Each registered shareholder may only participate in the offer up to the maximum limit of \$10,000, even if the shareholder has more than one registered holding.

If you are recorded with one or more other persons as the joint holder of a holding of shares that joint holding is considered to be a single registered holding for the purposes of the Plan, and the joint holders are entitled to participate in the Plan in respect of that single holding only. If the same joint holders receive more than one offer under the Plan due to multiple identical holdings, those joint holders may only apply for an aggregate maximum parcel of shares.

If you are a joint holder and you also have a separate holding in your individual name, you may only apply for an aggregate maximum parcel of \$10,000 worth of shares in aggregate between your joint and individual holdings.

Where a trustee or nominee is expressly noted on the Company's share register as holding shares on account of a beneficiary, the beneficiary is taken to be the registered holder in regard to those shares. Any application or certification by, or issue to, the trustee or nominee is taken to be an application or certification by, or an issue to the beneficiary.

By electing to participate in the SPP the shareholder shall be deemed to have certified that the amount subscribed under this offer, together with amounts subscribed in any similar plan offer by Cardno in the last 12 months by the applicant, does not exceed \$10,000. Each applicant who applies in accordance with these terms and conditions should be able to make the certification because 12 months has elapsed since Cardno's last Share Purchase Plan offer.

Cardno reserves the right to reject any application at its discretion, including but not limited to where the maximum application limit or any other term of the Plan has not been complied with. Application Forms received after the Closing Date will not be accepted.

Cardno is under no obligation to correct or amend defective Application Forms on behalf of shareholders.

Any shareholders who hold shares on behalf of persons who are "US persons" (as defined in Regulation S under the US Securities Act of 1933) or who act for the account or benefit of a US person are not entitled to participate in the Plan.

Scaleback

Cardno does not intend to raise more than \$20 million under the Plan.

If applications for more than \$20 million are received Cardno may, in its absolute discretion, undertake a Scaleback to the extent and in the manner it sees fit. Any Scaleback will be announced on the Allotment Date. Preference will be given to Eligible Shareholders who are still shareholders of Cardno at the time of Scaleback.

If Cardno undertakes a Scaleback, the difference between the value of the shares allotted and the Application Amount paid to Cardno by the Applicant will be refunded by cheque and mailed to the Applicant's registered address on the Despatch Date.

Allocation of shares

The Board will not issue new shares to an applicant if the issue of those shares, either alone or in conjunction with the issue of shares under other applications received by Cardno, would contravene any law or the Listing Rules of the ASX. The Board of Cardno reserves the right at its absolute discretion to vary, suspend, cancel or terminate the Plan at any time up to the time of issue of new shares under the Plan, or to extend the closing date without advance notice. Neither Cardno nor the Board accepts or assumes any liability to shareholders by reason of variation, suspension, cancellation or termination of the Plan. Cardno and its officers and employees will not be held responsible or liable for any error or omission which occurs in the administration of this Plan. The Board may vary administrative procedures to be followed in respect of the implementation of the Plan. The procedures may be varied at any time by the Board having regard to ASX or ASIC requirements.

If the Plan is cancelled or Cardno issues a lesser number of new shares than a shareholder applied for, application money received from shareholders not applied in subscribing for new shares will be returned to the applying shareholder/s, without interest, by way of cheque sent to their registered address. Any interest received on application money may be retained by Cardno whether or not new shares are issued under the Plan.

Issue of new shares

New shares are expected to be issued by 14 April 2009. Allotment confirmations setting out the number of new shares allocated to you are expected to be despatched on or about 17 April 2009.

New shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in Cardno on the date of issue.

Cardno will, promptly after issue of new shares under the Plan, make application for the new shares to be listed for quotation on the ASX. The new shares are expected to commence quotation on the ASX on 20 April 2009.

Disputes

Cardno may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant or application, and the decision of Cardno will be conclusive and binding on all participants and other persons to whom the determination relates.

Cardno reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Cardno under these conditions may be exercised by the Directors or any delegate of the Directors.

If you have any enquiries concerning the offer, please contact your financial adviser or ABN AMRO Morgans on 134 226 (refer to www.abnamromorgans.com.au for the nearest office) or Cardno's share registry (Computershare Investor Services Pty Limited) on 1300 552 270 within Australia or +61 3 9415 4000 for New Zealand callers.



Shaping the Future

Cardno Limited

ACN 108 112 303

Computershare

Please return completed form to:
Computershare Investor Services Pty Limited
GPO Box 5240 Brisbane
Queensland 4001 Australia
Enquiries (within Australia) 1300 552 270
(outside Australia) 61 3 9415 4000
web.queries@computershare.com.au
www.computershare.com

Securityholder Reference Number (SRN)



000001

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SAM

MR JOHN SAMPLE

FLAT 123

SAMPLE STREET

SAMPLE STREET

SAMPLE STREET

SAMPLETOWN VIC 3030



I 1234567890

I N D

For your security keep your SRN/HIN confidential.

Entitlement Number:

Record Date: 13 March 2009

Offer Closes: 5.00pm 3 April 2009

SHARE PURCHASE PLAN APPLICATION FORM

This personalised form can only be used in relation to the securityholding represented by the SRN or HIN printed above. This is an important document and requires your immediate attention. If you are in doubt about how to deal with this document, please consult your financial or other professional adviser.

Pursuant to the terms and conditions of the Cardno Limited Share Purchase Plan (SPP) contained in the letter to Cardno Limited securityholders dated 16 March 2009, Cardno Limited is offering eligible securityholders the opportunity to purchase ordinary shares up to a maximum value of A\$10,000.00 per eligible securityholder, subject to a minimum application of A\$1,000.00.

If you do not wish to purchase additional shares under this Offer there is no need to take action.

By making your payment, you agree to be bound by the Constitution of Cardno Limited and agree that the submission of this payment constitutes an irrevocable offer to you by Cardno Limited to subscribe for Cardno Limited ordinary shares on the terms of the SPP. In addition, by submitting the slip below or making payment, you certify that the aggregate of the application price paid by you for:

- the ordinary shares the subject of the slip below; and
any other ordinary shares and interests in the class applied for by you under the Share Purchase Plan or any similar arrangement in the 12 months prior to the date of submission of the slip below

does not exceed A\$10,000.00.

METHOD OF ACCEPTANCE

You can apply for shares and make your payment utilising one of the payment options detailed overleaf.

Cardno Limited may make determinations in any manner it thinks fit, in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. Any determinations by Cardno Limited will be conclusive and binding on all eligible securityholders and other persons to whom the determination relates. Cardno Limited reserves the right to waive strict compliance with provision of the terms and conditions of the SPP, to amend or vary those terms and conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all eligible securityholders even where Cardno Limited does not notify you of that event.

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PLEASE DETACH HERE



Shaping the Future
Cardno Limited
ACN 108 112 303

Please see overleaf for Payment Options



Billor Code: 534438

Ref No: 123412341234123412

I/We wish to purchase:

Form with checkboxes for share amounts: A\$1,000, A\$3,000, A\$5,000, A\$7,000, A\$10,000 in value of Shares.

* These share amounts may be subject to scale-back in accordance with the terms of the SPP.

Payment Details - Please note that funds are unable to be directly debited from your bank account

Form for payment details: Drawer, Cheque number, BSB number, Account number, Cheque amount.

Make your cheque or bank draft payable to "Cardno Limited Offer Account"

Contact Details

Please provide your contact details in case we need to speak to you about this slip

Name of contact person

Form for contact name

Contact person's daytime telephone number

Form for contact telephone number

1234567890123456+1234567890-1234+12

How to accept the Share Purchase Plan

Payment Details

You can apply for Shares by utilising the payment options detailed below. There is no requirement to return the slip below if you are paying by electronic means. By making your payment using either electronic means or by cheque, bank draft or money order, you confirm that you agree to all of the terms and conditions of the SPP as enclosed with this Application Form.

Your cheque, bank draft or money order payable to "Cardno Limited Offer Account" in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided. **Please note that funds are unable to be directly debited from your bank account.**

If paying by cheque, return the slip below and Cheque, Bank Draft or money order in the envelope provided.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the slip below where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.

Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding the slip below.

Lodgement of Application

If you are applying for Shares and your payment is being made by BPAY®, you do not need to return the slip below. Your payment must be received by no later than 5:00pm on 3 April 2009. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order, the slip below must be received by Computershare Investor Services Pty Limited (CIS) Brisbane by no later than 5:00pm on 3 April 2009. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for securityholders in Australia. New Zealand securityholders will need to affix the appropriate postage. Return the slip below with cheque, bank draft or money order attached. Neither CIS nor Cardno Limited accepts any responsibility if you lodge the slip below at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers (Issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the Issuer in addition to general corporate communications.

You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning this form or your entitlement, please contact CIS on 1300 552 270.

This form may not be used to notify your change of address. For information, please contact CIS on 1300 552 270 or visit www.computershare.com (certificated/issuer sponsored holders only).

CHESS holders must contact their Controlling Participant to notify a change of address

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Payment Options:



Billers Code: 534438

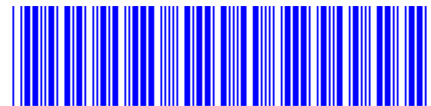
Ref No: 123412341234123412

Telephone & Internet Banking – BPAY

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au



By Mail
Cardno Limited
Computershare Investor
Services Pty Limited
GPO Box 5240
Brisbane, QLD 4001
AUSTRALIA



Entitlement Number: <xxxxxxxxxx>

SAMPLE CUSTOMER
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLETOWN TAS 7000