



Redflex Holdings Limited

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8 June 2010

BY EMAIL

Mr Gonzalo Valencia
Senior Adviser, Issuers (Melbourne)
ASX Markets Supervision Pty Ltd
Level 45
South Tower
525 Collins Street
Melbourne Vic 3000

Dear Mr Valencia

Response to price query

I refer to your letter of 7 June 2010.

The Company responds as follows, using the questions and numbering set out in your letter.

1. Is the Company aware of any information concerning it that has not been announced which, if known, could be an explanation for recent trading in the securities of the Company?

The Company has become aware of a special crossing in respect of 8,000,000 shares in the Company after the close of trading on 4 June 2010 at a price of \$2.50 per share. The Company has also become aware that the buyer is a large Australian financial institution.

Yesterday afternoon there were confidential discussions with representatives of the buyer. The Company believes on the basis of those discussions that it will in the next few days receive on a confidential basis, an indicative and non-binding proposal for the acquisition of control of the Company.

The Company is not aware of the nature or terms (including price) of the proposal (if any) and gives no assurance as to when or indeed whether any such proposal will be received.

2. If the answer to question 1 is yes, can an announcement be made immediately? If not, why not and when is it expected that an announcement will be made?

See the response to question 1 above.

- 3. Is there any reason to think that there may be a change in the operating result before abnormal items and income tax so that the figure for the full year ending 30 June 2010 would vary from the previous corresponding period by more than 15%? If so, please provide details as to the extent of the likely variation.**

The Company sees no reason to depart from its shareholder update of 29 April 2010 or its announcement of 6 May 2010 in relation to the Arizona Speed Contract. Reference is also made to the Company's announcement of 31 May 2010.

- 4. Is there any reason to think that the Company may record any material abnormal or extraordinary item for the full year ending 30 June 2010? If so, please provide details.**

Refer to the response to question 3 above.

- 5. Is there any other explanation that the Company may have for the price change in the securities of the Company?**

The Company is not aware of any other explanation.

- 6. Please confirm that the Company is in compliance with the listing rules and, in particular, listing rule 3.1.**

The Company believes that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

Yours sincerely



Marilyn Stephens
Company Secretary



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7 June 2010

Ms Marilyn Stephens
Company Secretary
Redflex Holdings Limited
Melbourne

By e-mail only

Dear Marilyn

Redflex Holdings Limited (the "Company") RE: PRICE QUERY

We have noted a change in the price of the Company's securities from \$1.535 at the close of trading on 4 June 2010 to a high of \$2.25 at the time of writing today.

In light of the price change, please respond to each of the following questions.

1. Is the Company aware of any information concerning it that has not been announced which, if known, could be an explanation for recent trading in the securities of the Company.

Please note that as recent trading in the Company's securities could indicate that information has ceased to be confidential, the Company is unable to rely on the exceptions to listing rule 3.1 contained in listing rule 3.1A when answering this question.

2. If the answer to question 1 is yes, can an announcement be made immediately? If not, why not and when is it expected that an announcement will be made?

Please note, if the answer to question 1 is yes and an announcement cannot be made immediately, you need to contact us to discuss this and you need to consider a trading halt (see below).

3. Is there any reason to think that there may be a change in the operating result before abnormal items and income tax so that the figure for the full year ending 30 June 2010 would vary from the previous corresponding period by more than 15%? If so, please provide details as to the extent of the likely variation.

4. Is there any reason to think that the Company may record any material abnormal or extraordinary item for the full year ending 30 June 2010? If so, please provide details.

5. Is there any other explanation that the Company may have for the price change in the securities of the Company?
6. Please confirm that the Company is in compliance with the listing rules and, in particular, listing rule 3.1.

Your response should be sent to me by return e-mail or by facsimile on facsimile number 9614 0303. It should not be sent to the Company Announcements Office.

Unless the information is required immediately under listing rule 3.1, a response is requested as soon as possible and, in any event, not later than half an hour before the start of trading (ie before 9.30 a.m. EDST) on Tuesday, 8 June 2010.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a suitable form and separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Listing rule 3.1

Listing rule 3.1 requires an entity to give ASX immediately any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities. The exceptions to this requirement are set out in listing rule 3.1A.

In responding to this letter you should consult listing rule 3.1 and Guidance Note 8 – Continuous Disclosure: listing rule 3.1.

If the information requested by this letter is information required to be given to ASX under listing rule 3.1 your obligation is to disclose the information immediately.

Your responsibility under listing rule 3.1 is not confined to, or necessarily satisfied by, answering the questions set out in this letter.

Trading halt

If you are unable to respond by the time requested, or if the answer to question 1 is yes and an announcement cannot be made immediately, you should consider a request for a trading halt in the Company's securities. As set out in listing rule 17.1 and Guidance Note 16 – Trading Halts, we may grant a trading halt at your request. We may require the request to be in writing. We are not required to act on your request. You must tell us each of the following.

- The reasons for the trading halt.
- How long you want the trading halt to last.
- The event you expect to happen that will end the trading halt.
- That you are not aware of any reason why the trading halt should not be granted.
- Any other information necessary to inform the market about the trading halt, or that we ask for.

The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. If a trading halt is requested and granted and you are still unable to reply to this letter before the commencement of trading, suspension from quotation would normally be imposed by us from the commencement of trading if not previously requested by you. The same applies if you have requested a trading halt because you are unable to release information to the market, and are still unable to do so before the commencement of trading.

If you have any queries regarding any of the above, please let me know.

Yours sincerely,

Sent by electronic means without signature

Gonzalo Valencia

Senior Adviser, Issuers (Melbourne)