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#47966

Date 18 July 2003
Page 1 of 4
From Richard Kriedemann / Vijay Cugati
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Dear Sirs


**TVG Consolidation Holdings SPRL –
 Takeover bid for ordinary shares in PowerTel Limited**

TVG Consolidation Holdings SPRL has extended the Offers for ordinary shares in PowerTel Limited set out in the Bidder's Statement dated 16 June 2003 to **7.00pm Sydney Time on 4 August 2003**.

Pursuant to s647(3) of the Corporations Act, we attach a sixth supplementary bidder's statement of TVG Consolidation Holdings SPRL dated 18 July 2003, which incorporates a notice of variation under s650D of the Corporations Act and a notice under s630(2)(b) of the Corporations Act. We also enclose a notice under ASX Listing Rule 3.2.

Regards


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Attach

Our Ref RXKS:VXCS:205189179

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TVG CONSOLIDATION HOLDINGS SPRL

Sixth Supplementary Bidder's Statement

1. Introduction

This document is a supplementary bidder's statement dated 18 July 2003 under section 643 of the Corporations Act, and a notice under s650D and s630 of the Corporations Act. It is issued by TVG Consolidation Holdings SPRL (**TVG**) in relation to TVG's takeover offer for PowerTel Limited (ABN 69 001 760 103) (**PowerTel**) dated 20 June 2003.

This Sixth Supplementary Bidder's Statement (**Sixth Supplementary Statement**) supplements and is to be read together with the Bidder's Statement dated 16 June 2003 given by TVG to PowerTel (**Bidder's Statement**), the first supplementary bidder's statement dated 25 June 2003, the second supplementary bidder's statement dated 2 July 2003, the third supplementary bidder's statement dated 2 July 2003, the fourth supplementary bidder's statement dated 8 July 2003, and the fifth supplementary bidder's statement dated 11 July 2003.

2. Extension of Offer Period

TVG gives notice that it varies each Offer for all of the ordinary shares in PowerTel contained in the Bidder's Statement by extending the Offer Period for a period of 7 days, extending the closing date for the Offer to 7.00pm Sydney Time on 4 August 2003.

Accordingly, the Bidder's Statement is amended as follows:

- (a) replacing "28 July 2003" with "4 August 2003" in the "Important Dates" section inside the cover of the Bidder's Statement;
- (b) replacing "28 July 2003" with "4 August 2003" in the "Scheduled Closing Date" paragraph of section 1 "Summary of the Offer" of the Bidder's Statement;
- (c) replacing "28 July 2003" with "4 August 2003" in the "When does the Offer close?" paragraph of section 3 "Frequently Asked Questions" of the Bidder's Statement;
- (d) replacing "28 July 2003" with "4 August 2003" in section 4.3(a) of the Bidder's Statement; and
- (e) replacing "28 July 2003" with "4 August 2003" in the Acceptance Form.

3. New Date for Notice of Status of Conditions

TVG gives notice that the new date for giving the notice of the status of conditions pursuant to section 630(3) of the Corporations Act is 25 July 2003. Accordingly, the Bidder's Statement is amended by replacing "18 July 2003" with "25 July 2003" in section 4.8(e) of the Bidder's Statement.

On the date of this notice:

- (a) TVG has freed the Offers from the following conditions contained in section 4.8 of the Bidder's Statement:
 - (i) the condition in section 4.8(a)(i) that the Roslyndale Proposal not be approved;
 - (ii) the condition in section 4.8(a)(v) regarding the termination of the Shareholders Agreement;
 - (iii) the condition in section 4.8(a)(vi) regarding the termination of the Technical Services Agreement;
 - (iv) the condition in section 4.8(a)(viii) regarding regulatory orders or applications which materially adversely impact on the Offer;

TVG CONSOLIDATION HOLDINGS SPRL**Sixth Supplementary Bidder's Statement (7 day extension)**

- (v) the condition in section 4.8(a)(ix) that there is no material adverse change before the end of the Offer Period;
- (vi) the condition in section 4.8(a)(x) that no prescribed occurrences occur before the end of the Offer Period; and
- (vii) the condition in section 4.8(a)(iv) regarding the amendment to the Senior Debt Facility,
- (b) the condition in section 4.8(a)(vii) of the Bidder's Statement regarding FIRB approval has been satisfied;
- (c) so far as TVG is aware, the 47% minimum acceptance condition in section 4.8(a)(ii) of the Bidder's Statement and the condition in section 4.8(a)(iii) of the Bidder's Statement regarding the WiTel debt retirement and conversion of Existing Preference Shares have not been fulfilled; and
- (d) TVG's voting power in PowerTel is 0.015%.

4. Other

4.1 Lodgment with ASIC

A copy of this Sixth Supplementary Statement was lodged with ASIC on 18 July 2003. This Sixth Supplementary Statement will prevail to the extent of any inconsistency with the Bidder's Statement. Neither ASIC nor any of its officers takes any responsibility for the contents of this Sixth Supplementary Statement.

4.2 Defined Terms

Words defined in the Bidder's Statement have the same meaning in this Sixth Supplementary Statement, unless the contrary intention appears.

4.3 Authorisation

This Sixth Supplementary Statement has been approved by a resolution passed by the directors of TVG.

DATED: 18 July 2003

SIGNED for and on behalf of TVG

following a resolution of the directors of TVG



Richard Kriedemann

Local agent for TVG Consolidation Holdings SPRL

ASX Listing Rule 3.2**NOTICE**

TVG Consolidation Holdings SPRL (**TVG**) gives notice in accordance with ASX Listing Rule 3.2 that:

- (a) the Offer Period in respect of the Offers dated 20 June 2003 made in accordance with the bidder's statement dated 16 June 2003 (as supplemented by the first supplementary bidder's statement dated 25 June 2003, the second supplementary bidder's statement dated 2 July 2003, the third supplementary bidder's statement dated 2 July 2003, the fourth supplementary bidder's statement dated 8 July 2003, and the fifth supplementary bidder's statement dated 11 July 2003) (the **Bidder's Statement**) in relation to the takeover bid for all of the ordinary shares in PowerTel Limited has been extended to **7.00 pm Sydney Time on 4 August 2003**;
- (b) TVG and its associates had no relevant interest in the ordinary shares of PowerTel Limited, being the bid class securities under the Offers, when the first of the Offers was made; and
- (c) TVG and its associates have a relevant interest in 0.015% of the ordinary shares of PowerTel Limited, being the bid class securities under the Offers, at the date of the extension of the Offer Period.

Terms defined in the Bidder's Statement have the same meaning when used in this Notice; unless the context requires otherwise.

DATED: 18 July 2003

SIGNED for and on behalf of TVG



Richard Kriedemann

Local agent for TVG Consolidation Holdings SPRL