EYECARE PARTNERS LIMITED AND CONTROLLED ENTITIES

APPENDIX 4D
HALF YEARLY RESULTS ACCOUNCEMENT TO THE MARKETS AS AT

31 DECEMBER 2008

Name of entity

EYECARE PARTNERS LIMITED

ABN 47 006 505 880

Report for the financial year ended 31 December 2008 (previous corresponding period 31 December 2007)

Results for announcement to the market

				$'000
Revenues from ordinary activities	Up	77%	to	$12,980
Profit from ordinary activities after tax attributable to members	Down	13%	to	$669
Net profit for the period attributable to members	Down	13%	to	$669

Dividends	Amount per security	Franked amount per security
Interim dividend	N/A	N/A
Final dividend	N/A	N/A
Record date for determining entitlements to the dividend		

	Date of payment	**Total amount of dividend**
Interim dividend – year ended 30 June 2009	N/A	N/A
Final dividend – year ended 30 June 2009	N/A	N/A

The directors of your company are cognisant of the opportunities for acquisition in the market place as well as the uncertainty in the current economic climate both globally and domestically. They have determined a prudent approach to conservation of cash resources is warranted to preserve the company's capacity to expand by acquisition. Accordingly, the company will defer the declaration of an interim dividend until the economic climate is able to be viewed with more certainty.

Amount per security

		Amount per security	Franked amount per security
Total dividend:	Current half year	N/A	N/A
	Previous half year	0.4¢	100%

Net tangible assets per security

	Current period	Previous corresponding period
Net tangible asset backing per ordinary security	$0.00	$0.04

Commentary on results for the period

The commentary on the results for the period is contained in the attached half yearly report in the directors' report and operational highlights.

EYECARE PARTNERS LIMITED
ABN 47 006 505 880
AND CONTROLLED ENTITIES

FINANCIAL REPORT FOR THE HALF-YEAR ENDED 31 DECEMBER 2008

This half-year financial report is to be read in conjunction with the financial report for the year ended 30 June 2008.

EYECARE PARTNERS LIMITED AND CONTROLLED ENTITIES
FINANCIAL REPORT FOR THE HALF-YEAR ENDED
31 DECEMBER 2008

TABLE OF CONTENTS

EYECARE PARTNERS LIMITED AND CONTROLLED ENTITIES
FINANCIAL REPORT FOR THE HALF-YEAR ENDED
31 DECEMBER 2008

DIRECTORS' REPORT

The directors present their report together with the condensed financial report of the consolidated entity consisting of Eyecare Partners Limited and the entities it controlled, for the half-year ended 31 December 2008 and independent auditor's review report thereon.

Directors Names

The names of the directors in office at any time during or since the end of the half-year are:

Name	Period of directorship
Finian MacCana (Chairman)	Director since 14 May 2007
Anthony Hanks	Director since 13 August 2007
Raymond Fortescue	Director since 13 August 2007
Anthony Larkin	Director since 21 August 2007
Sandra Andersen	Director since 13 August 2007

The directors have been in office since the start of the financial period to the date of this report unless otherwise stated.

Review of Operations

During the course of the half year the Company acquired a further 12 optometry practices; the part year effect of these acquisitions is reflected in the growth in revenues when compared to the Company's half year results to December 2007.

Reported revenues from operations totalled $12.6m (Dec 2007: $7.1m) reflecting growth from existing practices and the part year effect of acquisitions.

In addition to the acquisitions completed prior to the end of the half year, the Company has finalised the acquisition of a further 2 practices with estimated annual revenues of $1.6m.

Profit after income tax totalled $0.7m representing a decrease of 13% from the prior half year. This is the result of the combined effect of the investment in increasing corporate office capacity, interest costs on the investment in our business acquisitions and additional depreciation expense for investment in optometric equipment purchased during the half year to further build the business.

The closing cash and cash equivalents at the end of the half year were $1.8m. The cash flow for the half year from operations reflected the increased receipts and payments as a result of acquisitions. Operating cash flows for the half year was a positive $1.4m and the primary uses of cash was the acquisition of the optometry practices and payment of dividends.

Dividends

The directors of your company are cognisant of the opportunities for acquisition in the market place as well as the uncertainty in the current economic climate both globally and domestically. They have determined a prudent approach to conservation of cash resources is warranted to preserve the company's capacity to expand by acquisition. Accordingly, the company will defer the declaration of an interim dividend until the economic climate is able to be viewed with more certainty.

Strategy

The Company has now achieved representation in most mainland states of Australia in 40 practices. The acquisition programme continues to progress and the Company is now seeking further acquisitions in the remaining capital cities of Australia as well as additional practices proximate to existing locations to take advantage of advertising and human resources synergies.

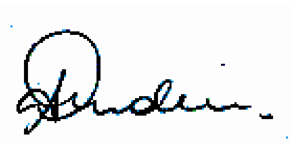
Auditor's Declaration

A copy of the auditor's declaration in relation to the review for the half-year is provided with this report.

Rounding of amounts to nearest thousand dollars

The amounts contained in the report and in the financial report have been rounded to the nearest thousand dollars (where rounding is applicable) under the option available to the company under ASIC Class Order 98/0100. The company is an entity to which the Class Order applies.

Signed in accordance with a resolution of the directors:



S.D. Andersen

Managing Director

Dated this 25th day of February, 2009

AUDITOR'S INDEPENDENCE DECLARATION

To the Directors of Eyecare Partners Limited

In relation to the half-year independent review for the six months to 31 December 2008, to the best of my knowledge and belief there have been:

(i) No contraventions of the auditor independence requirements of the Corporations Act 2001

(ii) No contraventions of any applicable code of professional conduct

PITCHER PARTNERS	**T. J. Benfold**
Melbourne	**25 February 2009**

CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE HALF YEAR ENDED 31 DECEMBER 2008

	Half Year 2008 $000	Half Year 2007 $000
Revenue		
Sales Revenue	12,639	7,112
Other Income	341	214
	12,980	**7,326**
Changes in inventories	211	96
Employee benefits	(5,507)	(2,592)
Payments to Suppliers	(4,184)	(2,264)
Depreciation and amortisation	(255)	(91)
Finance costs	(242)	(1)
Occupancy costs	(952)	(446)
Other Expenses	(1,095)	(897)
	(12,024)	**(6,195)**
Profit before income tax	**956**	**1,131**
Income tax expense	(287)	(359)
Profit for the half year	669	772
Profit attributable to the members of the parent	**669**	**772**
Basic earnings per share	0.005	0.008
Diluted earnings per share	0.004	0.006
Weighted average number of ordinary shares outstanding during the year used in the calculation of basic earnings per share	131,446,804	98,751,703
Weighted average number of fully diluted shares outstanding during the year used in the calculation of basic earnings per share	179,946,666	135,786,444

CONDENSED CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2008

	31 Dec 2008	30 Jun 2008
CURRENT ASSETS	**$000**	**$000**
Cash & cash equivalents	1,817	2,631
Trade receivables	898	744
Inventories	1,992	1,265
Other current assets	358	261
TOTAL CURRENT ASSETS	**5,065**	**4,901**
NON-CURRENT ASSETS		
Financial assets at fair value through profit & loss	224	131
Deferred tax assets	246	172
Property, plant and equipment	3,124	1,692
Intangible assets	28,497	21,129
Other non-current assets	2	3
TOTAL NON-CURRENT ASSETS	**32,093**	**23,127**
TOTAL ASSETS	**37,158**	**28,028**
CURRENT LIABILITIES		
Trade and other payables	1,525	649
Short-term borrowings	1,591	21
Current tax payable	1,016	713
Short-term provisions	392	261
TOTAL CURRENT LIABILITIES	**4,524**	**1,644**
NON-CURRENT LIABILITIES		
Long-term borrowings	4,455	61
Long-term provisions	229	129
TOTAL NON-CURRENT LIABILITIES	**4,684**	**190**
TOTAL LIABILITIES	**9,208**	**1,834**
NET ASSETS	**27,950**	**26,194**
EQUITY		
Share Capital	24,689	22,918
Other reserves	2,474	2,395
Retained earnings	787	881
TOTAL EQUITY	**27,950**	**26,194**

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE HALF YEAR ENDED 31 DECEMBER 2008

	Half Year 2008 $000	Half Year 2007 $000
Total Equity at the beginning of the half year	26,194	(396)
Employee share options	79	65
Net income recognised directly in equity	**79**	**65**
Profit for the half year	669	772
Total recognised income and expense for the period	**748**	**837**
Attributable to:		
Members of the parent	748	837
	748	837
Transactions with equity holders in their capacity as equity holders:		
Contributions Share Capital	1,774	23,927
Contributions Options	-	2,361
Transaction Costs	(3)	(1,091)
Dividends paid	(763)	-
Total Equity at the end of the half year	**27,950**	**25,638**

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE HALF YEAR ENDED 31 DECEMBER 2008

	Half Year 2008	Half Year 2007
CASH FLOW FROM OPERATING ACTIVITIES	**$000**	**$000**
Receipts from customers	12,831	6,999
Payments to suppliers and employees	(11,256)	(5,683)
Interest received	63	102
Borrowing costs	(206)	(1)
Dividends received	56	-
Income tax paid	(55)	-
Net cash provided by operating activities	**1,433**	**1,417**
CASH FLOW FROM INVESTING ACTIVITIES		
Payment for property, plant and equipment	(643)	(274)
Payment for investments	(6,805)	(2,688)
Net cash provided by investing activities	**(7,448)**	**(2,962)**
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from share issue	-	4,638
Net proceeds from borrowings	5,964	95
Dividends paid	(763)	-
Net cash provided by financing activities	**5,201**	**4,733**
Net increase in cash and cash equivalents	(814)	3,188
Cash and cash equivalents at beginning of financial year	2,631	810
Cash and cash equivalents at end of the half year	**1,817**	**3,998**

NOTES TO THE HALF-YEAR FINANCIAL STATEMENTS 31 DECEMBER 2008

NOTE 1: BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL REPORT

This half-year financial report does not include all the notes of the type usually included in an annual financial report.

It is recommended that this financial report be read in conjunction with the financial report for the year ended 30 June 2008 and any public announcements made by Eyecare Partners Limited during the half-year in accordance with any continuous disclosure obligations arising under the Corporations Act 2001.

The half year financial report was authorised for issue by the directors on 25 February 2009.

(a) Basis of preparation of the half-year financial report

This general purpose half year financial report has been prepared in accordance with Accounting Standard AASB 134 'Interim Financial Reporting' and the *Corporations Act 2001*.

(b) Summary of the significant accounting policies:

The half-year consolidated financial report has been prepared using the same accounting policies as used in the annual financial report for the year ended 30 June 2008 in addition to those detailed below.

(i) Inventories

Inventories are measured at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition is accounted for on a first-in-first-out basis;

(ii) Goodwill

Goodwill on consolidation represents the excess of the cost of an acquisition over the fair value of the Group's share of net identifiable assets of the acquired entities at the date of acquisition.

Goodwill is not amortised but is tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is carried at cost less accumulated impairment losses.

(c) Principles of Consolidation

The consolidated financial statements are those of the consolidated entity, comprising the financial statements of the parent entity and of all entities, which Eyecare Partners Limited controlled from time to time during the year and at balance date.

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies, which may exist. All inter-company balances and transactions, including any unrealised profits or losses have been eliminated on consolidation.

(d) Rounding Amounts

The company is of a kind referred to in ASIC Class Order CO 98/0100 and in accordance with that Class Order, amounts in the financial statements have been rounded off to the nearest thousand dollars, or in certain cases, to the nearest dollar.

NOTE 2: SUBSEQUENT EVENTS

Material events subsequent to the end of the half-year that have not been recognised in the half-year financial statements:

(a) On 20 January 2009, the company completed the acquisition of a company, Focus Optics Pty Ltd, which owned one optometry practice. On 2 February 2009, the company completed the acquisition of one optometry practice. The consideration paid for both transactions is noted below.

Purchase Consideration	$000's
Issued Shares	88
Cash	1,013
Transaction Costs	-
Less Entitlements Payment	(51)
Net Purchase Consideration	1,050

Payment of acquisition costs including stamp duty is pending (estimate $41,000).

Pro Forma assets and liabilities arising from the acquisitions

Goodwill on Business Combination

Set out below is a pro forma summary of the values of the assets and liabilities of the optometry practice acquired from the vendors as if the transaction had occurred on the effective dates 20 January 2009 and 2 February 2009.

Cash	1
Receivables	52
Inventory	88
Prepayments	-
Plant & Equipment	195
Payables	(40)
Entitlements	(50)
Net Assets	246
Goodwill	804

The above is based on the estimated fair value of assets and liabilities of the acquired businesses as at 20 January 2009 and 2 February 2009 and the purchase consideration to be paid by the Company.

(b) The Company's new business strategy includes the acquisition of additional optometry practices and the Company is in discussions and negotiations with prospective vendors at a variety of stages. When any of these acquisitions reaches a stage of sufficient certainty appropriate disclosures will be released to the investor market.

NOTE 3: ACQUISITIONS DURING PERIOD

Profit for the period has been determined after the following significant items:

	31 December 2008 $000's	**30 June 2008** $000's
Trading profit resulting from the acquisition of 7 Optometry practices on 1 July 2008. (Note 3(a))	382	-
Trading profit resulting from the acquisition of 5 Optometry practices on 1 October 2008. (Note 3(b))	209	-

The revenue and trading profit as though the acquisition date for all the business combinations effected during the half year had been the beginning of the period has not been disclosed as this is impracticable.

(a) On 1 July 2008, the Company completed the acquisition of 7 optometry practices in the following transaction. The consideration paid is contained in the table below.

Practices	Total Consideration Payable	Issue of Shares	Cash Consideration
7	$4,995,000	8,312,500	$3,332,000

Purchase Consideration	$000's
Issued Shares	1,663
Cash	3,287
Transaction Costs	114
Less Entitlements Payment	(69)
Net Purchase Consideration	**4,995**

Set out below is a pro forma summary of the values of the assets and liabilities of the 7 optometry practices acquired from the various parties as if the transaction had occurred on the effective date 1 July 2008.

Fair Value of Assets and Liabilities acquired

Cash	2
Receivables	63
Inventory	329
Prepayments	4
Plant & Equipment	660
Payables	(299)
Entitlements	(97)
Net Assets	662
Goodwill	4,333

The above is based on the fair values of assets and liabilities of the acquired businesses as at 1 July 2008 and the purchase consideration paid by the Company. The assessment of the goodwill acquired above has been aggregated due to the immaterial nature of each individual purchase.

The transaction occurred in conjunction with the payment of acquisition costs including stamp duty and advisory, accounting and legal fees and goodwill on business combination. All prices for shares were based on the market value at the date of the acquisition agreement.

(b) On 1 October 2008, the Company completed the acquisition of 5 optometry practices in the following transaction. The consideration paid is contained in the table below.

Practices	Total Consideration Payable	Issue of Shares	Cash Consideration
5	$3,539,000	501,000	$3,339,000

Purchase Consideration	$000's
Issued Shares	100
Cash	3,356
Retention Amount	100
Transaction Costs	42
Less Entitlements Payment	(59)
Net Purchase Consideration	3,539

Fair Value of Assets and Liabilities acquired

Cash	2
Receivables	61
Inventory	221
Plant & Equipment	373
Payables	(24)
Entitlements	(84)
Net Assets	549
Goodwill	2,990

The above is based on the fair values of assets and liabilities of the acquired businesses as at 1 October 2008 and the purchase consideration paid by the Company. The assessment of the goodwill acquired above has been aggregated due to the immaterial nature of each individual purchase.

The transaction occurred in conjunction with the payment of acquisition costs including stamp duty and advisory, accounting and legal fees and goodwill on business combination. All prices for shares were based on the market value at the date of the acquisition agreement.

(c) Other costs were incurred during the half year in relation to prior acquisitions totalling $45,000.

NOTE 4: SEGMENT INFORMATION

The consolidated entity operates predominantly in one business and geographical segment being the operation of optometry practices in Australia.

NOTE 5: ISSUANCES, REPURCHASES, AND EQUITY SECURITIES

	$000's **31 December 2008**	$000's **30 June 2008**
Issued and Paid Up Capital	24,689	22,918

The following movements in issued capital occurred during the half year.

	Note	Number of Shares	$000's
Balance 1 July 2008		127,052,995	22,918
Shares Issued pursuant to Acquisition Agreements ($0.20 each)	5(a)	8,312,500	1,663
Shares Issued pursuant to Acquisition Agreement ($0.20 each)	5(b)	501,000	100
Shares Issued under Employee Share Ownership Program ($0.20 each)		69,060	12
Transaction Costs			(4)
Balance 31 December 2008		**135,935,555**	**24,689**

(a) Issued as consideration for the acquisition of 7 practices pursuant to Acquisition Agreements with various Vendors and completed on 1 July 2008.
(b) Issued as consideration for the acquisition of 5 practices pursuant to Acquisition Agreements with various Vendors and completed on 1 October 2008.

Since the end of the half year, the Company has issued 440,000 fully paid ordinary shares pursuant to a Share Sale Agreement and an Asset Sale Agreement, bringing the total number of Shares on issue to 136,375,555.

Options

The following options to subscribe for ordinary fully paid shares were allotted during the reporting period:

Class	**Expiry Date**	**Exercise Price**	**Number of Options**
Employee Option Scheme	30 November 2011	20 cents	1,281,000

NOTE 6: BORROWINGS

	Total Facility Limit $'000	**Amount Used $'000**	**Maturity Date**
Bill Facility	6,949	5,994	30/6/2013
Master Asset Finance Facility	1,500	-	-
	8,449	5,994	

The Bill facility is an amortising and a non-revolving facility by $393,000 per quarter.
Guarantee and Indemnity for $6,948,993 has been provided by EyeQ Optometrists Pty Ltd, Eyecare Partners Ltd and Eyecare Operations Pty Ltd. This is supported by fixed and floating charge over the whole of the assets of EPL Finance, EYEQ Optometrists Pty Ltd and Eyecare Operations Pty Ltd.

On 20 January 2009 Focus Optics Pty Ltd was purchased, refer to subsequent event note 2. At this date Focus Optics Pty Ltd became a party to the above mentioned guarantee and indemnity supported by fixed and floating charge over the whole of the assets of Focus Optics Pty Ltd.

NOTE 7: CONTROLLED ENTITIES

The consolidated financial statements include the financial statements of Eyecare Partners Limited and its controlled entities listed below:

	Country of Incorporation	Percentage Owned 31 December 2008	Percentage Owned 30 June 2008
Parent Entity			
Eyecare Partners Limited	Australia		
Controlled Entities			
Eyecare Operations Pty Ltd	Australia	100%	100%
EyeQ Optometrists Pty Ltd	Australia	100%	100%
Eyelink Pty Ltd	Australia	100%	100%
EPL Finance Pty Ltd	Australia	100%	100%

(a) Focus Optics Pty Ltd was purchased on 20 January 2009 refer to subsequent event note 2.

NOTE 8: CONTINGENT LIABILITIES

There have been no changes in contingent liabilities since 30 June 2008.
Guarantees are provided by Eyecare Partners Limited, where required, to support the retail tenancy obligations of subsidiary companies.
Some, but not all, of the acquisition agreements entered into by the Company include deferred purchase components. The deferred purchase payments are determined with reference to the future performance of the businesses. The deferred purchase consideration is only available where vendors have committed to long term employment contracts. The calculation of the amount of the payments is to be based on the increased profitability of each practice group acquired. The payments are only made if the practices increase profitability from the base profitability agreed at the time of the settlement. If the increases occur, then a formula is applied to the increased profitability amount at the each of the 1st, 3rd and 5th anniversaries of the sale to calculate the deferred purchase consideration. It is not yet possible to reliably estimate either the occurrence or value of the future payments, and accordingly, no liability has been taken to the accounts of the Group. If payment is made under the agreements, the Company may make the payments either in cash or cash equivalents or in securities at the then current market value of ordinary shares of the Company. In accordance with current accounting standards, the payments for deferred purchase consideration will be treated as capital in nature.

DIRECTORS DECLARATION

The directors declare that the financial statements and notes set out on pages 5 to 14 are in accordance with the *Corporations Act 2001*:

(a) Comply with Accounting Standard AASB 134 "Interim Financial Reporting" and the *Corporations Regulations 2001*, and

(b) Give a true and fair view of the financial position of the consolidated entity as at 31 December 2008 and of its performance as represented by the results of its operations and its cash flows, for the half-year ended on that date.

In the directors' opinion there are reasonable grounds to believe that Eyecare Partners Limited will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the directors.

S.D Andersen
Director
Melbourne
25th February 2009

PITCHER PARTNERS

INDEPENDENT AUDITOR'S REVIEW REPORT
TO THE MEMBERS OF EYECARE PARTNERS LIMITED

Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Eyecare Partners Limited, which comprises the condensed consolidated balance sheet as at 31 December 2008, and the condensed consolidated income statement, condensed consolidated statement of changes in equity and condensed consolidated cash flow statement for the half-year ended on that date, a statement of accounting policies, other selected explanatory notes and the directors' declaration.

Directors' Responsibility for the Half-Year Financial Report

The directors of Eyecare Partners Limited are responsible for the preparation and fair presentation of the half-year financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001.* This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Eyecare Partners Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001.*

INDEPENDENT AUDITOR'S REVIEW REPORT cont'd
TO THE MEMBERS OF EYECARE PARTNERS LIMITED

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Eyecare Partners Limited is not in accordance with the *Corporations Act 2001* including:

(a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2008 and of its performance for the half-year ended on that date; and

(b) complying with Accounting Standard AASB 134 Interim Financial Reporting and Corporations Regulations 2001.

PITCHER PARTNERS
Melbourne

T J BENFOLD
25 February 2009