

NOTICE OF GENERAL MEETING

Notice is given that the Annual General Meeting of members of the Company will be held at The Ballroom, Park Hyatt Melbourne, 1 Parliament Square off Parliament Place, Melbourne, Victoria on Wednesday 22 October 2003 at 10.30am.

For further information please refer to the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

ORDINARY BUSINESS

Item 1: Receipt of Annual Financial Report

Receipt of the Company's Financial Report, the Directors' Report and the Auditors' Report for the year ended 30 June 2003.

Item 2: To Elect Three Directors

- (a) To elect as a Director, Mr Murray Grant who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election.
- (b) To elect as a Director, Mr Malcolm Gray who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election.
- (c) To elect as a Director, Professor Robert Officer, a Director appointed since the last Annual General Meeting and ceasing to hold office in accordance with ASX Listing Rule 14.4, and who, being eligible, offers himself for re-election.

SPECIAL BUSINESS

Item 3: Subsequent Approval of Placement

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

That the shareholders of the Company approve, for the purpose of ASX Listing Rule 7.4, the issue of 6,088,851 fully paid ordinary shares to:

Invia Custodian Pty Limited <WAM Capital Limited A/C>
Invia Custodian Pty Limited <WAM Equity Fund A/C>
Commonwealth Custodial Services Limited
Beta Gamma Pty Ltd <Walsh Street Superannuation Fund>
Australian United Investment Company Ltd
National Nominees Limited
JP Morgan Nominees Australia Limited
RBC Global Services Australia Nominees Pty Ltd
Cogent Nominees Pty Ltd
UBS Nominees Pty Ltd
Citicorp Nominees Pty Ltd
Permanent Trustee Australia Limited
National Nominees Limited
Sterling Grace International LLC

Sterling Grace Capital Management LP
Drake Associates LP
Anglo American Securities Fund LP
Mr Peter Metz

Item 4: Performance Rights Plan

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

That the shareholders of the Company approve:


- a) the introduction and administration of the OFM Investment Group Performance Rights Plan described in the Explanatory Statement to this Notice and in the form tabled by the Chairman at this meeting; and
- b) for the purposes of ASX Listing Rule 7.2, exception 9, the issue of securities in the Company under the OFM Investment Group Performance Rights Plan.

Item 5: Amendments to the Constitution

To consider, and if thought fit, pass the following resolution as a special resolution:

That the constitution be amended by making the amendments set out in Annexure B to the Explanatory Statement.

By order of the Board



Catherine Jones
Company Secretary
19 September 2003

NOTES:

- 1 The Company has determined persons who are registered holders of the Company's ordinary shares, as recorded in the Company's Register of Members, as at 7.00pm (Melbourne time) on 20 October 2003 will be treated as shareholders for the purposes of the meeting.
- 2 A Proxy Form accompanies this Notice of Annual General Meeting. Each member has a right to appoint a proxy to attend and vote on behalf of the member at the meeting. The proxy need not be a member of the Company. A member cannot appoint themselves as proxy.
- 3 A member entitled to vote is entitled to appoint:
 - (a) one proxy; or
 - (b) if the member is entitled to cast two or more votes at the meeting, one or two proxies, as the member's proxy or proxies to attend and vote on behalf of the member at the meeting.
- 4 Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes. A separate Proxy Form should be used for each proxy. You can obtain an additional Proxy Form from the Company's Share Registry or you may copy the Proxy Form.

5 To be effective, a duly completed Proxy Form and any authority under which it is signed or a copy of that power of attorney certified by statutory declaration must be received at the Company's Share Registry or at the Company's registered office, by no later than 48 hours before the commencement of the meeting. Proxies may be returned as follows:

- returned to the Company in the enclosed business reply paid envelope;
- delivered to the Company's Registrars Limited:

ASX Perpetual Registrars Limited
Level 4
333 Collins Street
Melbourne, Victoria 3000

- posted to the Company's Registrar:

ASX Perpetual Registrars Limited
GPO Box 1736
Melbourne, Victoria 3001

- sent by facsimile to the following number:

((03) 9615 9744)

VOTING RESTRICTIONS:

The Company will disregard any vote cast on:

- Item 3: Subsequent Approval of Placement, by any person who participated in the issue or any of their associates;
- Item 4: Performance Rights Plan, by any Director of the Company or any of their associates,

unless the vote is cast by such a person as proxy for another person who is entitled to vote and the vote is cast in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders in relation to the business to be conducted at the Company's annual general meeting.

The purpose of this Explanatory Statement is to provide shareholders with information that is reasonably required by shareholders to decide how to vote on the resolutions. The directors recommend that shareholders read this Explanatory Statement before determining whether to vote in favour of the resolutions.

ORDINARY BUSINESS

Annual Financial Report

Neither the Corporations Act nor the Company's Constitution requires shareholders to vote on the Reports. However, shareholders will be given ample opportunity to raise questions on the Reports at the meeting.

Election of Directors

The Constitution of the Company requires one third of the Directors to retire from office at each Annual General Meeting.

Item 2(a): Re-election of Director retiring by rotation, Mr Murray Grant

In accordance with Article 62 of the Company's Constitution Mr Murray Grant retires and offers himself for re-election.

The following information about Mr Grant is provided to assist you in deciding how to vote:

Murray Grant BSc, MBA, FAICD Aged 51 years

Murray Grant is an executive director of Chemvet Australia Pty Ltd. He holds and has held senior positions with various companies and organisations within the veterinary, pharmaceutical, rural and water industries.

Mr Grant was a Director of Mutual Friendly Society Limited from 22 March 1999 until the merger with Over 50s Mutual Friendly Society Limited. He has been a director of the Company since 4 April 2001.

Mr Grant is currently Chairman of the Investment and Lending Committee.

The Board unanimously recommends that you vote in favour of this resolution.

Item 2(b): Re-election of Director retiring by rotation, Mr Malcolm Gray

In accordance with Article 62 of the Company's Constitution Mr Malcolm Gray retires and offers himself for re-election.

The following information about Mr Gray is provided to assist you in deciding how to vote:

Malcolm Gray AM B Comm, DDA, FREI, FAPI, FAICD Aged 63 years

Malcolm Gray is an Executive Director of Gray & Johnson, real estate agents. Mr Gray was a Director and Deputy Chairman of the Bank of Melbourne from 1989 until 1999. He is a former Chairman of the Australian Cricket Board and was President of the International Cricket Council from 2000 to 2003. He is a Director of Diabetes Australia Research Trust.

Mr Gray was a Director of Mutual Friendly Society Limited from 18 April 1988 until the merger with Over 50's Mutual Friendly Society Limited. He has been a director of the Company since 4 April 2001.

Mr Gray is currently a member of the Nomination and Remuneration Committee and the Investment and Lending Committee.

The Board unanimously recommends that you vote in favour of this resolution.

Item 2(c): Re-election of Director, Professor Robert Officer

Professor Robert Officer was appointed on 6 August 2003. In accordance with ASX Listing Rule 14.4, he ceases to hold office and offers himself for re-election.

The following information about Professor Officer is provided to assist you in deciding how to vote:

Professor Robert Officer BagSc (Melb.), MagEc(NE), MBA, PhD (Chicago), FASSA Aged 62 years

Professor Officer is Emeritus Professor University of Melbourne and is a principal of Capital Research Pty Ltd. Professor Officer holds board positions including that of Chairman of Victorian Funds Management Corporation, Member of the Board of the Victorian WorkCover Authority, Chairman of Acorn Capital Limited, Deputy Chair of Tactical Global Management Ltd, Non-Executive Chairman Collins Partners, Director of Colonial Foundation Limited, Trustee of Buckland Foundation and a Director of Babcock and Brown Direct Investment Fund Limited.

Professor Officer is currently a member of the Audit and Compliance Committee.

The Board unanimously recommends that you vote in favour of this resolution.

SPECIAL BUSINESS

Item 3: Subsequent Approval of Placement

In June 2003 the Company issued 6,088,851 fully paid ordinary shares by way of placement ('Placement'), raising \$10,046,604 to the following allottees:

Name of Allottee	Number of Shares	Price Per Share	Consideration Paid
Invia Custodian Pty Limited <WAM Capital Limited A/C>	599,999	\$1.65	\$989,998.35
Invia Custodian Pty Limited <WAM Equity Fund A/C>	400,001	\$1.65	\$660,001.65
Commonwealth Custodial Services Limited	320,000	\$1.65	\$528,000.00
Beta Gamma Pty Ltd <Walsh Street Superannuation Fund>	105,518	\$1.65	\$174,104.70
Australian United Investment Company Ltd	212,121	\$1.65	\$349,999.65
National Nominees Limited	107,957	\$1.65	\$178,129.05
JP Morgan Nominees Australia Limited	317,137	\$1.65	\$523,276.05
RBC Global Services Australia Nominees Pty Ltd	1,153,267	\$1.65	\$1,902,890.55
Cogent Nominees Pty Ltd	227,180	\$1.65	\$374,847.00
UBS Nominees Pty Ltd	10,728	\$1.65	\$17,701.20
Citicorp Nominees Pty Ltd	104,595	\$1.65	\$172,581.75
Permanent Trustee Australia Limited	56,311	\$1.65	\$92,913.15
National Nominees Limited	144,037	\$1.65	\$237,661.05
Sterling Grace International LLC	580,000	\$1.65	\$957,000.00
Sterling Grace Capital Management LP	580,000	\$1.65	\$957,000.00
Drake Associates LP	580,000	\$1.65	\$957,000.00
Anglo American Securities Fund LP	580,000	\$1.65	\$957,000.00
Mr Peter Metz	10,000	\$1.65	\$16,500.00
Total	6,088,851		\$10,046,604.15

The issue of shares pursuant to the Placement constituted an issue of approximately 14.99% of the Company's listed share capital. The Company seeks approval of the Placement by shareholders under ASX Listing Rule 7.4.

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of the Company to increase its share capital by the issue of shares.

Broadly speaking, ASX Listing Rule 7.1 provides that the Company may not issue shares which in aggregate exceed 15% of the Company's fully-paid issued share capital in any 12 month period without obtaining shareholder approval (unless an exception applies).

However, ASX Listing Rule 7.4 provides that an issue of shares made without shareholder approval is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach the 15% limit and shareholders subsequently approve the issue.

The shares issued under the Placement were fully paid ordinary shares which rank equally with the other fully paid ordinary shares on issue in the capital of the Company, except that they are not eligible to participate in the Company's final dividend for the financial year ending 30 June 2003. The funds raised will be used to fund the development of the Company's property and mortgage funds management businesses.

The Board unanimously recommends that you vote in favour of this resolution.

Item 4: Performance Rights Plan

The Board has approved the introduction of a Performance Rights Plan, under which the Board will have discretion to grant Performance Rights to eligible employees.

ASX Corporate Governance Council Guidelines

It is noted that recommendation 9.4 of the ASX Corporate Governance Council Guidelines recommends that payment of equity-based executive remuneration should be made in accordance with thresholds set out in plans which have been approved by shareholders. Accordingly as a matter of "best practice", shareholder approval for the introduction and administration of the OFM Investment Group Performance Rights Plan is sought.

ASX Listing Rule 7.2

As noted above under Item 3, ASX Listing Rule 7.1 provides that the Company may not issue or agree to issue equity securities which in aggregate exceed 15% of the Company's fully paid issued share capital in any 12 month period without obtaining shareholder approval unless an exception applies.

Exception 9 to ASX Listing Rule 7.2 provides that issues of equities securities are not included when calculating this 15% if shareholders approved the issue of securities under an employee incentive scheme as an exception to this Listing Rule no more than 3 years before the date of issue.

The Company wishes for the issue of securities (i.e. Performance Rights) under its Performance Rights Plan not to be included when undertaking the calculation pursuant to ASX Listing Rule 7.1. Accordingly it is seeking shareholder approval as required under exception 9 to ASX Listing Rule 7.2. Shares issued as a consequence of the exercise of Performance Rights will not be counted when calculating the 15% as a consequence of exception 4 to ASX Listing Rule 7.2 (an issue on conversion of convertible securities issued in compliance with the Listing Rules).

No securities have yet been issued under the Performance Rights Plan.

Annexure A contains a summary of the current terms of the Performance Rights Plan.

The Board unanimously recommends that you vote in favour of this resolution.

Item 5: Amendments to the Constitution

General amendments

This is a special resolution proposing amendments to the Company's Constitution. The amendments accommodate recent legislative changes and ensure greater consistency of the Constitution with the ASX Listing Rules.

An explanation of the changes to the Constitution is set out in the following table:

Clause Number	Amendment	Comments
42.4	Deleted.	Clause 42.5 provides that a poll demanded on the election of the Chairperson or the adjournment of a general meeting must be taken immediately. Clause 42.4 is inconsistent with Clause 42.5 and appears to have been included in the Constitution in error.
59, 60, 78.5	The clauses have been amended to require a Director appointed to fill a casual vacancy or as an addition to the existing Directors to retire at the next annual general meeting.	The amendments make the Constitution consistent with Listing Rule 14.4.
62.1, 62.2, 62.3, 62.4 and 78.5	The clauses have been amended to require all Directors other than the Managing Director nominated by Directors to retire by rotation (rather than just Non-Executive Directors).	The amendments make the Constitution consistent with Listing Rule 14.4.
66.4	The amendment provides that the powers of delegation conferred by the Constitution are conferred in substitution for and to the exclusion of, the power conferred by section 198D of the Corporations Act.	The power of delegation in section 198D applies unless the Constitution provides otherwise. The Directors wish to avoid the use of the power under that section and rely instead on the powers of delegation conferred by the Constitution.
68.2	The amendment provides that the chairperson of a meeting of Directors does not have a casting vote if only two Directors are present and entitled to vote.	The amendments make the Constitution consistent with Listing Rule 14.10.
81.2	The amendment increases the number of people that the Company can appoint as an attorney or agent of the Company.	The amendment facilitates the appointment by the Company of agents and attorneys.
1.1, 1.6, 102.2 and 105	Clauses inserted to provide for the divestment of unmarketable parcels of shares on certain conditions.	See explanation below under the heading " <i>Unmarketable parcels of shares</i> ".

Unmarketable Parcels of shares

The Company was listed in March 2002, following the demutualisation of the Over 50s Mutual Friendly Society. A consequence of the demutualisation of the Company was that the Company acquired a large number of shareholders, many of whom held less than a marketable parcel of shares. A marketable parcel is the number of shares having a value of \$500 or more. Currently, there are at least 12,000 small shareholders who hold less than a marketable parcel of shares.

This places an undue financial burden on the Company, as the cost of maintaining a small shareholding is the same as the cost of maintaining a large holding in respect of processing dividends, shareholding statements, annual reports and other shareholder communications. The Company wishes to try to reduce this cost, given the Company's size.

Accordingly, the Company proposes to include provisions in its Constitution to permit it to sell small shareholdings in accordance with the ASX Listing Rules. The ASX Listing Rules impose certain safeguards to protect existing small shareholders and each of these safeguards are included in the proposed amendment to the Company's Constitution. In particular:

- (a) the Company may only seek to sell a small shareholding once in any 12 month period;
- (b) the Company must notify the small shareholder in writing of its intention to sell the shareholding;
- (c) the small shareholder must be given at least a 6 week notice period from the date that the notice is sent in which to tell the Company that it wishes to retain its shareholding, and if the shareholder does so tell the Company, its shareholding will not be sold;
- (d) the sale must stop following the announcement of any takeover bid for the Company but may be started again after the close of offers made under the takeover bid;
- (e) only the shares held by small shareholders who do not respond in writing to the Company during the notice period, or expressly state that they wish to have their shareholding sold, may be sold by the Company;
- (f) the Company must pay the costs of the sale (although it would not be liable for the income tax and capital gains consequences for the small shareholder associated with any sale).

The proposed amendment to the Constitution also gives the Company power to compulsorily divest small shareholders of unmarketable parcels of shares which are created as a result of a transfer after the date that the amendment to the Constitution is approved.

Shareholders should note that if the resolution is passed and the Company exercises its power of sale under the Constitution, the onus will be on shareholders holding less than a marketable parcel of shares who do not wish to have their shares sold to inform the Company in writing, otherwise those shares will be sold.

The Board unanimously recommends that you vote in favour of this resolution.

ANNEXURE A

Summary of terms of Performance Rights Plan

The ASX Corporate Governance Principles published earlier this year recommend that executive compensation comprise a performance based element and also acknowledge that equity based compensation (when linked with performance hurdles) may be effective in strengthening the relationship between executive reward and company performance. The Company wishes to implement the OFM Investment Group Performance Rights Plan for the purpose of attracting, motivating and retaining the Company's employees.

The Board will have the discretion to invite employees of the Company or an associated company (which includes related bodies corporate) or other persons as determined by the Board to participate in the Performance Rights Plan from time to time. The Board in its absolute discretion may grant Performance Rights to eligible employees selected by the Board and will determine the procedure for granting those rights.

The Board intends to make offers annually to all employees of the Company and associated companies. Employees will be issued a number of Performance Rights in respect of which the then current value of the underlying shares would equal a certain percentage of their prevailing base remuneration. Performance Rights will be granted for no consideration payable by the employee.

A Performance Right represents the right to subscribe for or acquire one share for nil consideration (unless otherwise determined by the Board at the time of grant). Shares can be delivered to a participant in the Performance Rights Plan by being issued to a participant or purchased and transferred to the participant. Performance Rights do not confer on a participant the right to participate in new issues of shares by the Company. However, bonus issues of shares accrue and an adjustment will be made for rights issues in accordance with ASX Listing Rules. Performance Rights may not be transferred, or encumbered without the approval of the Board and will not be listed for quotation on any stock exchange.

The Board may from time to time determine the performance conditions (if any) that will apply to Performance Rights. Only Performance Rights which satisfy these conditions may be exercised. It is currently proposed that in respect of each issue of Performance Rights, 50% will be subject to an earnings per share (EPS) hurdle and 50% will be subject to a relative total shareholder return (TSR) against the ASX Financial (excluding property trusts) Accumulation Index. The period over which performance will be measured is 3 to 4 years. For the Performance Rights to fully vest, the Company must achieve an EPS exceeding 13% and also better the TSR of the ASX Financial (excluding property trusts) Accumulation Index over this period.

The Board has the discretion to impose disposal restrictions on shares acquired from the exercise of Performance Rights. It is not envisaged that any disposal restrictions, except those to enforce any forfeiture conditions, will be applied.

Shares issued upon the exercise of Performance Rights will rank equally with all other issued shares, and will be entitled in full to those dividends which have a record date for determining entitlements after the date of issue or transfer. The Company will apply for official quotation of those shares on the ASX.

Performance Rights lapse in certain circumstances, including where a participant ceases to be an employee, 30 days thereafter if the performance hurdles have been met or otherwise immediately, where a Special Circumstance (as defined) occurs (ie Total and Permanent Disablement (as defined)) or death of a participant and such other circumstances determined by the Board and advised to a participant in writing) 30 days thereafter if the Performance Hurdles have been met or otherwise immediately, 10 years after the grant of the Performance Right (unless another period is determined at

the time of grant) or the Board determines that the participant has committed any act of fraud, defalcation or gross misconduct in relation to the affairs of the Company or an associated company. Upon the lapse of a Performance Right, all rights of the employee in respect of that Performance Right cease.

If an event occurs affecting the number or type of securities on issue in the capital of the Company (including a subdivision, consolidation or reduction), the Performance Rights will be restructured in a manner which is fair and equitable to the participants and which is consistent with the relevant provisions of the ASX Listing Rules at that time.

Where certain 'change of control events' have or will occur, the Board may determine the manner in which the Performance Rights will be dealt with so that each participant remains, as at the date of the determination, in a financial position in respect of the Performance Rights which is as near as possible to that which existed prior to the date of the change of control event occurring. This may include the granting of Rights in respect of the acquirer, delivery of shares in the acquirer, allowing Performance Rights to be disposed or the waiving of Performance Hurdles and the delivery of shares in the Company not yet vested.

The Board will have the ability to delegate the administration of the Performance Rights Plan to special purpose committees or designated persons to assist in the management of the Plan. Further, the Performance Rights Plan may be amended or supplemented by the Board. The Board may terminate or suspend the operation of the Performance Rights Plan at any time.

Each participant is deemed to irrevocably appoint the Company and any person nominated from time to time by the Board as their attorney to complete and execute documents and do all things necessary to give effect to the rules of the Performance Rights Plan.

If shareholders approve Item 4, the Board proposes to implement the Performance Rights Plan with effect from the date of approval.

The Board intends for the aggregate of the total number of shares issued under this and any other Company employee share schemes which remain subject to the applicable plan rules (such as restrictions on transfer) and the total number of shares underlying all outstanding options to subscribe for shares issued under any of the Company's employee share schemes to not exceed 5% of the total number of issued shares at any time after disregarding those offers, options acquired or shares issued as allowed by ASIC Class Order 03/184.

A copy of the Rules of the Performance Rights Plan will be sent to a shareholder free of charge on request.

ANNEXURE B

1 By inserting in clause 1.1 the following definitions:

“**ASX** means Australian Stock Exchange Limited (ACN 008 624 691).

ASX Listing Rules means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

CHESS means Clearing House Electronic Subregister System.

Divestment Notice is a notice given under **clause 105.1** to a Small Holder or a New Small Holder.

Market Value in relation to a Share is the closing price on SEATS of the Share.

New Small Holder is a Member who is the holder or a joint holder of a New Small Holding.

New Small Holding is a holding of Shares created after the date on which this clause came into effect by the transfer of a parcel of Shares the aggregate Market Value of which at the time a proper SCH transfer was initiated or a paper based transfer was lodged, was less than a marketable parcel of Shares as provided under the Listing Rules.

Official List means the official list of entities that ASX has admitted and not removed.

Relevant Period is the period specified in a Divestment Notice under **clauses 105.1** and **105.2**.

Relevant Shares are the Shares specified in a Divestment Notice.

SCH means ASX Settlement and Transfer Corporation Pty Ltd.

SCH Business Rules means the Business Rules made by SCH.

Shares for the purposes of **clause 105** are shares in the Company all of the same class.

Small Holder is a Member who is the holder or a joint holder of a Small Holding.

Small Holding is a holding of Shares the aggregate Market Value of which at the relevant date is less than a marketable parcel of Shares as provided under the Listing Rules.”

2 By inserting the following new clause 1.6 after clause 1.5:

“In this Constitution, unless the contrary intention appears:

- (a) the expressions “Certificated Holding”, “CHESS Holding”, “Holding Adjustment” and “Issuer Sponsored Holding” have the same meanings as in the SCH Business Rules; and
- (b) the expressions “closing price on SEATS” and “Uncertificated Securities” have the same meaning as in the ASX Listing Rules.

3 By deleting clause 42.4.

- 4 By inserting the following at the end of clause 59:
- “A Director appointed under this clause holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting. This provision does not apply to one Managing Director nominated by the Directors under clause 78.5.”
- 5 By inserting the following at the end of clause 60:
- “(d) as provided by clause 59.”
- 6 By deleting the words “Non-Executive” where they appear in clauses 62.1, 62.2, 62.3 and 62.4.
- 7 By inserting at the end of clause 62.1 the words “In determining the number of Directors to retire, account is not to be taken of a Director who only holds office until the conclusion of the meeting in accordance with clause 59 or the Managing Director who is exempt from retirement from rotation in accordance with clause 78.5.”
- 8 By inserting in clause 62.3 after the words “was last elected”, the words “or three years, whichever is longer”.
- 9 By inserting the following new clause 66.4 after clause 66.3:
- “The powers of delegation expressly or impliedly conferred by this constitution on the Directors are conferred in substitution for, and to the exclusion of, the power conferred by section 198D of the Corporations Act.”
- 10 By inserting in clause 68.2 after the words “equality of votes”, the words “, unless only two Directors are present and entitled to vote at the meeting.”
- 11 By deleting “A Managing Director” from clause 78.5, and inserting “One Managing Director, nominated by the Directors:” and inserting in paragraph (a) of that clause after the words “retirement provisions”, the words “in clauses 59 and 62”.
- 12 By inserting the following at the end of clause 81.2:
- “(e) any other person.”
- 13 By deleting clause 102.2.
- 14 By inserting the following new clause 105 after clause 104:
- “105 Small Holdings**
- 105.1 Divestment Notice**
- If the Directors determine that a Member is a Small Holder or a New Small Holder, the Company may give the Member a Divestment Notice to notify the Member:
- (a) that the Member is a Small Holder or a New Small Holder, the number of Shares making up and the Market Value of the Small Holding or New Small Holding and the date on which the Market Value was determined;
 - (b) that the Company intends to sell the Relevant Shares in accordance with this clause after the end of the Relevant Period specified in the Divestment Notice;
 - (c) if the Member is a Small Holder, that the Member may at any time before the end of the Relevant Period notify the Company in writing that the Member desires to retain the Relevant Shares and that if the Member does so the

Company will not be entitled to sell the Relevant Shares under that Divestment Notice; and

- (d) after the end of the Relevant Period the Company may for the purpose of selling the Relevant Shares that are in a CHESSE Holding initiate a Holding Adjustment to move those Shares from that CHESSE Holding to an Issuer Sponsored or Certificated Holding.

If the SCH Business Rules apply to the Relevant Shares, the Divestment Notice must comply with the SCH Business Rules.

105.2 Relevant Period

For a Divestment Notice given to a Small Holder, the Relevant Period must be at least six weeks from the date the Divestment Notice was given. For a Divestment Notice given to a New Small Holder, the Relevant Period must be at least seven days from the date the Divestment Notice was given.

105.3 Company can sell Relevant Shares

At the end of the Relevant Period the Company is entitled to sell on-market or in any other way determined by the Directors:

- (a) the Relevant Shares of a Member who is a Small Holder, unless that Member has notified the Company in writing before the end of the Relevant Period that the Member desires to retain the Relevant Shares, in which event the Company must not sell those Relevant Shares under that Divestment Notice; and
- (b) the Relevant Shares of a Member who is a New Small Holder.

105.4 No obligation to sell

The Company is not bound to sell any Relevant Shares which it is entitled to sell under this clause but unless the Relevant Shares are sold within six weeks after the end of the Relevant Period the Company's right to sell the Relevant Shares under the Divestment Notice relating to those Shares lapses and it must notify the Member to whom the Divestment Notice was given accordingly.

105.5 Company as Member's attorney

To effect the sale and transfer by the Company of Relevant Shares of a Member, the Member appoints the Company and each Director and Secretary jointly and severally as the Member's attorney in the Member's name and on the Member's behalf to do all acts and things which the Company considers necessary or appropriate to effect the sale or transfer of the Relevant Shares and, in particular:

- (a) to initiate a Holding Adjustment to move the Relevant Shares from a CHESSE Holding to an Issuer Sponsored Holding or a Certificated Holding; and
- (b) to execute on behalf of the Member all deeds instruments or other documents necessary to transfer the Relevant Shares and to deliver any such deeds, instruments or other documents to the purchaser.

105.6 Conclusive evidence

A statement in writing by or on behalf of the Company under this clause is (in the absence of manifest error) binding on and conclusive against a Member. In particular, a statement that the Relevant Shares specified in the statement have been sold in accordance with this clause

is conclusive against all persons claiming to be entitled to the Relevant Shares and discharges the purchaser from all liability in respect of the Relevant Shares.

105.7 **Registering the purchaser**

The Company must register the purchaser of Relevant Shares as the holder of the Relevant Shares transferred to the purchaser under this clause. The purchaser is not bound to see to the application of any money paid as consideration. The title of the purchaser to the Relevant Shares transferred to the purchaser is not affected by any irregularity or invalidity in connection with the actions of the Company under this clause.

105.8 **Payment of proceeds**

Subject to **clause 105.9**, where:

- (a) Relevant Shares of a Member are sold by the Company on behalf of the Member under this clause; and
- (b) the certificate for the Relevant Shares (unless the Company is satisfied that the certificate has been lost or destroyed or the Relevant Shares are Uncertificated Securities) has been received by the Company,

the Company must, within 60 days of the completion of the sale, send the proceeds of sale to the Member entitled to those proceeds by sending a cheque payable to the Member through the post to the address of the Member shown in the Register, or in the case of joint holders, to the address shown in the Register as the address of the Member whose name first appears in the Register. Payment of any money under this clause is at the risk of the Member to whom it is sent.

105.9 **Costs**

In the case of a sale of the Relevant Shares of a New Small Holder in accordance with this clause, the Company is entitled to deduct and retain from the proceeds of sale, the costs of the sale as determined by the Company. In any other case, the Company or a purchaser must bear the costs of sale of the Relevant Shares. The costs of sale include all stamp duty, brokerage and government taxes and charges (except for tax on income or capital gains of the Member) payable by the Company in connection with the sale and transfer of the Relevant Shares.

105.10 **Remedy limited to damages**

The remedy of a Member to whom this clause applies, in respect of the sale of the Relevant Shares of that Member, is expressly limited to a right of action in damages against the Company to the exclusion of any other right, remedy or relief against any other person.

105.11 **Dividends and voting suspended**

Unless the Directors determine otherwise, where a Divestment Notice is given to a New Small Holder in accordance with this clause, then despite any other provision in this Constitution, the rights to receive payment of dividends and to vote attached to the Relevant Shares of that Member are suspended until the Relevant Shares are transferred to a new holder or that Member ceases to be a New Small Holder. Any dividends that would, but for this clause, have been paid to that Member must be held by the Company and paid to that Member within 60 days after the earlier of the date the Relevant Shares of the Member are transferred and the date that the Relevant Shares of that Member cease to be subject to a Divestment Notice.

105.12 **12 month limit**

If the Listing Rules so require, the Company must not give a Small Holder more than one Divestment Notice in any 12 month period (except as contemplated by **clause 105.13**).

105.13 **Effect of takeover bid**

From the date of the announcement of a takeover bid for the Shares until the close of the offers made under the takeover bid, the Company's powers under this clause to sell Relevant Shares of a Member cease. After the close of the offers under the takeover bid, the Company may give a Divestment Notice to a Member who is a Small Holder or a New Small Holder, despite **clause 105.12** and the fact that it may be less than 12 months since the Company gave a Divestment Notice to that Member."

----- ✂ --- CUT HERE -- ✂ -----

MEMBERS QUESTIONS AND COMMENTS

You may wish to give advance notice of any question(s) you would like to have considered at the forthcoming Annual General Meeting. **If so please complete, detach and return this slip** to reach OFM Investment Group Limited no later than 5.00pm on Friday 17 October 2003.

Name

Address

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QUESTIONS/COMMENTS

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(If you require additional space use the reverse of this slip)