

21 January 2004

### **Chairman's address to Class Meeting**

This meeting has been convened by the Directors out of an abundance of caution following the decision of the Supreme Court of Victoria in relation to the original scheme.

The purpose of this meeting is to allow holders of Preference Shares to consider and, if thought fit, pass a special resolution that any variation, abrogation or cancellation of rights attached to the Preference Shares effected or arising from the buy-back, the buy-back agreements, the scheme or the resolution approving the terms of the buy-back is approved and sanctioned.

A booklet containing explanatory information on the scheme, a report on the scheme by the independent expert, Grant Samuel, and the notices of this meeting, the General Meeting and the second Preference Shareholder meeting has been sent to all members of the Company, including all Preference Shareholders.

This meeting is a class meeting only and is not the Scheme Meeting to approve the scheme. The Scheme Meeting will commence promptly after the conclusion or adjournment of this meeting.

The scheme is not conditional on the passing of the resolution to be put to this meeting. The resolution is being put out of an abundance of caution following the decision of the Supreme Court of Victoria in relation to the original scheme.

The scheme must be approved by the Supreme Court of Victoria, and will become effective on an office copy of the Court order approving the scheme being lodged with the Australian Securities & Investments Commission.

It is expected that the Court hearing at which the Court will be asked to approve the scheme will be held on or shortly after 30 January 2004.

Notwithstanding approval of the scheme by the Court, under section 246D of the Corporations Act, persons holding at least 10% of the Preference Shares may apply to the Court to have set aside any variation, abrogation or cancellation of rights attaching to the Preference Shares arising from the buy-back, the buy-back agreements, the resolution to approve the buy-back agreements or the scheme on the grounds that there has been unfair prejudice.

Such variation, abrogation or cancellation of rights will take effect one month after the variation, abrogation or cancellation is made, or, if an application is made to the Court to have the variation, abrogation or cancellation set aside, when the application is withdrawn or finally determined.

If the Court approves the scheme, it is proposed that the Company will lodge an office copy of the Court order approving the scheme with ASIC after this additional one month period has elapsed.

Accordingly, if no application is made to the Court to have the variation, abrogation or cancellation set aside, it is proposed that the Company will lodge an office copy of the Court order approving the scheme with ASIC on 24 February 2004.

If an application is made to the Court to have the variation, abrogation or cancellation set aside, it is proposed that the Company will lodge an office copy of the Court order approving the scheme with ASIC when the application is withdrawn or finally determined.

The scheme will become effective on the office copy of the Court order being lodged with ASIC.

If the office copy of the Court order being lodged with ASIC occurs on 24 February 2004, it is expected that the buy-back will take place on 2 March 2004.

Your Directors unanimously recommend that Preference Shareholders vote in favour of the resolution to be put to this meeting.

Each Director entitled to vote on the resolution at this meeting intends to vote in favour of the resolution.