

TO LODGE A PROXY FORM:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Facsimile 61 3 9473 2118

FOR ALL ENQUIRIES CALL:

(within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000



FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BY 2.00PM 23 OCTOBER 2007



YOUR ANNUAL REPORT IS AVAILABLE ONLINE, SIMPLY VISIT:
www.mmcontrarian.com.au

- Access your annual report
- Review and update your securityholding

YOUR SECURE ONLINE ACCESS INFORMATION

SRN/HIN:

POST CODE:

! FOR SECURITY REASONS IT IS
IMPORTANT THAT YOU KEEP
! YOUR SRN/HIN CONFIDENTIAL.

HOW TO COMPLETE THIS PROXY FORM *Please read these notes prior to completion of the voting form.*

VOTES ON ITEMS OF BUSINESS

Voting 100% of your holding. You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Voting a portion of your holding. You may indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. The sum of the votes cast on each item or the percentages for and against an item must not exceed your voting entitlement or 100%.

A proxy need not be a securityholder of the Company.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the proportion or number of votes each proxy may exercise, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded. A separate Proxy Form should be used for each proxy. You can obtain additional forms by telephoning the company's share registry or you may copy this form. If you lodge two proxies please lodge both forms together.

SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.


If a representative of a corporate securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained by telephoning the company's share registry or at www.computershare.com.

LODGEMENT OF A PROXY FORM. This Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 48 hours before the commencement of the meeting at 2.00pm, Thursday 25 October 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a member/s of MMC Contrarian Limited hereby appoint

the Chairman of the Meeting OR

 Please leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of MMC Contrarian Limited to be held at Sydney Harbour Marriott Hotel, 30 Pitt Street, New South Wales on Thursday 25 October 2007 at 2.00pm and at any adjournment of that meeting.

IMPORTANT: FOR ITEM 5 BELOW If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 5 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 5 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 5.

STEP 2 ITEMS OF BUSINESS

! PLEASE NOTE: If you mark the **Abstain** box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

	For	Against	Abstain
1 Re-election of Kevin Eley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ray Kellerman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Peter Constable as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of capital return to Shareholders of 10 cents (\$0.10) per share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of issue of Shares to RK Sydney Pty Ltd <ATF RK Family Trust>under the Executive Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

SIGN SIGNATURE OF SECURITYHOLDER(S) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Change of name and/or address. If your name and/or address is incorrect, please mark this box and make the correction on this form. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes. *Please note, you cannot change ownership of your securities using this form.*

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the shareholders of MMC Contrarian Limited (**Company**) will be held at the Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney, New South Wales on Thursday 25 October 2007 at 2:00pm.

Defined Terms

Unless the context otherwise requires, capitalised terms used in this Notice of Meeting will have the meaning given to those terms in the Glossary set out in the Explanatory Notes attached to this Notice of Meeting.

Business:

1. Financial Statements

To receive and consider the Financial Statements, the directors' report and the auditor's report.

2. Resolutions

To consider and, if thought fit, pass with or without modification Resolutions 1 through 6 as ordinary resolutions.

Resolution 1 - Re-election of Kevin Eley as a Director

"That Kevin Eley who retires as a Director by rotation, being eligible and having offered himself for re-election as a Director in accordance with Rule 6.4 of the Constitution, be re-elected as a Director."

Resolution 2 - Re-election of Ray Kellerman as a Director

"That Ray Kellerman, being eligible and having offered himself for re-election as a Director in accordance with Rule 6.2 of the Constitution, be re-elected as a Director."

Resolution 3 - Re-election of Peter Constable as a Director

"That Peter Constable, being eligible and having offered himself for re-election as a Director in accordance with Rule 6.2 of the Constitution, be re-elected as a Director."

Resolution 4 - Approval of capital return to Shareholders of 10 cents (\$0.10) per share

“That, for the purposes of section 256B and 256C of the Corporations Act and for all other purposes, the members approve that the share capital of the Company be reduced by paying the sum of 10 cents (\$0.10) per Share on issue on the Record Date to each holder of such Shares, on the terms and conditions set out in the Explanatory Notes and subject to the Company receiving confirmation from the Australian Taxation Office that any such payment will be treated as a return of capital for Australian tax purposes.”

Resolution 5 – Approval of issue of Shares to RK Sydney Pty Ltd <ATF RK Family Trust> under the Company’s Executive Share Plan

“That, for the purposes of Listing Rule 10.14 and for all other purposes, the members approve the issue of 250,000 Shares to RK Sydney Pty Ltd <ATF RK Family Trust>, a related party of Ray Kellerman, a Director, under the Executive Share Plan on the terms set out in the Explanatory Notes.”

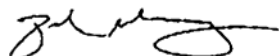
Voting Exclusion: The Company will disregard any votes cast on this resolution by Ray Kellerman and any of his Associates, unless the vote is cast by:

- a person as proxy for a person who is entitled to vote in accordance with the directions of the proxy form; or
- 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.

Resolution 6 – Adoption of Remuneration Report

“That the remuneration report, being part of the directors’ report, be adopted by the members.”

By order of the Board



David Mackaway
Company Secretary

21 September 2007

Notice of Meeting and Explanatory Notes

The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with and form part of this Notice of Meeting.

Proxies

A member entitled to attend and vote at this meeting is entitled to appoint no more than 2 proxies to attend and vote in his or her stead.

A proxy need not be a member of the Company.

If the member appoints 2 proxies the member may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or number of votes exceed that which the member is entitled to, each proxy may exercise half of the member's votes. Any fractions of votes brought about by the appointment of votes to a proxy will be disregarded.

Proxies must be received by the Company's share registry. Computershare Investor Services Pty Limited at GPO Box 242, Melbourne 8060 or by fax on 61 3 9473 2118 or by the Company at Level 8, 34 Hunter Street, Sydney, NSW 2000 not later than 2.00pm (Sydney time) on 23 October 2007.

A form of proxy is provided with this notice.

Voting Entitlements

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7:00 pm Australian Eastern Standard Time on 23 October 2007. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

RESOLUTION 1: RE-ELECTION OF KEVIN ELEY AS A DIRECTOR

Pursuant to Rule 6.4 of the Constitution, at each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to one third) must retire from office. The Directors retire by rotation, with the Directors who have been the longest in office being the Directors who must retire in any year.

The Constitution ensures that no Director is able to remain in office for longer than three years without facing re-election. Each Director is entitled to offer himself for re-election as a Director at the Annual General Meeting that coincides with his or her retirement.

Mr Kevin Eley retires by rotation and being eligible for re-election, offers himself for re-election as a Director.

RESOLUTION 2: RE-ELECTION OF RAY KELLERMAN AS A DIRECTOR

Pursuant to Rule 6.2(c) of the Constitution, each Director holds office until the first general meeting after his or her appointment, at which time the Director may offer themselves for re-election.

Mr Ray Kellerman, who was appointed a Director on 10 April 2007, seeks confirmation of his appointment and re-election at this Annual General Meeting in accordance with the Corporations Act and the Constitution. As Mr Kellerman is entitled and eligible for re-election, he offers himself for re-election as a Director.

Ray has a legal background and was Head of Compliance at the Corporate Trust division of Perpetual Trustees Australia where he spent 10 years before establishing his own compliance consulting and advisory business in 2001. Ray currently acts as a director, audit and risk committee member and compliance committee member for a number of major fund managers and financial institutions including Chairman of Credit Suisse Asset Management Australia, Director of Rubicon Asset Management, Director of the Goodman Australia Industrial Trust and member of Compliance Committees for Macquarie Bank, Suncorp, IAG and Allco. He is a shareholder and Director of Quentin Ayers Pty Limited, an implemented asset consultant in the Alternative Assets sector. Ray holds a BEc, LLB, an MBA, diploma from the Securities Institute of Australia and is an associate of the Australian Compliance Institute. He has 20 years experience in the funds management and corporate and structured finance industries.

RESOLUTION 3: RE-ELECTION OF PETER CONSTABLE AS A DIRECTOR

Pursuant to Rule 6.2(c) of the Constitution, each Director holds office until the first general meeting after his or her appointment, at which time the Director may offer themselves for re-election.

Mr Peter Constable, who was appointed a Director on 9 July 2007, seeks confirmation of his appointment and re-election at this Annual General Meeting in accordance with the Corporations Act and the Constitution. As Mr Constable is entitled and eligible for re-election, he offers himself for re-election as a Director.

Peter is currently the Chief Investment Officer of the Company and has been an alternate director of the Company for Erik Metanomski. Peter began his investment career in 1992 working for the United Bank of Kuwait, London, as a portfolio manager, moving on to Royal & Sun Alliance (now Promina) as a portfolio manager in 1996. Peter then joined HGL in 1997 where he worked for four years identifying listed investment opportunities. During this time Peter served on the board of Hunter Hall International Limited (an ASX listed boutique manager) as a non-executive director before leaving HGL to establish AM Constable Limited in October 2001, which merged with MMC Asset Management Ltd in October 2003 and MMC was acquired by the Company on 1 February 2007. Peter holds a Bachelor of Economics.

RESOLUTION 4: APPROVAL OF CAPITAL RETURN TO SHAREHOLDERS OF 10 CENTS (\$0.10) PER SHARE

Background

As originally announced by the Company on 19 February 2007, the Company proposes to make a return of capital to Shareholders. Section 256B of the Corporations Act 2001 (Cth) permits a company to reduce its share capital in a way that is not otherwise authorised by law if the reduction:

- (a) is fair and reasonable to the company's shareholders as a whole;
- (b) does not materially prejudice the company's ability to pay its creditors'; and
- (c) is approved by its shareholders in accordance with the requirements of the Corporations Act.

What are the terms of the proposal?

The Company proposes a return of capital to Shareholders of 10 cents (\$0.10) per Share, equivalent to a total capital return of approximately \$25.6 million. The proposed capital return will be effected by way of an equal reduction of capital and requires Shareholder approval by ordinary resolution. The proposed capital return will apply equally to each holder of Shares in proportion to the number of Shares they hold and the terms of the reduction are the same for each holder of Shares. No Shares will be cancelled as a result of the proposed capital return.

The date for determining those persons entitled to participate in the proposed capital return is Friday 9 November 2007 at 5:00 pm Australian Eastern Standard Time (**Record Date**).

The return of capital is subject to the Company receiving confirmation from the Australian Taxation Office that any such payment will be treated as a return of capital for Australian tax purposes.

What are the timing and trading implications?

Subject to Shareholder approval and the Company receiving confirmation from the Australian Taxation Office that any such payment will be treated as a return of capital for Australian tax purposes, the proposed capital return is expected to take effect in accordance with the following timetable. Please note that this timetable is indicative and relies on the confirmation from the Australian Taxation Office (ATO) being received by 25 October 2007. These dates are likely to change if the ATO approval is given post 25 October 2007.

Event	Date
Annual General Meeting	Thursday 25 October 2007
Record Date for determining entitlements to participate in the capital return	5.00pm (AEST) Friday 9 November 2007
The Shares trade on the ASX without an entitlement to the capital return ("ex" entitlement)	Friday 2 November 2007
Proposed date of payment	On (or around) Friday 16 November 2007

What are the payment methods?

Payment will be made to eligible Shareholders as follows:

- those Shareholders who have provided (or provide before 9 November 2007) a valid instruction for direct crediting of payments, payment will be credited to the account specified in that instruction; and
- those Shareholders who have not, or do not, provide a valid instruction before 9 November 2007 will be sent a cheque.

What are the reasons for the proposal?

The capital return is part of the Company's capital management strategy. The Company seeks to maintain an efficient level of capital and capital structure to minimise the overall cost of capital and to ensure there is adequate flexibility to fund growth in its core businesses and to maintain financial strength. In determining the capital amount to be returned to Shareholders, the Directors considered the following:

- the appropriate level of capital required for the Company both for existing requirements and the capital necessary to invest in the Company's core businesses and business development initiatives; and
- various financial ratios designed to measure the Company's financial strength and flexibility to withstand various scenarios.

How will the capital return be funded?

The capital return will be funded from cash investments of the Company. Accordingly, total investments will decrease as a result of the capital return.

Will there be tax implications for the Company?

No adverse income tax consequences should arise for the Company from the capital return.

What is the Board's opinion of the proposal?

The Directors have assessed a variety of capital management alternatives and have determined that the proposed capital return is in the best interests of the Company and the Shareholders.

Directors' recommendation

The Directors are not able to make a recommendation due to the fact that the Director's will benefit from the capital return. Mr Eley is associated with HGL Limited who has shares in the Company under voluntary escrow in relation to the acquisition of MMC Asset Management Limited. The capital return will reduce the level of security the Company has under this escrow arrangement. Mr Constable has shares in the Company under voluntary escrow in relation to the acquisition of MMC Asset Management Limited. The capital return will reduce the level of security the Company has under this escrow arrangement. Mr Constable also has shares in the Company under the Company's Executive Share Plan. The capital return will reduce the amount Mr Constable will need to pay for these shares if and when they meet their performance criteria and are released from their holding lock. Subject to the approval of resolution 5, Mr Kellerman will be associated with a company that has shares in the Company under the Company's Executive Share Plan. The capital return will reduce the amount that will need to be paid for these shares if and when they meet their performance criteria and are released from their holding lock.

What effect will the proposal have on the Company?

Share price impact

If the proposed capital return is implemented, the Shares may trade at a lower market price, reflecting the return of capital. This is likely to occur from the day that the Shares trade without an entitlement to the capital return.

Impact on capital structure of the Company

After the proposed capital return, the share capital of the Company will be reduced by approximately \$25.6 million.

Reduction of security under voluntary escrow

In relation to the acquisition of MMC Asset Management Limited, certain vendors placed the Shares received in the Company as consideration in voluntary escrow. This escrow arrangement was in part giving the Company collateral in the event of a warranty claim against the vendors. As at the date of this notice, there were 21,486,053 shares under voluntary escrow. A \$0.10 capital return per share will reduce this security by \$2,148,605.

Reduction of loan balances for Shares under the Executive Share Plan

Under the Executive Share Plan, there are 6,125,000 shares on issue. In relation to these shares, loans are payable totalling \$5,890,894. A \$0.10 capital return per share will reduce these loans by \$612,500 to \$5,278,394.

Impact on growth strategies and future acquisitions

The Company's objective is to continue to grow its core businesses, capture scale benefits and focus on costs. Given the profitability of the Company's existing businesses and the financial position of the Company, the capital return will not materially impact the Company's capacity to fund new investment in its core businesses and other business development initiatives.

Impact on financial position of the Company

The impact of the capital return on the Company's financial position is set out below.

The funding required for the proposed capital return will result in a decrease in investment income. This is likely to result in earnings per Share being lower by about 0.45 cents (\$0.0045) per Share (underlying, annualised basis) than it would otherwise have been if no capital return had been made. The full impact will not be felt until the year ending 30 June 2009 as the capital return is planned to be paid in November 2007.

Return on equity (based on underlying contribution divided by monthly average Shareholder equity for the period) is expected to increase. For example, for the year ended 30 June 2007, return on equity would have been 0.43 per cent higher if the capital return had taken place at the beginning of the year. The full year benefit of the expected higher return on equity will not be realised until the year ended 30 June 2009 as it is planned that the capital return will be paid in November 2007.

Share capital will be reduced by approximately \$25.6 million. Cash will be reduced by \$25 million and loans payable \$0.6 million, being the total amount of the capital return.

The impact on the Executive Share Plan

Under the rules of the Executive Share Plan, the exercise price of outstanding employee Shares will be reduced by 10 cents (\$0.10) per Share as permitted by the Listing Rules. This will result in the loans payable under the Executive Share Plan being reduced by approximately \$0.6 million.

For an explanation of the Executive Share Plan refer to the notes to the 2007 financial accounts. These accounts are also available online at www.mmcontrarian.com.au/page/accounts.html

Forward looking statements

Certain statements contained in the Explanatory Notes may constitute 'forward looking statements' for the purposes of applicable securities laws. These forward looking statements are not guarantees or representations of future performance. The Company's actual results, performance or achievements could differ materially from the results expressed in, or implied by, these forward looking statements. Factors that could cause or contribute to such differences include the general trading and economic conditions affecting the Company. Further information about the Company, its business and factors affecting its operations are contained in the annual report and other reports which can be accessed on the website at www.mmcontrarian.com.au/page/accounts.html. The Company is not obliged to revise the forward looking statements included in these Explanatory Notes to reflect any future events or circumstances.

Tax implications for the Company shareholders

The tax implications of the capital return will vary depending upon your particular circumstances. The information set out below should not be viewed as tax advice in relation to the specific circumstances of Shareholders. The information is intended as a general guide only and does not represent a complete analysis of all potential tax implications associated with the capital return. You should consult your own tax adviser as to the tax consequences for you in relation to the proposed capital return.

The Company has applied for a class ruling from the Australian Taxation Office in relation to the capital return. The following contains a general description of the Australian tax consequences that will arise for Shareholders as a consequence of the capital return if the class ruling is issued in accordance with the Company's ruling application. The Company will place the class ruling on its website (www.mmcccontrarian.com.au) when it is obtained. This general description is only relevant in relation to the Australian taxation position of Shareholders who hold Shares on capital account. This general description does not apply to Shareholders who hold Shares on revenue account or as trading stock.

- (a) Dividend – The capital return should not be treated as a dividend for Australian income tax purposes.
- (b) Capital gains tax (CGT)

Tax resident Shareholders

- (i) *Capital return less than cost base*

Where the capital return is less than the cost base of your Shares for CGT purposes, you will not realise a capital gain from the capital return. The cost base of your Shares will be reduced by the amount of the capital return.

- (ii) *Capital return exceeds cost base*

As the amount of the capital return is \$0.10 per Share, it is unlikely that the amount of the capital return will exceed the cost base of your Shares. Where the capital return is greater than the cost base of your Shares for CGT purposes, you will realise a capital gain. This gain will be to the extent that the capital return exceeds the cost base of your Shares for CGT purposes.

You should obtain your own advice on the amount of any capital gain to be included in your taxable income and the taxation consequences arising from the capital return.

Tax non-resident Shareholders

Non-resident Shareholders will not generally be liable for CGT in respect of the capital return provided that the Shares have not been used in carrying on a business through a permanent establishment in Australia. Non-resident Shareholders should seek their own advice in relation to the taxation consequences arising from the capital return under the laws of their country of residence.

Other material information

There is no other information material to the making of a decision by Shareholders whether or not to vote in favour of the proposed capital return (being information that is known to the Directors which has not previously been disclosed to Shareholders) other than as set out or referred to in these Explanatory Notes.

RESOLUTION 5: APPROVAL OF ISSUE OF SHARES TO RK SYDNEY PTY LTD <ATF RK FAMILY TRUST> UNDER THE EXECUTIVE SHARE PLAN

Resolution 5 seeks Shareholder approval for the issue of 250,000 Shares to RK Sydney Pty Ltd <ATF RK Family Trust>, a related party of Ray Kellerman, a Director, under the Executive Share Plan on the terms set out in these Explanatory Notes.

Listing Rule Requirements

Listing Rule 10.14 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a director of a company or an associate of the director under an employee incentive scheme. Accordingly, the Company is seeking approval for the issue Shares to RK Sydney Pty Ltd <ATF RK Family Trust> under Listing Rule 10.14.

For the purposes of Listing Rule 10.15, the following information is provided to Shareholders:

Maximum number of securities to be issued

The Company is seeking approval for the issue of 250,000 Shares.

Details of securities received by all persons referred to in Listing Rule 10.14 under the Executive Share Plan since the last approval

On 29 January 2007, the Company approved the Executive Share Plan and the issue of Shares to the following persons referred to in Listing Rule 10.14:

Name of Person	Number of Shares
Eric Metanomski	1,500,000 at \$0.95 per share ^{Note 1}
Peter Constable	1,500,000 at \$0.95 per share

Note 1 – Mr Metanomski's shares under the Executive Share Plan have subsequently been cancelled with his resignation on 9 July 2007.

All directors of the Company are entitled to participate in the Executive Share Plan. As at the date of this notice of meeting, the directors of the Company are Kevin Eley, Ray Kellerman, and Peter Constable.

Date of grant of securities

If approved, the Shares will be granted immediately after the Annual General Meeting but in any event no later than one month after the Annual General Meeting.

Consideration and use of funds

The Company will provide a loan to RK Sydney Pty Ltd <ATF RK Family Trust> equal to the value of the Shares to be acquired. Accordingly, no funds will be raised by the issue of the Shares.

Issue Price

The issue price for each Share will be \$1.036.

Vesting Condition

Subject to fulfilment of the "Performance Condition" the Shares will vest on a date between 2 years and 5 years from invitation. The "Performance Condition" requires that Total Shareholder Return for the Company at any point between 2 and 5 years following the invitation date of the Shares exceeds the AOAI at any point during the same period. If the Performance Condition is not satisfied, the relevant Shares will be forfeited on the terms of the Executive Share Plan.

Terms of loan in relation to the Shares issued to RK Sydney Pty Ltd <ATF RK Family Trust>

The Company will provide a loan to RK Sydney Pty Ltd <ATF RK Family Trust> equal to the value of the Shares to be acquired.

Interest is payable on the loan at the lower of the dividends declared on the Shares or an Indicative Lending rate. The rate used is the statutory Fringe Benefits Tax rate which was 7.30% for 2007 financial year.

The term of the loan is 5 years.

The recourse for repayment of the loan will be limited to the Shares. If the Shares do not vest or are otherwise forfeited, the Shares will be sold and the proceeds of sale applied to repayment of the loan with no further demand made on the borrower.

RESOLUTION 6: ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that listed companies include a remuneration report in their Directors' report. The remuneration report is set out on pages 13 to 15 of the Financial Statements. The remuneration report includes information in respect of the Company's remuneration policies in respect of directors and group executives, including the relationship between remuneration policies and the Company's performance, prescribed details of directors and group executives, details of securities included in the remuneration of directors and group executives and details of persons employed under a contract.

The resolution to adopt the remuneration report has been put to the members in accordance with Section 250R(2) of the Corporations Act. Any outcome, with respect to this resolution, is advisory only and does not bind the Directors or the Company.

Glossary

In the Notice of Meeting and these Explanatory Notes, unless the context otherwise requires:

“**Annual General Meeting**” means the general meeting to be held at the Sydney Harbour Marriott Hotel, 30 Pitt Street, Sydney, New South Wales on Thursday 25 October 2007 at 2:00 pm.

“**AOAI**” means the All Ordinaries Accumulation Index.

“**Associate**” has the meaning given to it in section 9 of the Corporations Act.

“**ASX**” means the Australian Stock Exchange Limited.

“**Board**” or “**Board of Directors**” means the board of Directors of the Company.

“**Company**” means MMC Contrarian Limited ACN 106 248 248.

“**Constitution**” means the constitution of the Company.

“**Corporations Act**” means the *Corporations Act 2001* (Cth).

“**Director**” means a director of the Company.

“**Dollar**” or “**\$**” means Australian Currency.

“**Executive Share Plan**” means the executive share plan of the Company dated 5 December 2006 and approved by the members of the Company on 29 January 2007.

“**Explanatory Notes**” means these explanatory notes, which accompany the Notice of Meeting.

“**Financial Statements**” means the financial statements of the Company.

“**Listing Rule**” means the a listing rule of the ASX and any other rule of the 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.

“**Notice of Meeting**” or “**Notice**” means the notice of meeting for the Annual General Meeting which accompanies the Explanatory Notice and any notice of any adjournment of the meeting.

“**Record Date**” means Friday 9 November 2007 at 5:00 pm Australian Eastern Standard Time.

“**Share**” means a fully paid ordinary share in the Company.

“**Shareholder**” means a shareholder of or holder of ordinary securities in, the Company.