# Form 603

Corporations Law
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme Monadelaphous Group Limited

**1. Details of substantial holder(1)**

**Name** Paradice Cooper Investors PtyLtd

**ABN (if applicable)** 090 148 619

**The holder became a substantial holder on** 8 November, 2002

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Persons' votes (5) | Voting power (6) |
|---|---|---|---|
| Ordinary shares | 951,739 | 951,739 | 5.15%* |
| | | | |

*** Based on issued capital of 18,469,860 fully paid ordinary shares**

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|---|---|---|
| Paradice Cooper Investors PtyLtd | Power to (or to control) exercise vote and/or dispose of the securities as discretionary investment managers or advisers of superannuation funds, pooled superannuation trusts, managed investment schemes and investment management agreements. | 951,739 |
| | | |

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|---|---|---|---|
| Retail Employees Superannuation Pty Ltd | CHASE Manhattan Bank | | Ordinary 242,252 |
| HEST Australia Ltd | CHASE Manhattan Bank | | Ordinary 158,396 |
| PIM Nominees Pty Ltd | Permanent Trustee Australia Limited | | Ordinary 204,983 |
| Construction & Building Union Superannuation Fund | National Australia Bank Ltd | | Ordinary 75,222 |

| | | | |
|---|---|---|---|
| Accident Compensation Corporation | ANZ Nominees | | Ordinary 75,222 |
| Brisbane City Council | Commonwealth Custodian Services | | Ordinary 74,539 |
| HOST Plus Super | CHASE Manhattan Bank | | Ordinary 46,587 |
| Superannuation Trust of Australia | National Australia Bank | | Ordinary 74,538 |

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|---|---|---|---|---|
| Paradice Cooper Investors Pty Ltd | | Cash | Non-cash | **Ordinary fully paid shares** |
| | 8/07/02 – 08/11/02 | $2,562,219.61 | | 951,739 |
| | | | | |

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN (if applicable) | Nature of association |
|---|---|
| Not Applicatble | |

**7. Addresses**

The addresses of persons named in this form are as follows:

| Name | Address |
|---|---|
| Retail Employees Superannuation Pty Ltd | C/O Paradice Cooper Investors, 11/131 Macquarie Street, Sydney 2001 |
| HEST Australia Ltd | C/O Paradice Cooper Investors, 11/131 Macquarie Street, Sydney 2001 |
| PIM Nominees Pty Ltd | C/O Paradice Cooper Investors, 11/131 Macquarie Street, Sydney 2001 |
| Construction & Building Union Superannuation Fund | C/O Paradice Cooper Investors, 11/131 Macquarie Street, Sydney 2001 |
| Accident Compensation Corporation | C/O Paradice Cooper Investors, 11/131 Macquarie Street, Sydney 2001 |
| Brisbane City Council | C/O Paradice Cooper Investors, 11/131 Macquarie Street, Sydney 2001 |
| HOST Plus Super | C/O Paradice Cooper Investors, 11/131 Macquarie Street, Sydney 2001 |
| Superannuation Trust of Australia | C/O Paradice Cooper Investors, 11/131 Macquarie Street, Sydney 2001 |

**Signature**

print name Alan Crozier

capacity Portfolio Manager

**sign here**

date 6 December 2002

**DIRECTIONS**

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.

(2) See the definition of 'associate' in section 9 of the *Corporations Law.*

(3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the *Corporations Law.*

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.

(6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(7) Include details of:

(a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of 'relevant agreement' in section 9 of the *Corporations Law.*

(8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.

(9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.