

Appendix 3B
New issue announcement

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Treasury Group Limited

ACN

006 708 792

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | †Class of †securities issued or to be issued | Ordinary shares

Options |
| 2 | Number of †securities issued or to be issued (if known) or maximum number which may be issued | 100,000 ordinary shares

1,250,001 options |

† See chapter 19 for defined terms.

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3 Principal terms of the *securities (eg, if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion)	The ordinary shares are fully paid and have the rights attached to ordinary shares as set out in Treasury Group Limited's constitution. They are also subject to voluntary escrow for 3 years from the date of allotment. Accordingly, they will cease to be subject to voluntary escrow from 15 January 2006. The options entitle the holders to subscribe for 1 ordinary share in Treasury Group Limited for each option at an exercise price of \$5.75. They all expire on 31 March 2008. The vesting date of 416,667 of the options (that is the earliest date that they may be exercised) is the date that the funds under management of Orion Asset Management (Aust) Pty Limited (a company in which Treasury Group Limited has a substantial holding) and its wholly owned subsidiaries has reached at least \$100 million. The vesting date of another 416,667 of the options is the date that Funds Under Management has reached at least \$250 million. The vesting date of the remaining 416,667 of the options is the date that Funds Under Management has reached at least \$500 million. The options may not be transferred until their respective vesting dates. The foregoing is subject to the terms of the options.
4 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	The ordinary shares rank equally in all respects from the date of allotment with the existing class of quoted ordinary shares except that they are subject to voluntary escrow for 3 years from the date of allotment. Ordinary shares are Treasury Group Limited's only class of quoted securities. Accordingly, the options do not rank equally with any class of quoted securities.
5 Issue price or consideration	Nil cash consideration

+ See chapter 19 for defined terms.

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6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	To secure the appointment of 3 senior executives of Orion Asset Management (Aust) Pty Limited (a company in which Treasury Group Limited has a substantial holding).	
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	Immediate	
8	Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	Number 14,701,427	*Class Ordinary shares
9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	Number 8,164,499	*Class Options see annexure A
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Maintain existing dividend policy	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the *securities will be offered	
14	*Class of *securities to which the offer relates	

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15	'Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has *security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	
19	Closing date for receipt of acceptances or renunciations	
20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	
25	If the issue is contingent on 'security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	

¹ See chapter 19 for defined terms.

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28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do 'security holders sell their entitlements <i>in full</i> through a broker?	
31	How do 'security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do 'security holders dispose of their entitlements (except by sale through a broker)?	
33	*Despatch date	

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the 'securities are 'equity securities, the names of the 20 largest holders of the additional 'securities, and the number and percentage of additional 'securities held by those holders

36 ☐ If the 'securities are 'equity securities, a distribution schedule of the additional 'securities setting out the number of holders in the categories

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1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over

37 ☐ A copy of any trust deed for the additional *securities

Entities that have ticked box 34(b)

38 Number of securities for which *quotation is sought

39 Class of 'securities for which quotation is sought

40 Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?

If the additional securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another security, clearly identify that other security)

42	Number and *class of all *securities quoted on ASX (including the securities in clause 38)	
	Number	'Class

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Quotation agreement

- 1 *Quotation of our additional *securities is in ASX's absolute discretion. ASX may quote the 'securities on any conditions it decides.
- 2 We warrant the following to ASX.

- The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those *securities should not be granted 'quotation.
- An offer of the 'securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

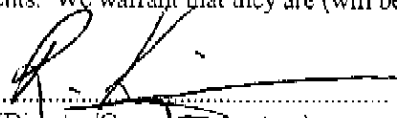
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the *securities to be quoted, it has been provided at the time that we request that the 'securities be quoted.
- If we are a trust, we warrant that no person has the right to return the 'securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.

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- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before 'quotation of the 'securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

 Date: 14/1/03
(Director/Company secretary)

Print name:

Robert Kiap

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Treasury Group Limited
ACN 006 708 792
Annexure A to Appendix 3B

Number	Class		
	Vesting date	Expiry date	Exercise price
257,500	Immediate	30/11/2003	\$0.75
750,000	Immediate	30/11/2005	\$0.75
900,000	Immediate	01/07/2006	\$0.65
300,000	Immediate	01/07/2006	\$0.60
370,000	Immediate	01/07/2006	\$0.65
300,000	01/07/2003	01/07/2006	\$0.75
500,000	01/07/2003	01/07/2006	\$0.65
300,000	01/07/2004	01/07/2006	\$0.90
500,000	01/07/2004	01/07/2006	\$0.65
750,000	Immediate	30/11/2006	\$1.00
87,002	Immediate	01/07/2006	\$0.65
299,999	01/07/2003	01/07/2006	\$0.65
299,997	01/07/2004	01/07/2006	\$0.65
50,000	Immediate	28/02/2007	\$3.00
50,000	30/06/2003	01/07/2007	\$3.25
50,000	30/06/2004	01/07/2007	\$3.50
50,000	30/06/2005	01/07/2007	\$4.00
50,000	20/05/2005	01/07/2006	\$0.65
50,000	01/07/2005	01/07/2006	\$0.65
300,000	29/07/2003	29/07/2007	\$5.00
300,000	29/07/2004	29/07/2007	\$6.00
200,000	29/07/2005	29/07/2007	\$7.00
200,000	29/07/2005	29/07/2007	\$8.00
416,667	Orion FUM reaches \$100 million	31/03/2008	\$5.75
416,667	Orion FUM reaches \$250 million	31/03/2008	\$5.75
416,667	Orion FUM reaches \$500 million	31/03/2008	\$5.75
Total 8,164,499			

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