

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme DKN Financial Group LtdACN/ARSN 008 112 150**1. Details of substantial holder (1)**Name Count Financial Ltd & its related bodies corporate as set out in table 1 of Annexure A (together Count Group)  
ACN/ARSN (if applicable) 001 974 625The holder became a substantial holder on 3/12/10**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	Person's votes (5)	Voting power (6)
<u>Ordinary</u>	<u>7,109,151</u>	<u>7,109,151</u>	<u>5%</u>

**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
<u>See Annexure A, table 2</u>	<u>7,109,151</u>	<u>ordinary shares</u>

**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
<u>See Annexure A, table 3</u>			

**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
		Cash	Non-cash	
<u>See Annexure A, table 4</u>				

**6. Associates**

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

Name and ACN/ARSN (if applicable)	Nature of association
see Annexure A,	tables 1 & 2

**7. Addresses**

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

Name	Address
Count Group	Level 19, 1 Alfred St Sydney NSW 2000

**Signature**

print name	<b>Rachel Griffith</b>	capacity	<b>Company Secretary</b>
sign here		date	4 12 110

**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 Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (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 Act 2001.
- (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.

**DKN Financial Group Ltd – 008 112 150**

THIS IS ANNEXURE A OF 1 PAGE REFERRED TO IN THE ABOVE FORM 603

<b>Print name</b>	<b>Rachel Griffith</b>	<b>Company Secretary</b>
 Sign here		Date

**Table 1**

The following entities are associates of Count Financial Limited and each other by virtue of being related bodies corporate.

finconnect (australia) Pty Limited  
 Compound Investments Limited  
 Count Property Pty Ltd  
 Count Pty Ltd  
 Count Legal Pty Limited  
 Count GPS Pty Ld  
 Countplus Pty Ltd  
 Equity Loan Broking Pty Ltd  
 Equity Structured Products Pty Ltd  
 Count Finance Pty Ltd  
 Count Investments Pty Ltd

**Table 2**

<b>Holder of relevant interest</b>	<b>Nature of relevant interest</b>	<b>Class and number of securities</b>
(a) Each member of the Count Group	Beneficial owner	7,109,151 ordinary shares

**Table 3**

<b>Holder of relevant interest</b>	<b>Registered holder of securities</b>	<b>Person entitled to be registered as holder</b>	<b>Class and number of securities</b>
(a) Each member of the Count Group	Count Investments Pty Ltd	Count Investments Pty Ltd	7,109,151 ordinary shares

**Table 4**

<b>Holder of relevant interest</b>	<b>Date of acquisition</b>	<b>Consideration</b>	<b>Class and number of securities</b>
(a) Each member of the Count Group	14-Dec-09	\$ 366,809.95	541,337 ordinary shares
(a) Each member of the Count Group	17-Dec-09	\$ 15,741.60	22,488 ordinary shares
(a) Each member of the Count Group	21-Dec-09	\$ 56,896.70	81,281 ordinary shares
(a) Each member of the Count Group	04-Jan-10	\$ 3,973.90	5,677 ordinary shares
(a) Each member of the Count Group	05-Jan-10	\$ 2,240.00	3,200 ordinary shares
(a) Each member of the Count Group	07-Jan-10	\$ 129,209.50	184,585 ordinary shares
(a) Each member of the Count Group	25-Jan-10	\$ 2,100,000.00	3,000,000 ordinary shares
(a) Each member of the Count Group	29-Jan-10	\$ 1,589,635.16	2,270,583 ordinary shares
(a) Each member of the Count Group	03-Feb-10	\$ 720,000.00	1,000,000 ordinary shares