

**Form 604****Corporations Act 2001  
Section 671B****Notice of change of interests of substantial holder****To Company Name/Scheme** **Norfolk Group Ltd**ACN/ARSN **125 709 971****1. Details of substantial holder (1)**Name **Monadelphous Group Limited ("MND") and its controlled bodies corporate (as per Annexure A)**ACN/ARSN (if applicable) **008 988 547**

There was a change in the interests of the substantial holder on 09/03/2010

The previous notice was given to the company on 27/02/2009

The previous notice was dated 27/02/2009

**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	16,127,334	12.4%	21,759,072	13.7%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
14/07/2009 & 15/07/2009	MND	Share acquisition	\$342,646.56	587,641	587,641
19/02/2010 – 25/02/2010	MND	Rights purchased and entitlement	\$97,407.45	127,330	127,330
09/03/2010	MND	Shares pursuant to NFK rights issue (incl. additional shares applied for)	\$3,540,072.24	4,916,767	4,916,767

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
MND	Bell Potter Nominees Limited	Bell Potter Nominees Ltd	Beneficial holder	21,759,072	21,759,072

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**6. Addresses**

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

Name	Address
MND & Controlled Entities	1-7 Sleat Road, Applecross WA 6153
Bell Potter Nominees Ltd	Level 29, 101 Collins Street, Melbourne VIC 3000

**Signature**

print name Philip Trueman Capacity Company Secretary

sign here



Date: 12/03/10

**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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

## ANNEXURE 'A'

This is annexure marked 'A' of 1 page referred to in the Notice of Change of Interests of Substantial Holder



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Mr Philip Trueman  
Company Secretary  
12<sup>th</sup> March 2010

### CONTROLLED ENTITIES

ACN	ENTITY NAME
008 861 836	Monadelphous Engineering Associates Pty Ltd
010 305 923	Monadelphous Engineering Pty Ltd
009 074 248	Skystar Airport Services Pty Ltd
008 840 499	Monadelphous Properties Pty Ltd
089 259 754	Monadelphous Workforce Pty Ltd
009 208 431	Genco Pty Ltd
108 911 959	MBF Workforce Pty Ltd
092 951 043	MI & E Holdings Pty Ltd
N/A	Monadelphous PNG Ltd
116 520 908	Skystar Airport Services Holdings Pty Ltd
N/A	Skystar Airport Services NZ Pty Ltd
064 855 876	Ellavale Engineering Pty Ltd
N/A	Moway International Limited
128 995 764	SinoStruct Pty Ltd
N/A	Moway AustAsia Steel Structures Trading (Beijing) Company Limited