

Freehills

Fax

Form 604: Notice of change of interests of substantial holder

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Pages	4 incl	

To	Company Announcements Office ASX	Company Secretary Norfolk Group Limited
Fax	1300 135 638	Fax 9933 1010

Please find attached a Form 604 in relation to Norfolk Group Limited (NFK). The form reflects the acquisition of shares in NFK by MCIF Nominee Limited pursuant to the exercise of the put option by Grandlodge Pty Limited under the Put & Call Option Deed, a copy of which was attached to the Form 604 that was lodged on behalf of the Maui Group on 9 June 2009. The attached form also reflects some additional acquisitions in the period from 17 June to 7 July.

If you are not the intended recipient:

- please phone the sender immediately (reverse charges)
- you must not disclose or use the information

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Norfolk Group Limited

ACN/ARSN 125 709 971

1. Details of substantial holder (1)

Name Each of the entities listed in Annexure A (the Maui Group)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

7 / 7 / 2009

The previous notice was given to the company on

9 / 6 / 2009

The previous notice was dated

9 / 6 / 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	22,157,131	17.04%	22,898,024	17.61%

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
17 / 6 / 09 through 7/7/09	Maui Group	Share acquisition	\$404,956	740,893 Ordinary	740,893
7 / 7 / 2009	Maui Group	Exercise of put option pursuant to the Put & Call Option Deed (see Form 604 lodged on 9/6/09)	Pursuant to the Put and Call Option Deed (see Form 604 lodged on 9/6/09)	12,092,361 ordinary shares	12,092,361

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
Maui Group	MCIF Nominee Limited (MCIF)	MCIF	Relevant interest under section 608(1) and section 608(3) of the Corporations Act, being a relevant interest in shares held by MCIF as bare trustee.	22,898,024 ordinary shares	22,898,024

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
Maui Group	Members of Maui Group are associates of each other

6. Addresses

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

Name	Address
Maui Group	c/- Chapman Tripp, Level 35, 23-29 Albert Street, Auckland

Signature

print name John Sandford

capacity Director of MCIF
Nominee Limited

sign here

date

8/7/09

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 on 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 to Form 604

This is Annexure A of 1 page referred to in Form 604 signed by me and dated 8 July 2009.

Signature: _____

Print name: _____

Capacity: Director of MCIF Nominee Limited

Entity	Nature of interest
MCIF Nominee Limited, a company incorporated in New Zealand	Holder of shares
MCIF No. 1 Limited, a company incorporated in New Zealand	Beneficial holder of 40.58% of the ordinary shares held by MCIF
Maui Capital Indigo Limited Partnership, a limited partnership registered in New Zealand under the Limited Partnership Act 2008 (NZ)	Beneficial holder of 59.42% of the ordinary shares held by MCIF
Maui Capital Indigo General Partner Limited, a company incorporated in New Zealand	General partner of Maui Capital Indigo Limited Partnership, having a relevant interest in the shares by virtue of its control over voting and disposal of those shares
Maui Capital Limited, a company incorporated in New Zealand	Parent entity of Maui Capital Indigo General Partner Limited
PCKC Limited, a company incorporated in New Zealand	Shareholder of Maui Capital Limited, owned by the PCKC Trust a trust associated with P Chrystall
BOKK Holdings Limited, a company incorporated in New Zealand	Shareholder of Maui Capital Limited, owned by the BOKK Trust a trust associated with B Lawgun