



28 October 2010

Dear Shareholder

I am pleased to invite you to the 2010 Annual General Meeting (AGM) of Over Fifty Group Limited (OFG) to be held at 11.00 am on Friday 26 November 2010 at:

**Oaks on Collins  
Level 1, 480 Collins Street  
Melbourne, VIC 3000 (opposite the Rialto Building)**

Registration will commence at 10.00 am. To assist with registration formalities, please bring the enclosed proxy form with you to the AGM. Light refreshments will be served following the meeting.

In addition, the Annual General Meeting will be broadcast by video-link to the Sydney offices of the Over Fifty Group at:

**Level 23, 111 Pacific Highway  
North Sydney NSW 2060**

Shareholders attending the Sydney office will not be able to direct questions or vote from the floor at the meeting. It is important that you exercise your right to vote and you are welcome to do so using the normal proxy form enclosed.

The following documents are enclosed with this letter:

- Notice of Meeting;
- Explanatory Memorandum;
- Member's Questions and Comments form;
- Appointment of Proxy form; and
- Copy of the 2010 Annual Report (if requested)

The "stand alone corporate performance" section on page 10 of the report is most useful in that it breaks out the financial performance of Over Fifty Group Limited as a stand-alone corporation. Accounting standards require the statutory accounts to consolidate the OFG corporate financial results with the Friendly Society financial results, this produces unnecessary confusion and we have provided this excerpt to enable shareholders to easily ascertain our corporate financial results.

Please note that the Annual Report is posted on the company website [www.overfifty.com.au](http://www.overfifty.com.au) under "Company Reports". If you wish to register to receive a hard copy of the annual report please contact the share registry on 1800 11 29 29 and they will arrange to send the report to you as well as future reports.

I encourage you to review the Explanatory Memorandum and to vote at the meeting. If you have questions you would like directed to either the Auditor or myself at the AGM, you are welcome to send your questions on the enclosed form.

### **Voting by Proxy**

If you are unable to attend in person, you may nominate a proxy to vote on your behalf at the meeting by completing the Appointment of Proxy form and returning it in the enclosed reply paid envelope. You may also send the proxy form by fax to 1800 783 447 or (03) 9473 2555 or online by visiting [www.investorvote.com.au](http://www.investorvote.com.au). The form must reach our share registry, by 11.00 am on Wednesday 24 November 2010.

If you wish, you may nominate the Chairman of the meeting to be your proxy. You may indicate whether you require your proxy to vote for or against or to abstain from voting in relation to each resolution, or you may leave that decision to your proxy after considering discussion at the meeting.

If you appoint the Chairman of the meeting as your proxy, and do not instruct the Chairman how to vote, the Chairman will vote in favour of each of the resolutions.

I thank you for your support of Over Fifty Group and look forward to seeing as many of you as possible at the meeting.

Yours sincerely



**Roger Dobson**  
**Chairman**

encl

# STAND ALONE CORPORATE PERFORMANCE

## Excerpt from Over Fifty Group Limited 2010 Annual Report

In accordance with current Australian accounting standards, the audited financial results, including Income Statement, Balance Sheet and Cash Flow Statement, of the Over Fifty Friendly Society benefit funds are included in the consolidated results of the corporate entities of the Over Fifty Group Limited. The following table provides an analysis of the Consolidated OFG Profit and Loss attributable to shareholders, with the results of the benefit funds stripped out.

The table demonstrates the strength of the group's underlying earnings before tax during the last two financial periods as well as the strong turnaround in results from the property funds management business unit, after incurring its first ever operating loss last year. This turnaround in a challenging property environment is a very encouraging result and was the major contributor to the growth in pre-tax earnings of 27% for the year over 2009.

Shareholders can receive a more detailed results presentation by calling the OFG Call Centre on 1300 50 50 50 or visiting the company website [www.overfifty.com.au](http://www.overfifty.com.au).

<b>Stand Alone Corporate Performance</b> <i>(Excluding Friendly Society Benefit Funds)</i>	<b>2010</b> <b>\$000's</b>	<b>2009</b> <b>\$000's</b>	<b>% Change</b>
<b>Normalised by major division</b>			
Friendly Society	8,925	10,324	
Property Funds Management	5,378	(271)	
Reverse Mortgages	3,130	3,673	
Insurance Agency	1,011	470	
Corporate	(5,150)	(5,265)	
Other divisions	(1,049)	1,580	
<b>Underlying Earnings before Interest &amp; Tax</b>	<b>12,245</b>	<b>10,511</b>	<b>16.5%</b>
Finance costs Corporate Debt	(1,054)	(1,671)	
<b>Underlying Earnings before Tax</b>	<b>11,191</b>	<b>8,840</b>	<b>26.6%</b>
Tax (expense) / benefit on one-off adjustments	(932)	(28,632)	
Tax (expense) / benefit reported	(3,941)	6,938	
<b>Net Profit Before Tax</b>	<b>6,318</b>	<b>(12,854)</b>	<b>49.2%</b>

Key points from the above table are:

- The four core business units contributed \$18.4m in pre-tax underlying earning, compared to \$14.2m in 2009; representing a 30% increase
- The disciplined focus on cash flow management and reducing corporate debt has resulted in a reduction of \$617k in Finance Cost on corporate debt
- The 'one-off significant and non cash expense' items have reduced markedly from \$28.6m in 2009 to \$0.9m in 2010, demonstrating a cleaner and less volatile balance sheet going forward
- The reported net profit of \$6.3m is in line with market guidance, announced in December 2009
- Significant work has been performed on the group's variable cost structure and the full impact is evident in the current financial year (2010). These cost savings include consultants, marketing, outsourced services, personnel and staff remuneration reductions and freezing of remuneration until 30 June 2010. The table on the next page depicts the full extent of this initiative and the cost reduction of 35% across the various expense lines.

<b>Reduction of Corporate Expenses</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>	<b>2008-2009 % Change</b>
<i>Year ended 30 June (in \$'000)</i>				
Staffing	6,589	6,888	8,862	(25.7)
Finance Expense (excl Reverse Mortgages, NLT & Chisholm)	1,177	1,684	1,525	(22.9)
Outsourcing Fees	2,218	2,396	3,120	(28.9)
Consulting and Professional	2,152	2,579	4,259	(49.5)
Corporate Operating Expenses	577	923	979	(41.1)
Marketing, Sales and Advertising	768	1,141	1,935	(60.3)
Information Systems Expenses	448	480	585	(23.5)
Rental Expense – operating leases	369	534	603	(38.8)
Other	892	1,065	1,588	(43.8)
<b>Total</b>	<b>15,190</b>	<b>17,690</b>	<b>23,456</b>	<b>(35.2)</b>

## Funds under Management

Funds under management for the group reduced from \$1.874 billion to \$1.672 billion during the period as a result of:

- Property disposal accounted for \$105m of the FUM reduction with a further \$41m in devaluations. These two reductions were offset with purchases of \$18m thereby netting off the property FUM reductions at \$128m. It is important to note that the overwhelming majority of the property sales generated strong capital gains to unit holders and in two cases, doubled the unit holders' initial investment.
- The Reverse Mortgages under management reduced by \$10m or 4.6% for the year.
- The Friendly Society had the smallest reduction in FUM proportionately with a 3.6% decrease in policyholders' funds under management. Management has spent considerable time and effort in managing the fixed interest investments of these various funds as well as providing regular policyholder forums in an effort to provide ongoing updates regarding their investments. The focus on communicating with policyholders has had a positive impact in respect to slowing redemptions, which coupled with some modest asset value recoveries, has resulted in a minor FUM reduction of just under 4%.

## Forward looking

As was mentioned in last year's report "there are some very encouraging signs emerging across all divisions" as a result of the "hard work performed by the OFG executive team over the past 12 months." This has been demonstrated by the strong result for the current year, and thus returning the company to paying dividends.

For the coming year, with a strengthened balance sheet, improving Net Tangible Assets, favourable terms of refinance with headroom capacity, the Property Funds Management division acquiring property and stability in the recurring income streams generating regular profits, management is buoyed on to continue achieving its growth strategy. Whilst the results of 2010 are encouraging, the opportunities that the market currently presents complimented with the company's financial stability, should enable OFG to take full advantage of these unique conditions.

# OVER FIFTY GROUP LIMITED

ACN 095 454 336

("Company")

## NOTICE OF 2010 ANNUAL GENERAL MEETING

Notice is given that the 2010 Annual General Meeting of the Company will be held at Oaks on Collins, Level 1, 480 Collins Street, Melbourne, Victoria on Friday 26 November 2010 at 11:00am (AEDT). For further information please refer to the Explanatory Notes which accompany this Notice of Meeting.

## AGENDA

### Item 1: Annual Financial Statement and Reports

To receive and consider the Annual Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2010.

### Item 2: Approval of the Remuneration Report (non-binding resolution)

To consider and, if thought fit, to pass the following as an ordinary resolution:

***"That the Remuneration Report set out in the Company's Annual Report (as part of the Directors' Report) for the financial year ended 30 June 2010 be adopted."***

(Note: In accordance with Section 250R of the Corporations Act 2001 (Cth), the vote on this Resolution is advisory only and does not bind the Directors or the Company).

### Item 3: Re-election of Mr Roger Dobson as a Director of the Company

To consider and, if thought fit, to pass the following as an ordinary resolution:

***"That Mr Roger Dobson be re-elected as a Director of the Company."***

### Item 4: Change of Company Name

To consider and, if thought fit, pass the following resolution as a special resolution:

***"That the name of the Company be changed from Over Fifty Group Limited to Centuria Capital Limited."***

### Item 5: Appointment of KPMG as Auditor

To consider and, if thought fit, to pass the following as an ordinary resolution:

***"That KPMG be appointed as Auditor of the Company."***

## Item 6: Approval of Securities Issue

To consider, and if thought fit, to pass the following as an ordinary resolution:

***“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue on 23 December 2009 of the following equity securities by the Company be approved, (as more fully described in the Explanatory Notes which accompany this Notice of Meeting), :***

- a) a total of 9,044,829 fully paid ordinary securities;***
- b) the issue price was A\$0.72 per share;***
- c) the securities issued were fully paid ordinary shares ranking equally in all respects with the ordinary shares in the Company then on issue;***
- d) the shares were allotted on the basis of the allottees being either institutional or sophisticated or professional investors;***
- e) The funds raised were used to reduce existing debt, to strengthen the Company’s balance sheet and to provide working capital for future organic and acquisition growth opportunities.”***

### **Voting exclusion for Item 6**

Except as permitted by the ASX waiver referred to below, the Company will disregard any votes cast on the proposed resolution set out in Item 6 by any person who participated in the issue of shares referred to in Item 6 and any associate of any such person, unless:

- the vote is cast as proxy for a person who is entitled to vote, in accordance with directions on the proxy form specifying how the proxy is to vote; or
- the vote is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The ASX has granted the Company a waiver from ASX Listing Rule 14.11 to the extent necessary to permit the Company not to comply with the voting exclusion statement in the notice of meeting relating to the ratification of the issue of 9,044,829 fully paid ordinary shares by the Company to various institutional investors via a bookbuild process at an issue price of \$0.72 per share (the “Placement”) on 23 December 2009 (the “Resolution”), to the extent necessary to permit votes cast on the Resolution, by persons who were issued securities under the Placement and who are acting solely in a fiduciary, nominee or custodial capacity (the “Nominees”) on behalf of beneficiaries who did not participate in the Placement (the “Beneficiaries”).

The waiver is subject to the following conditions:

- the Beneficiaries provide written confirmation to the Nominees that they did not participate in the Placement, nor are they an associate of a person who participated in the Placement.
- the Beneficiaries direct the Nominees to vote for or against the Resolution.
- the Nominees do not exercise discretion in casting a vote on behalf of the Beneficiaries.

**By order of the Board**



**Terry Reid  
Company Secretary  
28 October 2010**

## NOTES:

### 1 Voting Entitlements

Persons holding shares in the Company at 7:00 pm (AEDT) on 24 November 2010 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be the shareholders of the Company.

### 2 How to vote

Shareholders may vote by attending the meeting in person, by proxy or by authorised representative.

### 3 Proxies and Authorised Representatives

A shareholder who is entitled to attend and vote at the Annual General Meeting may appoint no more than two proxies to attend and vote on behalf of the shareholder. Where two proxies are appointed, each proxy must be appointed to represent a specified number of votes or proportion of the shareholder's voting rights. If no number or proportion is specified, each proxy may exercise half of the votes.

Corporate shareholders must provide the Company with satisfactory evidence of the appointment of any Corporate representative who will represent the shareholder at the Annual General Meeting, prior to the commencement of the Annual General Meeting.

A proxy need not be a shareholder of the Company. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001 (Cth); and
- provides the Company with satisfactory evidence of the appointment of its corporate representative prior to commencement of the Annual General Meeting.

A proxy form and a reply paid envelope are enclosed with this Notice of Annual General Meeting. If you wish to appoint two proxies, please obtain an additional form from the Company's Share Registry

or make a photocopy of the enclosed proxy form. To be effective, a duly completed proxy form and the power of attorney (if any) under which the proxy form is signed or a certified copy of the relevant authority must be received at the Company's Share Registry or at the Company's registered office at least 48 hours before the start of the Annual General Meeting (being no later than 11.00 am (AEDT) on Wednesday 24 November 2010).

Proxies may be returned as follows:

#### **By mail or in person to:**

Computershare Investor Services Pty Limited:

#### *By mail:*

GPO Box 242, Melbourne Victoria 3001  
(a reply paid envelope is enclosed)

#### *In person:*

Yarra Falls, 452 Johnston Street,  
Abbotsford Victoria 3067

#### **By Facsimile to:**

1800 783 447 (within Australia)  
(+61 3) 9473 2555 (outside Australia)

#### **Online at:**

[www.investorvote.com.au](http://www.investorvote.com.au)

To use this facility please follow the instructions on your enclosed Proxy form

#### **Online for Intermediary Online Users only at:**

[www.intermediaryonline.com](http://www.intermediaryonline.com)

## EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide shareholders with sufficient information to assess the merits of the resolutions and the business to be conducted at the Company's Annual General Meeting. You should read the Explanatory Notes in full before making any decisions in relation to the resolutions.

### **Item 1: Financial Statement and Reports**

The Corporations Act 2001 (Cth) requires the Financial Report (which includes the Director's Declaration), Directors' Report and Auditors' Report ("Reports") to be received and considered at the Annual General Meeting.

Neither the Corporations Act 2001 (Cth) nor the Company's constitution requires shareholders to vote on such Reports. Shareholders will, however, be given a reasonable opportunity to raise questions on the Reports at the Meeting. A reasonable opportunity will also be given to shareholders as a whole to ask the auditor questions relevant to the conduct of the audit and the preparation and contents of the Auditors' Report.

The 2010 Annual Report is available for shareholders to access and download from the Company's website at [www.overfifty.com.au](http://www.overfifty.com.au). If you would like to receive a hard copy of the Annual Report, please contact the Share Registry on 1800 112 929. Shareholders who have specifically requested a hard copy of the Annual Report will receive it by mail.

### **Item 2: Approval of Remuneration Report (non-binding resolution)**

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report containing prescribed information regarding remuneration is set out in the 2010 Annual Report and is also available from the Company's website ([www.overfifty.com.au](http://www.overfifty.com.au)).

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to the Directors and each of the five company executives who received the highest remuneration for the financial year ended 30 June 2010 and discusses the relationship between the policies and the Company's performance.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting.

The shareholder vote is advisory only and does not bind the Directors or the Company. Nevertheless, the Board will take into account the outcome of the vote when considering the future remuneration arrangements of the Company.

#### ***Recommendation***

The Directors do not consider it appropriate to give a recommendation on this proposed resolution as it relates to their remuneration.



### **Item 3: Re-election of Mr Roger Dobson as a Director of the Company**

In accordance with the terms of the Company's constitution, Roger Dobson retires by rotation at the close of the Annual General Meeting and being eligible, offers himself for re-election as a Director. Roger's personal details are as below:

Roger joined the Board of Over Fifty Group in November 2007 as a non-executive director. He is Chairman of the Over Fifty Group Board and Chairman of the Nomination and Remuneration Committee. He is also a member of the Audit, Risk Management and Compliance Committee. He is a partner of legal firm Henry Davis York (since 1990), and is currently chairman of the board of management of Henry Davis York. He is one of Australia's leading banking and finance lawyers and acts primarily for the major Australian banks and other financial institutions.

Roger's main areas of practice currently include corporate transactions and debt restructuring. In his practice, Roger has been involved in many large corporate transactions and has advised directors of public companies on a variety of issues, including corporate governance, capital raisings, takeovers and other significant transactions.

Prior to joining Henry Davis York in 1989, Roger Dobson was an Associate with Sullivan & Cromwell, a New York based law firm, practising corporate law and finance. Roger has also worked as Associate to a former Chief Justice of South Australia and lectures part-time on the Master of Laws programme at Sydney University.

Roger holds a Bachelor of Laws (Hons) from the University of Adelaide and a Master of Laws from Columbia University (New York). He brings to the board of directors of the Company his extensive legal knowledge of the banking, property funds management and financial services industries, as well as corporate governance and regulatory issues.

#### ***Recommendation***

The Board of the Company (with Roger Dobson abstaining) recommends that shareholders vote in favour of the re-election of Roger Dobson.

### **Item 4: Change of Company name**

#### **Why do we need to change the name 'Over Fifty Group?'**

Our core business proposition is to find value for our range of stakeholders – from shareholders and investors to policyholders. We have recently undertaken a strategic review of our businesses to look for growth opportunities for the future.

One issue that is clear is that the name 'Over Fifty Group' no longer works for our business. In fact our Friendly Society bonds have been marketed under the brand "Flexible Bonds" since 2007, not the Over Fifty Group brand. The board and management considers the 'Over Fifty Group' name is narrowly focused on a specific demographic and doesn't communicate accurately the range of activities across the businesses in the group.

Whilst we have no intention of de-coupling with the over-fifty community, recent research with investors, shareholders, analysts and management regarding our name suggests that:

- It is misleading as it suggests we are exclusively in the business of providing products and services for people aged over fifty. In fact our investment bonds have always been available to investors of all ages;
- It is confusing to investors and analysts, who are distracted by what they think the name says about us and they are less inclined to give us the attention we believe that our company's activities warrant;
- Inhibits our marketing efforts – we want our group to bring additional value to all of our product and services but Over Fifty simply sends the wrong message to some of our target audiences (e.g. young parents – potential buyers of our traditional Friendly Society bonds and our new Sprout education bond).

The result being our current naming structure has too many names/brands and does not unify all the activities into cohesive name which represents all of our activities.

### **The strategy**

Strategically, we need one name that respects our heritage and reflects all that we do:

- We want our name and brand identity to work hard for us, so that we are well understood by all our stakeholders and easy to understand for existing and potential investors. Our current 'house of brands' structure, with many parts of the business using different names and brand identities, doesn't do this.
- Our existing brand does not position the group as a coherent specialist funds management business with strong interests in property (Century and Eclipse) and financial services (Over Fifty Mutual Friendly Society, Over Fifty Insurance, Flexible Investment Bonds, Sprout).
- We believe that the group should have one name that embraces most of what we do and presents us to investors and shareholders as a dynamic funds management specialist.

### **Our criteria for a new name**

It should be easy to pronounce and has to work with the numerous activities that form part of our business. It should say what we do and position us as a specialist fund management business. It should, if possible, be an evolution of one of our names and be able to demonstrate a connection to our heritage. And it should help us to stand out from our peers and competitors.

### **“Centuria Capital Limited” – our proposed new name**

- We are recommending that the Company adopt the name “**Centuria Capital Limited**”.
- It's an obvious evolution of Century and it is more distinct. This name is legally available and can be registered in all of the business areas.
- It will make us stand out from the numerous other “Centurys” in the Australian market.
- Its meaning is positive – a “centuria” in Roman times was either a powerful fighting force of 100 men or a unit of land. “Capital” positions us firmly in the minds of investors and the media as a specialist financial services business.

### ***Recommendation***

The Board of the Company unanimously recommends that you vote in favour of this resolution. As a special resolution, to be passed 75% of the votes cast on the resolutions must be in favour of it.

### **Item 5: Appointment of KPMG as Auditor**

Deloitte Touche Tohmatsu, the Company's current auditor will resign their appointment effective from the date of the completion of this Annual General Meeting. The Directors have accepted the resignation of Deloitte Touche Tohmatsu as auditor of the Company and ASIC has approved their resignation.

Following a tender for the audit work of the Company, the Directors agree that KPMG, offer the best proposal to audit the Company and therefore shareholder approval is sought to appoint KPMG as auditor of the Company. The nomination to the appointment of KPMG as auditor of the Company has been properly received and a copy is provided to shareholders at the end of this Notice. KPMG has consented to act as auditor of the Company. If approval is received, KPMG's appointment as auditor to the Company shall commence from the date of the Annual General Meeting, 26 November 2010.

### ***Recommendation***

The Board of the Company unanimously recommends that you vote in favour of this resolution.

## **Item 6: Approval of Issue of Equity Securities**

### **Background**

ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval, unless an exception applies. Generally, a company may not, without shareholder approval, issue (in any 12 month period) more than 15 per cent of the number of shares on issue 12 months before the date of the issue.

ASX Listing Rule 7.4 provides that an issue by a company of shares made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if the issue did not breach ASX Listing Rule 7.1 when made and the company's shareholders subsequently approve it.

Such approval by shareholders "refreshes" a company's ability to make strategic placements or other share issues over the next 12 months within the restrictions otherwise imposed by the ASX Listing Rules.

Accordingly, the board has decided to seek shareholder approval under ASX Listing Rule 7.4 for the Company's A\$6.5 million oversubscribed institutional placement, announced in December 2009. The number of fully paid ordinary shares issued under the placement was within the 15 per cent limit imposed by ASX Listing Rule 7.1, however without the proposed Listing Rule 7.4 approval by shareholders pursuant to the Notice of Meeting, further issues within the 12 month period may require shareholder approval.

### **Why are we seeking shareholder approval?**

The Company's capital base is essential to its ability to manage its business. The Company funds itself from various sources, including retained earnings, bank borrowings and equity capital. The Company raised equity capital during the past 12 months by way of the A\$6.5 million placement and the related Share Purchase Plan which raised a further A\$4.28m. The Placement was an offer to institutions and sophisticated and professional investors (persons to whom offers of securities can be made without requiring disclosure of the purpose of Chapter 6D of Corporations Act 2001). The Share Purchase Plan allowed ordinary shareholders the opportunity to apply for up to A\$15,000 worth of the Company's ordinary shares without brokerage or other transaction costs.

The equity capital raisings have given the Company maximum flexibility in achieving a strong capital position from which to reduce existing debt, to strengthen the Company's balance sheet and to provide working capital for future organic and acquisition growth opportunities. It is important to retain that flexibility by giving the Company the ability to carry out further equity raisings, if deemed necessary, without the need to first convene a special meeting to obtain shareholder approval.

No decision has been made by the board to undertake any further issue of equity securities in the event that approval is received from shareholders in respect of Item 6. The board will only decide to issue further equity securities if it considers it is in the best interests of the Company to do so. This may depend, among other things, on the Company's capital position, conditions in domestic and international capital markets and changes in the prudential regulation of the Company.

Notwithstanding an approval by shareholders of the proposed resolution relating to this item of business, any future equity raisings would remain subject to the 15 per cent limit set out in ASX Listing Rule 7.1. The effect of the approval would be that the Securities will not reduce the number of shares that can be issued without shareholder approval and will be included in determining the base number of shares from which the 15 per cent calculation is made.

### **Details on the Placement for which approval is being sought**

The Placement resulted in the issue of 9,044,829 fully paid ordinary shares (Securities) at a price of A\$0.72 per share. The Securities represented approximately 14.9 per cent of the Company's

total issued ordinary share capital on issue at 22 December 2009. The Securities were issued on 23 December 2009.

The following information is provided in connection with the approval being sought from shareholders under Item 6 for the issue of the Securities.

- The Company confirms that the issue of the Securities at the relevant time did not breach ASX Listing Rule 7.1.
- All of the Securities issued were fully paid ordinary shares, ranking equally in all respects with the ordinary shares then on issue.
- The Securities were issued on 23 December 2009 at an issue price of \$0.72 per share

### **Recommendation**

The board considers that the approval of the issue of the Securities described above is beneficial for the Company as it provides it with the flexibility to issue up to the maximum number of shares permitted under ASX Listing Rule 7.1 in the next 12 months (without further shareholder approval), should it be required. Accordingly, the directors unanimously recommend that shareholders vote in favour of Item 6.

### **Nomination of Auditor**

Terry Reid  
Level 30, 367 Collins Street  
MELBOURNE VIC 3000

The Chairman  
Over Fifty Group Limited  
Level 30, 367 Collins Street  
MELBOURNE VIC 3000

Dear Mr Dobson

I, Terry Reid, being a member of Over Fifty Group Limited hereby nominate KPMG of 10 Shelley Street, SYDNEY NSW 2000 for appointment as auditor of the company, and its controlled entities at the annual general meeting convened for 26 November 2010. The office of auditor will then become vacant by virtue of the resignation of Outgoing Auditor.

Please distribute copies of this notice as required by section 328B(3) of the Corporations Act 2001.

Yours faithfully



Terry Reid

000001 000 OFG  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Lodge your vote:**



**Online:**  
www.investorvote.com.au



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1800 112 929  
(outside Australia) +61 3 9415 4367

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: 1999999999**

**PIN: 99999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 11.00am (AEDT) Wednesday, 24 November 2010**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Over Fifty Group Limited hereby appoint

the Chairman of the meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Over Fifty Group Limited to be held at **Oaks on Collins, Level 1, 480 Collins Street, Melbourne, Victoria on Friday 26 November 2010 at 11:00am (AEDT)** and at any adjournment of that meeting.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2 Approval of the Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr Roger Dobson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Appointment of KPMG as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Approval of Securities Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_

