
ANNEXURE 3

FERRIER HODGSON SCALE OF RATES

**PASMINCO LIMITED
(ADMINISTRATORS APPOINTED)
ACN 004 368 674
AND ITS WHOLLY OWNED AUSTRALIAN SUBSIDIARIES**

FERRIER HODGSON SCALE OF RATES

Classification	Hourly Rate \$
Partner	450
Director	350
Manager 1	300
Manager 2	250
Supervisor/HRM	200
Senior 1	170
Senior 2	150
Intermediate 1	120
Intermediate 2	110
Secretary/WPO	105
CP Operator	100
Clerk	80
Typist	80
Junior	50

ANNEXURE 4

MEETING FORMS

**PASMINCO LIMITED
(ADMINISTRATORS APPOINTED)
A C N 004 368 674
AND ITS WHOLLY OWNED SUBSIDIARY COMPANIES
("THE COMPANIES" OR "PASMINCO")**

INSTRUCTIONS FOR COMPLETING PROXY FORMS

- **If you completed a proxy form for the meeting held on 15 July 2002 or 16 August 2002, you do not need to complete a new proxy form, subject to the comments below.**
- **Complete either Side A or Side B of the Proxy Form only. Do not complete both sides (refer below for further explanation).**

General Instructions

- Proxy Forms must be completed by:
 - All corporate creditors who wish to be represented at the meeting. Eg. if XYZ Pty Ltd is a creditor, it will need to appoint a person to act as its proxy.
 - Individuals who are creditors (eg. employees) who are not attending the meeting to vote personally.
- Each creditor must fill out the information at the top of the Proxy Form.
- If the creditor wishes to direct the person appointed as their proxy as to how they wish to vote (a special proxy), the appropriate box next to the resolutions should be ticked in accordance with that direction. You must tick one box per resolution only ie. For or Against or Abstain.
- If the creditor wishes to allow the proxy appointed to vote as the proxy determines (a general proxy), they should not tick any of the boxes.
- Creditors must also include the amount owing to them and sign the Proxy Form in the spaces provided.

Use of Previous General and Special Proxy Forms

- General Proxy Forms completed for the adjourned meetings of creditors held on 15 July 2002 or 16 August 2002 will be valid to be used at the meetings to be held on 30 August 2002 with respect to all resolutions to be voted on.
- Special Proxy Forms completed for the adjourned meetings of creditors held on 15 July 2002 or 16 August 2002 will be valid to be used at the meetings on 30 August 2002 to the extent those resolutions are relevant for the meetings on 30 August 2002. In this regard, the resolution to consider the Deeds of Company Arrangement have been included in earlier proxy forms. Resolution 3 with respect to the Administrators' further remuneration, however, is a new resolution required given the adjournment of the previous meetings.
- If creditors wish to either change their directions on existing resolutions or vote on the new resolution, they should complete a new proxy form for the meetings on 30 August 2002.
- If a creditor completes a new proxy form in a different manner to the first proxy form, we will use the new proxy form as a replacement to the first proxy form.

Completion of Side A or Side B

- The comments below are to be read in conjunction with section 5.5.3 of the report.
- As a result of the existence of the Deed of Cross Guarantee (“Cross Deed”) and the position of the Savage companies, for voting purposes, creditors of one Cross Deed company or the Savage companies are creditors of all Cross Deed Companies and the Savage companies.
- Accordingly, creditors are able to vote on resolutions for all fifteen companies.
- **If a creditor wishes to vote in the same manner for all fifteen companies, they should complete Side A only.** Eg. if a creditor is in favour of the Deeds of Company Arrangement, they can tick the “For” box on Side A and this will be recorded as a vote “For” the Deeds for all fifteen Cross Deed companies.
- **If a creditor wishes to vote differently on the one resolution for different companies, they should complete Side B only.** Eg. if a creditor wishes to vote against the Deed for Pasminco Limited but in favour of the Deeds of all other Cross Deed companies, they should tick the “Against” box under PL and tick the relevant “For” boxes for all other companies listed.
- Side B of the Proxy Form has been provided to allow creditors to vote differently for the one resolution in different companies. **We do not know of any reason why creditors may wish to vote differently for the one resolution for different companies and suggest that only Side A be completed.**
- If a creditor claims to be a creditor of any of the seven non Cross Deed companies, they should complete Side A only.
- **Should you have any queries in relation to the completion of any forms, please contact Ms Christine Bertolotti (telephone (03) 9604 5121) or Mr Tim Cipolloni (telephone (03) 9604 5125) of this office.**

DO NOT COMPLETE BOTH SIDE A AND SIDE B OF THE PROXY FORM.
THIS MAY INVALIDATE THE FORM.

List of Abbreviations of Company Names on Side B of the Proxy Form

PIH	Pasminco Investments Holdings Pty Ltd
PCML	Pasminco Century Mine Limited
PCCS	Pasminco Cockle Creek Smelter Pty Ltd
PM	Pasminco Metals Pty Ltd
PFL	Pasminco Finance Limited
PAL	Pasminco Australia Limited
PPPS	Pasminco Port Pirie Smelter Pty Ltd
TEBRC	The Emu Bay Railway Company Limited
PInv	Pasminco Investments Pty Ltd
PBHM	Pasminco Broken Hill Mine Pty Ltd
SRL	Savage Resources Limited
RH	Ramala Holdings Pty Ltd
SEHM	Savage EHM Pty Ltd
SEHMF	Savage EHM Finance Pty Ltd
PL	Pasminco Limited

SIDE A

FORM 532

**CORPORATIONS ACT 2001
APPOINTMENT OF PROXY**

Form 3

**PASMINCO LIMITED
(ADMINISTRATORS APPOINTED)
ACN 004 368 674**

AND ITS WHOLLY OWNED AUSTRALIAN SUBSIDIARIES ("THE COMPANIES")

*I/*We(creditor name)
of(creditor address)
a primary creditor of.....(Pasminco company name)
appoint(proxy appointed)
or in their absence(proxy alternate)
as *my/our *(i) general OR *(ii) special proxy to vote at the meeting of creditors to be held on 30 August 2002, or at any adjournment of that meeting, to vote
(i) on all matters arising at the meeting; OR
(ii) on each of the following kinds of resolution in the manner specified:

COMPLETE BELOW IF YOU WISH TO VOTE IN THE SAME MANNER FOR ALL COMPANIES OF WHICH YOU ARE A CREDITOR

	For	Against	Abstain
1. A resolution that:			
(a) All companies of which I am a creditor be required to execute the relevant Deeds of Company Arrangement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) The Administrations of all companies of which I am a creditor should end.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) All companies of which I am a creditor be wound up.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. A resolution that a Committee of Creditors/Inspection be appointed.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. A resolution that the further remuneration of the Administrators of the Companies be fixed pursuant to Section 449E of the Corporations Act (2001) for the period to the conclusion of the Voluntary Administration period up to the sum of \$1,600,000 plus GST as applicable.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. If Deeds of Company Arrangement are resolved for the Companies, a resolution that the Deed Administrators' remuneration be calculated in accordance with Ferrier Hodgson's scale of rates, as amended from time to time, up to the sum of \$3,400,000 plus GST as applicable and that the Deed Administrators be authorised to draw their remuneration on a periodic basis.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I am an unsecured creditor and the total amount owed to me is \$

OR

I am a secured creditor and the total amount owed to me is \$

DATED this day of 2002

.....
Signature² of individual or person³
authorised by corporate resolution to
represent the corporation

OR The Common Seal of¹

was hereunto affixed in the
presence of

.....
Director

.....
Secretary

FOR OFFICE USE ONLY
Proxy Valid: Yes/No
Cross Deed Creditor: Yes/No
Amount admitted for voting:

\$.....

¹ The method of affixing the Common Seal should be prescribed by the creditor corporation's articles. See Note (2).
² The signature of the creditor is not to be attested by the person nominated as proxy.
³ Note that a corporation may by resolution of its directors provide standing authority for a person to represent it at members meeting and appoint proxies. Copy of authority to be annexed.

SIDE B

**CORPORATIONS ACT 2001
APPOINTMENT OF PROXY**

Form 3

**PASMINCO LIMITED
(ADMINISTRATORS APPOINTED) ACN 004 368 674
AND ITS WHOLLY OWNED AUSTRALIAN SUBSIDIARIES ("THE COMPANIES")**

*I/*We(creditor name)
of(creditor address)
a primary creditor of.....(Pasminco company name)
appoint(proxy appointed)
or in their absence(proxy alternate)
as *my/our *(i) general OR *(ii) special proxy to vote at the meeting of creditors to be held on 30 August 2002, or at any adjournment of that meeting, to vote
(i) on all matters arising at the meeting; OR
(ii) on each of the following kinds of resolution in the manner specified:

COMPLETE BELOW IF YOU WISH TO VOTE DIFFERENTLY FOR DIFFERENT COMPANIES OF WHICH YOU ARE A CREDITOR

The full company name and corresponding abbreviation is listed in the Instructions to Completing the Proxy Form (on the previous page)

		PIH	PCML	PCCS	PM	PFL	PAL	PPPS	TEBRC	PIV	PBHM	SRL	RH	SEHM	SEHM	PL
1. A resolution that:																
(a) the Company be required to execute the relevant Deed of Company Arrangement.	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) the Administration of the Company should end.	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) The Company be wound up.	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Against	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Abstain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. A resolution that a Committee of Creditors/Inspection be appointed.															For	<input type="checkbox"/>
															Against	<input type="checkbox"/>
															Abstain	<input type="checkbox"/>
3. A resolution that the further remuneration of the Administrators of the Companies be fixed pursuant to Section 449E of the Corporations Act (2001) for the period to the conclusion of the Voluntary Administration period up to the sum of \$1,600,000, plus GST as applicable.															For	<input type="checkbox"/>
															Against	<input type="checkbox"/>
															Abstain	<input type="checkbox"/>
4. If Deeds of Company Arrangement are accepted for the Companies, a resolution that the Deed Administrators' remuneration be calculated in accordance with Ferrier Hodgson's scale of rates, as amended from time to time, up to the sum of \$3,400,000, plus GST as applicable and that the Deed Administrators be authorised to draw their remuneration on a periodic basis.															For	<input type="checkbox"/>
															Against	<input type="checkbox"/>
															Abstain	<input type="checkbox"/>

I am an unsecured creditor and the total amount owed to me is: OR I am a secured creditor and the total amount owed to me is:
\$..... \$.....

DATED this day of

2002

.....
Signature⁵ of individual or person⁶
authorised by corporate resolution to
represent the corporation

OR The Common Seal of⁴
was hereunto affixed in the
presence of

FOR OFFICE USE ONLY

Proxy Valid: Yes/No
Cross Deed Creditor: Yes/No
Amount admitted for voting:

\$.....

.....
Director

.....
Secretary

Ref: C-

⁴ The method of affixing the Common Seal should be prescribed by the creditor corporation's articles. See Note (5).

⁵ The signature of the creditor is not to be attested by the person nominated as proxy.

⁶ Note that a corporation may by resolution of its directors provide standing authority for a person to represent it at members meeting and appoint proxies. Copy of authority to be annexed.

INFORMAL PROOF OF DEBT FORM FOR VOTING PURPOSES

Regulation 5.6.23

**PASMINCO LIMITED
(ADMINISTRATORS APPOINTED)
ACN 004 368 674
AND ITS WHOLLY OWNED AUSTRALIAN SUBSIDIARIES**

Name of creditor: _____

Amount of debt claimed: _____ (see note)

Primary Pasminco company debt claimed against: _____

Consideration for debt: _____

Whether debt secured or unsecured: _____

If secured, give details of security including dates, etc:

Balance, if any, after deducting value of security (see note):

.....
Creditor (or person authorised by creditor)

NOTE:

Under the Corporations Regulations, a creditor is not entitled to vote at a meeting unless (Regulation 5.6.23):

- a. his claim has been admitted, wholly or in part, by the Administrator; or
- b. he has lodged with the Administrator particulars of the debt or claim, or if required, a formal proof of debt.

For the purposes of Part 5.3A, a secured creditor may vote (Regulation 5.6.24):

- a. for the whole of his debt without regard to the estimated value of his security.

Proxies must be made available to the Administrator.