

**NOTEHOLDERS SPECIAL MEETING
PROXY AND ADMISSION FORM**



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Proxy Form for the special meeting of Dorchester Finance Limited to be held at Ellerslie Event Centre, Greenlane, Auckland on Wednesday 17 December 2008 at 3.00pm. **If you propose TO ATTEND the Special Meeting** bring this Proxy and Admission Form intact to the meeting. This will act as your admission card and voting paper for the Meeting.

PROXY FORM (for use if you are unable to attend the meeting)

Please read the attached notes carefully

If you DO NOT propose to ATTEND the Special Meeting but wish to be represented by proxy complete and sign this Proxy and Voting Instructions section and mail back in the reply paid envelope provided.

I/We being a noteholder(s) of DORCHESTER FINANCE LIMITED

hereby appoint Option One: The Chairman of the Meeting

Option Two: of

as my/our proxy to vote for me/us on my/our behalf at the 2008 Special Meeting of Noteholders of the Company to be held at Ellerslie Event Centre, Greenlane, Auckland on 17 December 2008 at 3.00 pm and at any adjournment thereof.

Should you wish to direct the proxy how to vote, please indicate with a tick in the appropriate box below. If neither option is or both options are ticked, the proxy will vote as he/she sees fit. If you appoint the Chairman of the meeting as your proxy, and if neither option is or both options are ticked, the Chairman will vote in favour of the resolution.

VOTING INSTRUCTIONS / VOTING PAPER

I/We

Vote or direct my/our proxy to vote as follows:

(Tick the appropriate box below, or if you wish your proxy to vote as he/she sees fit, do not tick either option.)

In favour of the Extraordinary Resolution. **Against** the Extraordinary Resolution.

PLEASE SEE NOTES ON REVERSE.

Signed this _____ day of _____ 2008

Signature(s) of noteholder(s)

Contact name _____ Daytime contact telephone _____

Please note that if the account is held jointly we require the signatures of all parties. If the account is held in Trust we require signatures of all Trustees.

NOTES

1. As a noteholder you may:
 - attend the meeting and vote.
 - you may appoint a proxy to attend the meeting and vote on your behalf. A proxy need not be a noteholder of Dorchester Finance.
 - vote by proxy and also attend the noteholders meeting.
2. If you are:
 - joint holders of notes, each of you must sign this Proxy Form.
 - if you are a company, this Proxy Form must be signed on behalf of that company by a person acting under that company's express or implied authority.
 - if the account is held in Trust the signature of all Trustees is required.
3. For this Proxy Form to be valid, you must deliver, post or fax it intact to:
Computershare Investor Services, Private Bag 92119, Auckland 1142. Fax (09) 488 8787, to be received no later than 5.00pm Monday 15 December 2008.
4. If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney and the certificate of non-revocation of power of attorney below must be produced with this proxy form.
5. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he or she thinks fit.
6. If you wish, you may appoint the Chairman of the Meeting as your proxy. Please tick the box next to "The Chairman of the Meeting" when you appoint your proxy. The Chairman will vote according to your instructions. If the Chairman is not instructed, he will vote in favour of the resolution.
7. If you attend the meeting and vote please bring this form intact to the meeting as your admission card and voting paper.
8. If you have any enquiries regarding the completion of this form, please call Computershare Investor Services Limited on (09) 488 8777. For any other enquiries regarding the Deferred Repayment Plan, please contact your financial adviser or Dorchester Finance Limited on 0800 100 601.

You can return the form by:

1. MAIL

- **If mailing this proxy form from within New Zealand**, use the reply paid envelope enclosed.
- **If mailing this proxy form from outside New Zealand**, place this proxy form in an envelope and affix the necessary postage from the country of mailing. Address to:
Computershare Investor Services, Private Bag 92119, Auckland 1142.

2. FAX

- Please fax your signed proxy form to: (09) 488 8787

CERTIFICATE OF NON-REVOCATION OF POWER OF ATTORNEY

(You must sign this if you are signing this Proxy Form as the attorney of the Noteholder.)

I, _____, certify that by a Deed dated _____, _____ (the Noteholder)

appointed me his attorney and that I have not received notice of any event revoking the power of attorney.

Signature _____