

Prospectus

An offer of Shares in Platinum Asset Management Limited

This offer is for the sale of Shares in Platinum Asset Management Limited, the holding company of the responsible entity of the Platinum Trust Funds.

This is not an offer to buy units or shares in the investment products (which includes Platinum Capital Limited) that Platinum manages.

IMPORTANT INFORMATION

ABOUT THIS PROSPECTUS

The Offer contained in this Prospectus is an invitation to apply to buy Shares in Platinum Asset Management Limited ("Platinum"). This Prospectus was lodged with the Australian Securities and Investments Commission on 10 April 2007 and is dated 10 April 2007. ASIC takes no responsibility for the contents of this Prospectus.

The Offer is being made by the Vendors in respect of the Shares in Platinum.

No person is authorised to provide any information or to make any representation in connection with the Offer described in this Prospectus, which is not contained in this Prospectus. Any information or representation not in this Prospectus may not be relied on as having been authorised by Platinum or the Vendors in connection with the Offer. No Shares, Options or Performance Rights will be sold, allotted or issued on the basis of this Prospectus later than 13 months after the Prospectus Date.

EMPLOYEE OFFER

This Prospectus also contains an invitation to Employees to apply for Options and Performance Rights under the OPRP. The Prospectus for the offer of Options and Performance Rights to Employees comprises, in addition to this Prospectus:

- the plan rules, which set out the general terms and conditions of the OPRP; and
- the Options and Performance Rights offer letters, which set out the particular terms and conditions of the offer of Options or Performance Rights being made to Employees.

Platinum will inform Employees how to participate. Refer to Section 10.

ELECTRONIC PROSPECTUS

This Prospectus may be downloaded from Platinum's website at www.platinum.com.au, CommSec's website at www.commsec.com.au or Bell Potter's website at www.bellpotter.com.au. The Offer constituted by this Prospectus and, in the case of New Zealand investors, the New Zealand Investment Statement, is available only to persons in Australia and New Zealand. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus. Persons who have received a copy of this Prospectus in its electronic form may obtain a paper copy of this Prospectus, during the Offer Period, (free of charge) by telephoning Computershare on 1300 661 748 (toll free within Australia) or 0800 345 669 (New Zealand only) or from CommSec on 13 15 19 or Bell Potter on 1300 734 587. An electronic Application Form will be provided with the electronic form of this Prospectus at www.commsec.com.au. Applications for Shares may only be made on the Application Form or the electronic form. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of this Prospectus.

NEW ZEALAND INVESTMENT STATEMENT

A New Zealand Investment Statement which complies with the Securities Act 1978 (NZ) and the Securities Regulation 1983 (NZ) has been prepared in connection with the Offer. New Zealand residents should read the Investment Statement before making an Application.

FOREIGN JURISDICTIONS

The distribution of this Prospectus (including an electronic copy) in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify this Prospectus or to otherwise permit a public offering of Shares outside Australia and New Zealand. In particular, this Prospectus has not been registered under the United States Securities Act of 1933 and Shares may not be offered or sold within the United States, or for the account or benefit of, a US person (as defined in Regulation S of the Securities Act of 1933).

FORWARD-LOOKING INFORMATION

Some of the information contained in this Prospectus may constitute forward-looking statements that are subject to various risks and uncertainties. These statements can be identified by the use of forward-looking terminology such as "may", "will", "expect", "anticipate", "estimate", "continue", "plan", "intend", "believe", "objectives", "outlook", "guidance" or other similar words. These statements discuss future objectives or expectations concerning results of operations or of financial condition or provide other forward-looking information. Platinum's actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied by, those forward-looking statements. This Prospectus details some important factors that could cause Platinum's actual results to differ materially from the forward-looking statements made in this Prospectus. Given the risks, uncertainties and other factors, you should not place undue reliance on any forward-looking statement, which speaks only as of the date of this Prospectus.

EXPOSURE PERIOD

The Corporations Act prohibits the processing of Applications during the Exposure Period. The Exposure Period is a period of seven days from the Prospectus Date but may be extended by ASIC for a further seven days. Any Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period. This Prospectus will be made available during the Exposure Period at www.platinum.com.au, www.commsec.com.au and www.bellpotter.com.au. Platinum reserves the right not to proceed with the Offer to Employees at any time before the allotment of Options or Performance Rights.

DEFINED TERMS AND INTERPRETATION

Certain expressions used in this Prospectus have defined meanings, which are explained in the Glossary at the end of this Prospectus. All time references are according to Sydney time unless otherwise stated.

All financial amounts contained in this Prospectus are expressed in Australian dollars unless otherwise stated. Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

10 April 2007

Dear Investor

This document contains an offer for you to acquire Shares in Platinum Asset Management Limited, which is the holding company of the Platinum funds management business. Platinum is currently owned by its staff.

The reason for listing is to allow staff to realise a small part of their interest and also to have a market-made reference price for their endeavours. It will also enable unit holders in the Platinum Trust Funds, and the public at large, to participate in a successful Sydney-based global fund management company which derives around 20% of its fee income from money sourced abroad.

Platinum's revenues are derived from the fees it charges clients for managing their global portfolios. For the majority of clients this is a fixed percentage of funds managed. Other clients pay a base and a performance fee; the latter adds to the variability of our earnings. Over the last 13 years the base fees have risen progressively, and performance fees have varied from year to year.

Platinum Asset Management has grown since it was established in 1994. As the team has grown, (now comprising 25 investment professionals - portfolio managers, analysts and dealers), its technical and operational competence has broadened. This is demonstrated by our long-term returns and the manner in which we have accommodated the large asset base we now manage. The pattern has been one of recruiting new people each year, gradually building the team via close supervision. Unfortunately not everyone survives this winnowing process. We believe our research group is highly skilled and, as the modest manning levels attest, our IT and support functions are efficient.

Our objective is plain: manage people's money thoughtfully and well, and the business should prosper. As prospective new investors, you may be a little disappointed that we have no grand vision for growth. However, in any business there are trade-offs between growth, stability and profitability. In our case as an employee-led organisation, we have a preference for steady, long-term goals for growth. Rather like the optimistic bride or groom who conjures up hopes of changing their spouse-to-be's behaviour once they are married, the chances of Platinum Asset Management wavering from its past behaviour are slim. I believe that the tailwind of growth in this industry is excellent (ageing population, superannuation and investment products) but should we fail to manage investors' funds appropriately, no matter what we do with marketing, distribution or promotions, the business will wither. Our focus is clear: continue to concentrate on client returns, and shareholders' interests should be well served.

Our history has been punctuated with various market challenges, including the Asian monetary crisis of 1997-98, the tech bubble of 2000-01, as well as great opportunities and, as a fund manager, we have over the long-term typically outperformed the benchmark MSCI Index by a significant margin. In the 11 years, 1995-2006, our flagship product, the Platinum International Fund, achieved a return of 17.4% per annum versus the benchmark MSCI Index 8.1% per annum.

Indeed, the majority of our Platinum Trust Funds have performed strongly, which draws attention to the robustness of our process and depth of personnel. As we have grown, the diversity of Platinum Trust Funds and of clients who invest in them has also increased, adding to the inherent strength of the business.

There are, however, various risks, the most important of which are arguably the following:

Personnel risk: Funds management is a highly creative profession and employees are free to go at will. To mitigate this risk we follow a systematic recruitment programme that ensures there is a steady flow of new talent.

(CONT)

As individuals progressed through the organisation, those who were seen to have made a long-term contribution to enhancing clients' wealth have been rewarded with the issue of equity interests in the Platinum business (this is in addition to any bonuses). As these Shares have had vesting deferment, there has been a financial inducement for staff to stay. The new Option and Performance Rights Plan will work in the same manner. However, more important than this is the maintenance of a collegiate spirit which is co-operative and unself-conscious, yet competitive and highly professional. Trainee analysts are assigned mentors and are required to attend stock selection meetings; analysts are rewarded on theoretical portfolios (refer to Section 4.3.1) as they hone their skills, and portfolio managers are rewarded with discretionary bonuses.

Fee base: The base fee is determined as a percentage of the Funds Under Management, which will clearly bear a relationship with market levels. However, the more volatile component is the performance fees. These fees depend on the absolute gains we deliver each twelve month period and pertain to approximately 20% of funds we manage, largely for non-Australasian clients.

Market risk: Potentially diminishes Funds Under Management and therefore fees. However, on account of a large part of our Platinum Trust Funds using hedging strategies, we have historically seen relatively mild adverse impacts from market sell-offs.

Performance risk: As mentioned earlier, this is greatly influenced by our methodology and our people.

Effects of listing: This is a potential risk to the extent of its impact on our behaviour. Will Platinum Asset Management become obsessed with short-term performance and growth initiatives which outweigh the benefits of a broader shareholder base and greater brand awareness?

The listing has required us to create a new Board with a majority of independent, non-executive members. During the due-diligence process they were able to meet with Platinum team leaders and, I believe, formed a positive view as to their dedication and competence. Likewise, I believe that our Employees who met with these individuals regarded them as having the appropriate qualifications and values to ensure that there is a commonality of purpose and strategy.

In summary, I believe our Employees are delighted with the prospect of Platinum going public. As a provider of wealth management products both in Australia and abroad, our growth and prospects are well-founded. Market volatility will periodically cloud our outlook, yet, if we hold true to our underlying principles, the business should prosper over the years. Age and experience have moulded and refined the founding team. As far as I can ascertain, they have every desire to continue developing their skills at Platinum. Speaking for myself, I have no desire or intent to do anything else for some years to come. Additionally, there are others who have been with us for many years who are playing an ever-growing role in Platinum.

I trust you will give this Prospectus due consideration.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Kerr Neilson', with a stylized flourish at the end.

Kerr Neilson

Managing Director and
Chief Investment Officer

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INSIDE BACK COVER

1. KEY INFORMATION

If you are unclear about any matter or are uncertain as to whether Shares in Platinum are a suitable investment for you, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser. Some of the risk factors that should be considered by prospective investors are set out in Sections 1.8 and 14.

1.1 ABOUT PLATINUM

Platinum Asset Management is a Sydney based fund manager which specialises in investing in global equities.

Platinum currently manages \$22.17 billion (28 February 2007) with approximately 20% of FUM from investors in New Zealand and the Northern Hemisphere.

The key driver to the success of a funds management business is investment performance.

The core belief at Platinum is that if Platinum successfully looks after investors' wealth, fund inflows will follow. A failure to understand and commit to this priority will not result in an enduring wealth management business; marketing, trail commissions and other devices notwithstanding.

Platinum's revenue is derived by charging a fee for managing its investors' money and thus is primarily based on FUM.

1.2 OVERVIEW OF THE OFFER

The Offer is an offer for sale of 112.2 million Shares in Platinum at \$5.00 per Share to raise \$561 million for the Vendors. Refer to Section 2.

An investment in Shares under this Offer means an investment in Platinum's fund management business. This business is conducted through its subsidiary, Platinum Investment Management Limited (ABN 25 063 565 006, AFSL 221935). This is not an offer to buy shares in the investment products (which includes Platinum Capital Limited) that Platinum manages. The corporate structure of the Platinum business is shown in Section 15.12.

The Offer is not underwritten. No brokerage or commission is payable by Applicants on acquisition of Shares under the Offer. Stamp duty may be payable on the transfer of shares under the Offer, in which case Platinum will bear the impost.

The proceeds of this Offer will be received by the Vendors and not Platinum (refer to Section 15.13.3 for an explanation of who the Vendors are).

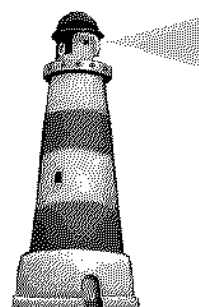
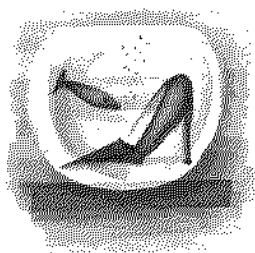
1.3 PURPOSE OF THE OFFER

The purpose of the Offer is to:

- allow the Vendors to establish a market value of their holding in Platinum and to unlock some of that value;
- broaden the shareholder base and list the Shares on ASX;
- enhance Platinum's profile with existing and potential clients;
- strengthen Platinum's ability to attract and retain the best investment talent; and
- build the Platinum Asset Management brand.

1.4 FUTURE INTENTIONS OF THE VENDORS

The Vendors reserve their rights to sell further Shares after listing, subject to Platinum's Corporate Governance Policies (refer to Section 15) and the Corporations Act.



1.5 KEY DETAILS AND DATES OF THE OFFER

The Offer	
Offer Price	\$5.00 per Share
Number of Shares under the Offer	112.2 million
Number of Shares retained by the Vendors following the Offer	448.8 million
Total Number of Shares on issue following the Offer	561.0 million
Employee Options issued on listing ¹	27 million
Employee Performance Rights issued on listing ¹	372,000
Market capitalisation on listing ²	\$2.805 billion
Minimum Application	2,000 Shares (\$10,000)
Incremental Applications in excess of the minimum Application	200 Share increments (\$1,000)

More or fewer Shares may be sold by the Vendors (refer to Section 2.1).

Key Offer Dates	
Prospectus Date	10 April 2007
Offer opens	17 April 2007
Offer closes	10 May 2007
Transfer of Shares pursuant to the Offer	16 May 2007
Despatch of holding statements	17 May 2007
Commencement of trading on ASX	23 May 2007

Notes:

1 Currently there are no outstanding Options and Performance Rights. However, Options and Performance Rights will be issued conditional on the Offer proceeding, pursuant to the OPRP, as part of the new Employee incentive structure. Refer to Section 10 for further information.

2 Based on the total number of Shares on issue following the Offer and the Offer Price.

The dates are indicative only and may be changed. The Vendors reserve the right to vary the dates and times of the Offer, including to close the Offer early or to accept late Applications, either generally or in particular cases, without notifying any recipient of this Prospectus or any Applicants.

1. KEY INFORMATION (CONT)

1.6 SUMMARY FINANCIAL INFORMATION (\$ MILLIONS)

Historical Financial Information	Forecast Year ending 30 June 2007 (reviewed)	6 months ending 31 December 2006 (reviewed)	Year ending 30 June 2006 (audited)	Year ending 30 June 2005 (audited)	Year ending 30 June 2004 (audited)
Income	301	168	300	199	166
Expense	62 ¹	16	32	26	22
NPBT	239	152	268	173	144
NPAT	167	106	187	121	101
EPS ² (cents per share)	29.77				
EPS ³ (fully diluted cents per share)	28.40				
Price earnings ratio ⁴	16.8				
Price earnings ratio (fully diluted) ^{3,4}	17.6				
FUM at end of period	22,349	21,531	18,985	14,312	12,763

Notes:

1 Includes \$19 million IPO costs, associated reorganisation and related one-off costs, \$2 million OPRP costs and payroll tax (a full year OPRP cost would be \$6 million).

2 Based on the total number of Shares on issue following the Offer.

3 Currently there are no outstanding Options or Performance Rights. However, Options and Performance Rights will be issued conditional on the Offer proceeding, pursuant to the OPRP, as part of the new Employee incentive structure. Refer to Section 10 for further information. The dilution effect for these Options and Performance Rights will be 4.88% of issued Shares.

4 Based on the Offer Price.

Forecast financial information must be read in conjunction with the notes and assumptions set out in Section 12.

1.7 FUTURE DIVIDEND POLICY

As a financial service provider with limited capital requirements, the need for retained profits is slight. Owing to the volatility caused by the Performance Share Fee (refer to Section 7.1) component of revenues, the Directors intend to smooth Dividend payments and anticipate paying out 80% to 90% of NPAT. This is a policy, not a guarantee.

A Dividend in respect of the period to 28 February 2007 was paid.

The Directors anticipate that the next Dividend will be a fully franked interim Dividend paid out of available profits in March 2008 and that a fully franked final Dividend will be paid around November 2008.

As all income is Australian sourced and Australian tax is paid on that income, the Directors are reasonably confident that future Dividends will be fully franked.

The level of Dividends and the amount of franking is subject to profits being available and tax having been paid.

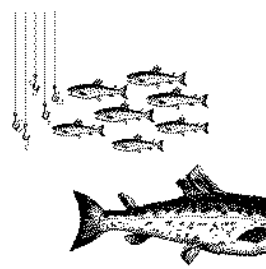
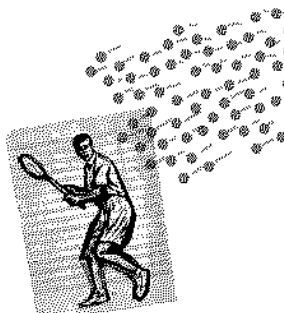
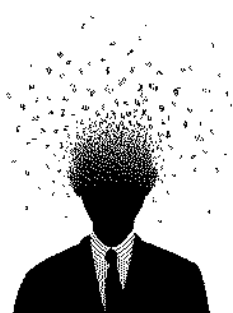
1.8 KEY BUSINESS RISKS

The key risks associated with Platinum's business are those which could result in a decrease in FUM or a reduced growth in FUM. A decrease in FUM could result in decreased revenue and profits for Platinum which, in turn, would result in a decrease in the Dividends Platinum pays to Shareholders. Likewise, slower growth in FUM would result in a lower growth in Dividends.

Key risks associated with decreased or reduced FUM include:

- **Poor investment performance:** The attractiveness of Platinum's products to investors in the Platinum Trust Funds and Investment Mandates is materially affected by Platinum's absolute and relative investment performance. Unsatisfactory investment performance could materially impact the level of FUM irrespective of any remedial action taken by the Company through marketing, distribution or promotions. Platinum mitigates this risk with its investment philosophy and process, and its people.
- **Loss of key personnel:** Funds management is a highly creative profession and Employees are free to leave at will. Loss of key personnel could result in the loss of clients and an inability to attract new clients. Platinum mitigates the risk by employing recruitment and retention programmes, by inculcating its investment philosophy and methodology through employee training, and by maintaining knowledge sharing systems.
- **Market, currency exchange rate and interest rate risk:** Market volatility can potentially diminish FUM and therefore fee income. Platinum employs some hedging strategies in most of its products, which has historically resulted in Platinum experiencing relatively mild adverse impacts from market sell-offs and rate movements.

Further discussion of these risks and the way in which Platinum seeks to mitigate these risks can be found in Section 14. Section 14 also describes additional risks associated with Platinum's business and with an investment in Shares under the Offer.



2. OVERVIEW OF THE OFFER

2.1 STRUCTURE OF THE OFFER

The Offer is an offer for sale of 112.2 million Shares at \$5.00 per Share.

The Vendors reserve the right to:

- increase the size of the Offer by up to an additional 5% of the issued Shares (i.e. by selling an additional 28.05 million Shares to raise up to an additional \$140.25 million); or
- reduce the size of the Offer by up to 5% of the issued Shares (i.e. by offering for sale no less than 15% of the issued Shares being 84.15 million Shares and raising \$420.75 million).

The Offer will not proceed unless valid Applications are received for at least 84.15 million Shares (i.e. \$420.75 million is raised under the Offer).

Platinum is also making an offer to its Employees under this Prospectus of Options or Performance Rights under the OPRP (refer to Section 10).

2.2 THE OFFER

The Offer comprises:

- the Platinum Offer; and
- the Participating Broker Offer.

2.2.1 Platinum Offer

The Platinum Offer is open to investors in the Platinum Trust Funds who held units on 10 April 2007, shareholders in Platinum Capital Limited on 10 April 2007, Employees, Eligible Financial Planners and persons whom the Vendors invite to participate in the Platinum Offer. Applications may be scaled back.

2.2.2 Participating Broker Offer

The Participating Broker Offer is open to Australian resident clients of CommSec or Bell Potter and New Zealand resident clients of ASB Securities Limited. Applications may be scaled back by the Broker.

2.3 HOW TO APPLY

2.3.1 Platinum Offer

Applications under the Platinum Offer can only be made by completing the personalised Application Form accompanying this Prospectus. Detailed instructions on how to complete the Application Form are set out on the reverse of the Application Form.

Applications must be for a minimum of 2,000 Shares (\$10,000) and thereafter in multiples of 200 Shares (\$1,000).

Applications must be accompanied by payment in Australian currency of \$5.00 per Share. Cheques or bank drafts must be made payable to "Platinum Share Offer" and should be crossed and marked "Not Negotiable". Applications cannot be withdrawn.

The Application Form together with payment of the Application Monies must be returned so that it is received by the Registry by 5.00pm (Sydney time) on 10 May 2007 at the following address:

**Computershare Investor Services Pty Ltd
Level 3, 60 Carrington Street,
Sydney NSW 2000**

2.3.2 Participating Broker Offer

If you are invited by a Broker to participate in the Participating Broker Offer, your Broker will be acting as your agent in acquiring Shares. You must complete the Application Form accompanying this Prospectus in accordance with your Broker's directions. Applications must be for a minimum of 2,000 Shares (\$10,000) and thereafter in multiples of 200 Shares (\$1,000). The completed Application Form must be accompanied by payment in Australia currency of \$5.00 per Share.

Cheques, bank drafts or money orders must be made payable to your Broker in accordance with your Broker's instructions. You must deliver your completed Application Form and Application Monies to your Broker as instructed by your Broker.

CommSec clients may also apply for Shares via an electronic Application Form to be provided at www.commsec.com.au. Before applying, online Applicants must first download an electronic copy of the Prospectus.

Any other requirements will be explained to you by your Broker. If you have been invited to participate in the Participating Broker Offer and are in doubt about what action you should take, you should immediately contact your Broker.

It is your Broker's responsibility to ensure that you receive the Shares you apply for, subject to any scale back, and Platinum takes no responsibility for any acts or omissions committed by your Broker in connection with your Application.

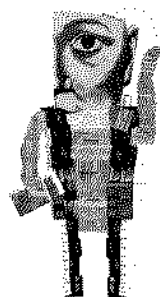
2.4 ALLOCATION POLICY

The allocation of Shares amongst applicants in the Platinum Offer will be determined by the Vendors in their absolute discretion. The allocation of Shares amongst clients of Brokers in the Participating Broker Offer will be determined by each respective Broker in its absolute discretion.

The Vendors have an absolute discretion regarding the allocation of the Shares under the Offer and may reject any Application, or allocate fewer Shares than applied for, in their absolute discretion. Where no allocation is made to a particular Applicant or the number of Shares allocated is less than the number applied for by an Applicant, surplus Application Monies will be returned to that Applicant. No interest will be paid on refunded Application Monies.

2.5 INTEREST ON APPLICATION MONIES

Pending transfer of the Shares or return of the Application Monies, the Application Monies will be held in trust for the Applicants. Any interest earned on Application Monies prior to transfer or return will be, and will remain, the property of Platinum.



2. OVERVIEW OF THE OFFER (CONT)

2.6 WITHDRAWAL OF THE OFFER

The Vendors reserve the right to withdraw the Offer at any time before the transfer of the Shares under the Offer. If the Offer is withdrawn, Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of withdrawal of the Offer or otherwise. Platinum will retain any interest which accrues on Application Monies.

2.7 OFFER MANAGEMENT AGREEMENT

The Vendors have entered into an Offer Management Agreement with the Lead Manager in respect of the management of the Offer. The Offer Management Agreement sets out those circumstances under which the Lead Manager may terminate the agreement. A summary of the key terms of the Offer Management Agreement, including the termination provisions, is set out in Section 16.9.

2.8 ASX LISTING AND QUOTATION

Platinum will apply for admission to the Official List and for quotation of the Shares on ASX no later than seven days after the date of this Prospectus. Platinum's ASX code is expected to be PTM. Platinum does not intend to seek listing on the New Zealand Stock Exchange.

If the application is not made, or if Platinum is not admitted to the Official List within three months after the date of this Prospectus (or any longer period permitted by law), the Offer will be cancelled and all Application Monies will be refunded to the Applicants (without interest) in accordance with the Corporations Act.

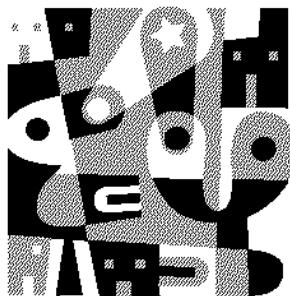
ASX takes no responsibility for this Prospectus or the investment to which it relates. Admission to the Official List and quotation of the Shares on ASX are not to be taken as an endorsement by ASX of Platinum.

2.9 ASX CLEARING HOUSE ELECTRONIC SUB-REGISTER SYSTEM

Platinum will apply to participate in ASX's Clearing House Electronic Sub-register System (CHES), in accordance with the Listing Rules and ASTC Settlement Rules. CHES is an automated transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form.

When the Shares become CHES approved securities, Share holdings will be registered in one of two sub-registers, an electronic CHES sub-register or an issuer sponsored sub-register. A CHES participant, or a person sponsored by a CHES participant, will have their Shares registered on the CHES sub-register. All other Shares will be registered on the issuer sponsored sub-register.

Following transfer, Shareholders will be sent an initial holding statement that sets out the number of Shares that have been allocated. This holding statement will also provide details of a Shareholder's Holder Identification Number (HIN) or where applicable the Securityholder Reference Number (SRN) for issuer sponsored holders.



2.10 TAXATION

The taxation consequences of any investment in Shares will depend on an investor's particular circumstances. Refer to Section 16.5.

2.11 ENQUIRIES

All enquiries in relation to this Prospectus should be directed to Computershare on 1300 661 748 (toll free within Australia) or 0800 345 669 (New Zealand only). Computershare will be open from 9am until 5.30pm (Sydney and New Zealand time), Monday to Friday until completion of the Offer.

Copies of this Prospectus are available from CommSec on 13 15 19, Bell Potter on 1300 734 587, ASB Securities on 0800 272 732 (New Zealand only) and Computershare on 1300 661 748.

3. WHO IS PLATINUM ASSET MANAGEMENT

Platinum is the holding company of Platinum Investment Management Limited.

Platinum Investment Management Limited, trading as Platinum Asset Management, is a Sydney based fund manager which specialises in investing in global equities. The corporate structure is set out in Section 15.12.

Platinum has an independent and distinct style of investment management, which is driven by a thematic stock-picking approach. In any given Platinum Trust Fund or Investment Mandate, the disposition of assets is determined largely by the availability of companies regarded as undervalued by Platinum rather than by macro economic modelling (so-called top-down asset allocation) or reference to global share index weightings (so-called benchmarking). For more information on Platinum's investment process, refer to Section 4.

Platinum Asset Management's business has been founded on:

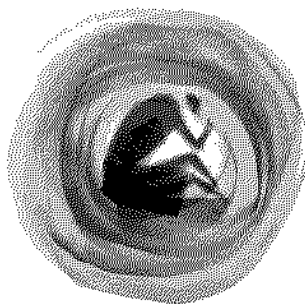
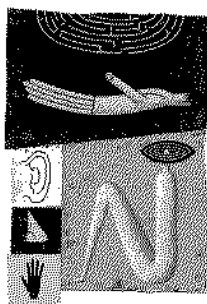
- Above average, long-term investment performance in global equity investments;
- A stock-picking, thematic, contrarian style;
- The use of hedging to mitigate market risk;
- No up-front fees;
- No exit fees;
- No trailing commissions to financial intermediaries or advisers;
- No soft dollars given or sought;
- Forward pricing (no 'market timing' or 'late trading') of unit trust products;
- Support to financial advisers with presentations from the investment team;
- Biennial investor presentations for those investing directly with us;
- Serious, honest and engaging quarterly investor reports; and
- Consistent service standards to clients and advisers.

This investment style has been applied consistently by members of Platinum's investment team for some 20 years and has been shown to achieve well-above average index¹ returns over the long-term.

¹ Relevant performance to the Morgan Stanley Capital International Index returns

Milestones:

- March 1994 – commenced business with Soros Fund Management holding a minority ownership interest for a fixed period of ten years.
- March 1994 – global equity mandate from Soros Fund Management.
- June 1994 – launched The Platinum Fund Limited, a joint venture for distribution with Optima Fund Management of New York.
- June 1994 – IPO and listing of Platinum Capital Limited, a Listed Investment Company.
- July 1994 – launched the MLC – Platinum Global Fund, a joint venture for distribution with MLC Investments Limited (now a subsidiary of National Australia Bank).
- December 1994 – global equity mandate from MLC Life Limited (now a subsidiary of National Australia Bank). Ceased managing portfolio in June 2005.
- April 1995 – launched the Platinum International Fund.
- June 1998 – launched the Platinum European Fund and the Platinum Japan Fund.
- April 1999 – launched The Platinum Japan Fund Limited, a joint venture for distribution with Optima Fund Management of New York.
- May 2000 – launched the Platinum International Brands Fund and the Platinum International Technology Fund.
- February 2003 – global equity mandate from Colonial First State Investments Limited (a subsidiary of Commonwealth Bank of Australia).
- March 2003 – launched the Platinum Asia Fund.
- May 2003 – second global equity mandate from Soros Fund Management.
- August 2003 – third mandate (Japan and Korea) from Soros Fund Management.
- November 2003 – launched the Platinum International Health Care Fund.
- January 2005 – launched the Platinum Unhedged Fund (offered to the public in March 2007).
- August 2006 – funds under management reached \$20 billion.



4. PLATINUM'S INVESTMENT PROCESS

4.1 HOW PLATINUM INVESTS

In essence, Platinum seeks a broad range of investments whose businesses and growth prospects are being inappropriately valued by the market. To do this, Platinum employs a team of specialist analysts who take a global perspective and apply screenings and intensive research to pinpoint outstanding opportunities.

Just as optimism and pessimism ebb and flow in stock markets, similar sentiments affect the share prices of individual companies. That is to say, there are times when events that are transitory in nature have a disproportionate effect on a company's share price, be they positive or negative. There is thus a tendency for shares to deviate significantly from their inherent trend line. The secret lies in differentiating between truly interesting companies that are facing temporary set-backs from those which have lesser businesses and face fundamental problems. (Attractive businesses, so-called franchises, are not only those one reads about in newspapers and magazines but can be identified by their record of superior profitability and growth.)

Platinum uses various devices to make sense of the universe of stocks available around the world. These include software screening which allows for the selection of companies based on very specific criteria ("screens") across a databank of several thousand companies. Platinum is able to delve deeply into cross-comparative studies of companies around the world, thereby drawing up short-lists for more intense study. In setting these screens, Platinum may build on a hypothesis regarding social, political, or economic change. For example, the screen may seek to identify industry groups that are currently out of favour with investors.

Great store is placed on the cross-pollination of ideas and the view that increasingly more weight should be applied to the global context of a company's operations than purely regional considerations.

Generation of themes and ideas is eclectic in nature. Apart from applying numeric skills, there is a constant input from observations of the changing social and political landscape. By locating all research efforts in one place and yet operating under global mandates, Platinum is able to facilitate the free flow of information between analysts with different geographic and industry responsibilities. While physical distance from principal markets may be seen as an impediment, Platinum believes that distance has the great advantage of acting as a filter and has a calming influence in making objective assessments. Even so, analysts are required to travel extensively to visit prospective investments, their competitors and their suppliers.

Once a company has been identified as a potential opportunity, it is investigated by the analyst who will call on the resources available to Platinum. These may include material from the company itself and its competitors, reports from stockbroking analysts and industry material. In reality, this information is available to all serious participants but it is the interpretative methodology and skill that really count. The work concludes with a detailed report being written. This is then subjected to the scrutiny of team members who meet to vigorously investigate the merits of the case. The purpose of these meetings is to expose areas of concern and potential flaws rather than to achieve a consensus. The final decision lies not with a committee but solely between the promoter of the idea and the relevant portfolio manager or Chief Investment Officer. In the case of the Platinum Unhedged Fund, the senior analyst responsible for overseeing the Fund will make the ultimate choice regarding stock selection.

The investment review will highlight very specifically the achievements that are expected from the company being proposed. These vary considerably depending on the style of company involved but among other things would include sales and earnings targets. Failure to meet these targets would raise concern, and notwithstanding the price action, could result in the shares being sold. It is Platinum's experience that when targets are met or exceeded, the share price tends to overshoot expectations. Flexibility in selling may allow for the market's tendency to overreact.

The process of assembling a portfolio from individual companies that have above average qualities but which are having temporary setbacks should produce as a by-product a portfolio with below average risk characteristics.

4.2 PORTFOLIO STRUCTURE

As a consequence of Platinum's investment methodology, each portfolio will be built up from a series of individual stock selections rather than from a pre-determined asset allocation. Investment weightings will vary considerably from benchmarks, such as the MSCI.

In a way, portfolio building can be seen as a layering process. At any time, there will be newly introduced ideas, others that have made an initial contribution and others that are starting to tire. Care is taken to understand the inter-relationship of stocks within the portfolio.

The number of stocks held in each portfolio will tend to be relatively small (generally between 30 to 200 stocks depending on the product). When undervalued stocks cannot be found, Platinum may leave the funds in cash (except for the Platinum Unhedged Fund which will typically hold no more than 10% cash).

Platinum's investment process is shown overleaf.

4.3 MANAGING INVESTMENT RISK

An essential part of Platinum's investment process involves managing investment risk. This is monitored in the following ways:

4.3.1 Monitoring analyst performance

Platinum's analysts are responsible for researching and selecting stocks within their designated areas of responsibility. After an initial period of training, an analyst is required to develop a theoretical portfolio comprising ten stocks which are potential investments for introduction into real portfolios, following discussion at stock selection meetings. The performance of this portfolio, together with shares chosen for inclusion in clients' portfolios are measured and form the basis of an analyst's bonus. The theoretical portfolio concept was introduced by Platinum to encourage creativity and the generation of ideas, to improve accountability and to ensure that performance of analysts is accurately measured and commensurately rewarded.

4.3.2 Managing market risk

Platinum's focus on companies which are out-of-favour and Platinum's concern with the potential for absolute loss in a stock serve generally to reduce the risk in a portfolio. Within each portfolio, care is taken to avoid excessive exposure to areas that have a high co-variance by both industry and country, thus managing the risks to particular market forces such as susceptibility to currency fluctuations, interest rate movements and government actions. Platinum also uses derivatives to manage risk, for example:

- a. to reduce market risk in a portfolio by selling index futures or buying index put options;
- b. to reduce the cost and/or possible downside of holding a given stock through purchase of call options or warrants over a share rather than the actual share; or
- c. where Platinum believes a stock to be overvalued, purchasing put options over that stock or short selling the stock.

An exception to this is the Platinum Unhedged Fund, for which no market risk management is undertaken.

4.3.3 Managing currency risk

Platinum's focus is on exposing a portfolio to stronger currencies, rather than necessarily hedging back into the Australian dollar (or US\$ for the US\$ portfolios). Platinum does not set formal currency targets, but rather works to identify drivers of currency trends and then to take an appropriate position. Where there have been major currency movements, or where currencies are undervalued, Platinum may look for companies whose operating environment has been distorted by the currency as part of Platinum's search for undervalued or overpriced stocks. An exception to this is the Platinum Unhedged Fund, for which no currency risk management is undertaken.

The Platinum Investment Process

SUBJECT

01

Deluge of information

Trade/industry intelligence

Broker/expert reports

Economic data

Socio-political issues

02

Selecting, ordering and distilling

- Searching for neglect
- Screening databank of several thousand companies
- Generation of themes and ideas
- Free-flow of information among the team

Discard

Recycle

04

Blending of ideas

05

Final portfolio

Products generated

Portfolios

- Merits of new ideas weighed against existing holdings
- Evaluation of exposure to each major theme or company characteristic
- Commence buying/selling programme

- Create a matrix of risks specific to company, industry, country, politics and currency
- Judgement required to balance these against expected returns



Platinum
ASSET MANAGEMENT

URL

www.platinum.com.au

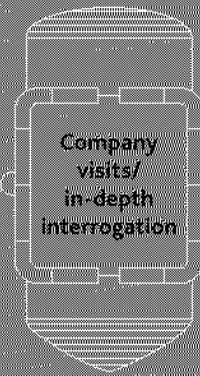
SCALE

Human

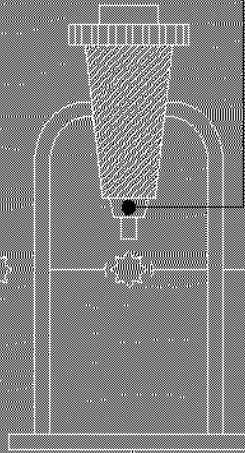
03

Proposing of idea

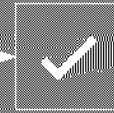
- Drawing up short-lists for more intense study



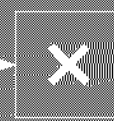
Ideas generated



- Analyst submits a detailed report
- Idea subjected to rigorous scrutiny by the investment team
- Emphasis on exposing potential flaws rather than on reaching a consensus

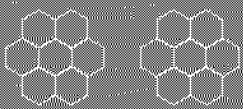


Final decision rests with the promoter of the idea and each Fund Manager



06

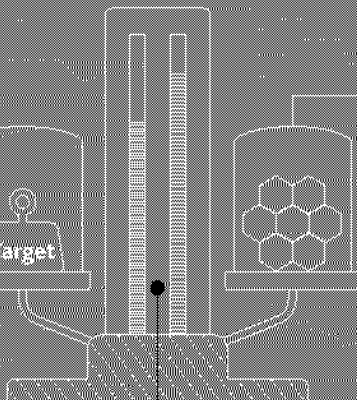
Re-balancing of portfolio



generated



Target



Non-performing

Performing

Discard

- Sell stocks that achieve target valuation or deviate from roadmap
- Add to positions where unwarranted price declines or changing circumstances justify greater exposure
- Manage hedging of market and currency risks

5. PLATINUM'S PRODUCTS

Platinum's product range consists of global, regional and industry specific funds. These funds are available to Australasian investors as well as investors in the Northern Hemisphere.

Within Australasia, the products available consist of a range of unit trusts known as the Platinum Trust Funds – namely the Platinum International, Unhedged, Asia, European, Japan, International Brands, International Health Care and International Technology Funds.

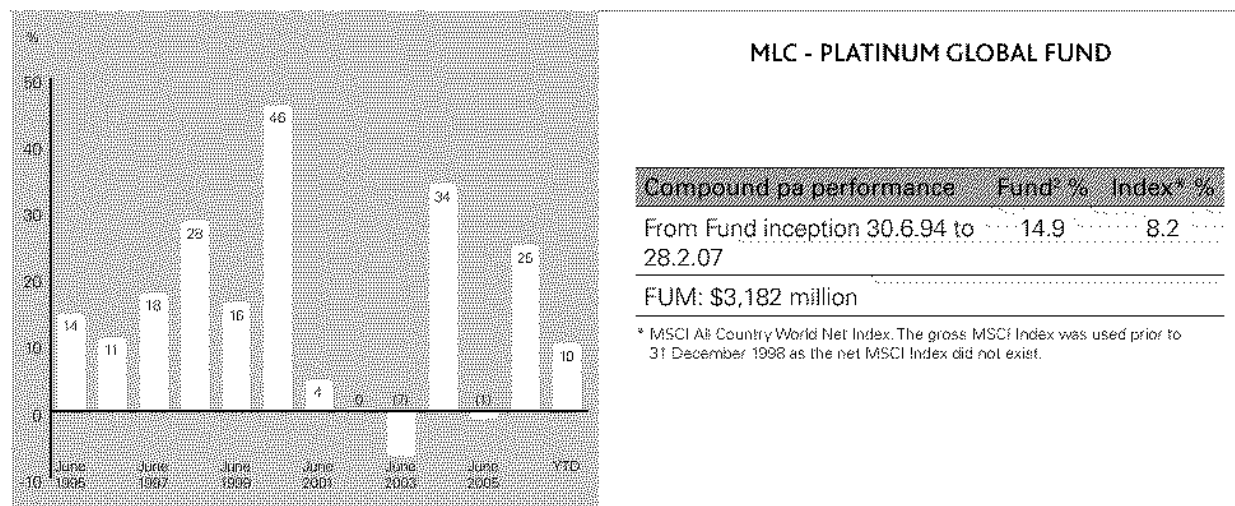
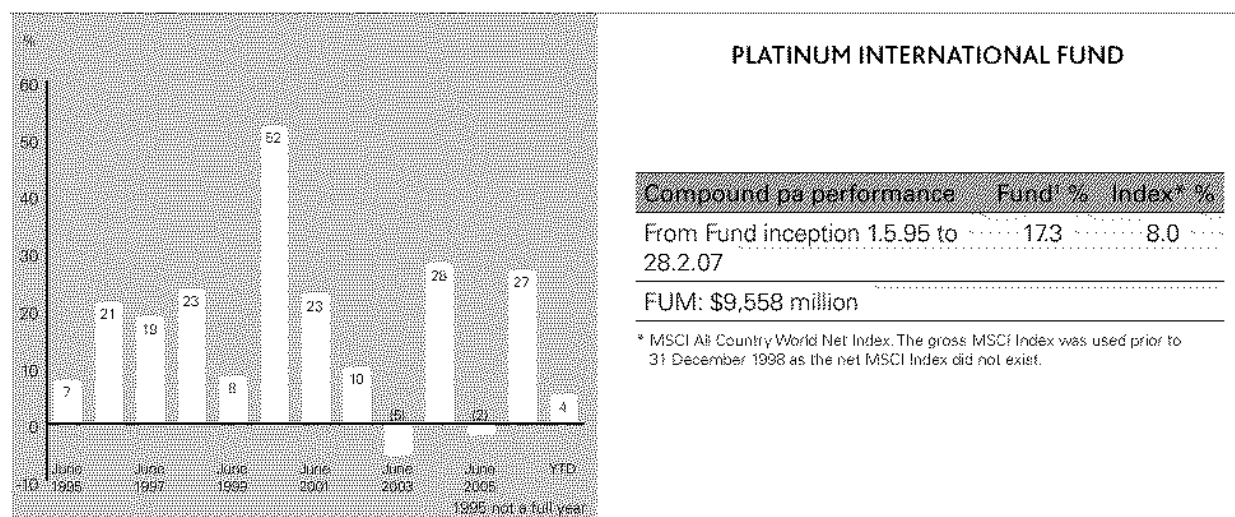
Platinum also has an ASX listed investment company, Platinum Capital Limited and manages a global unit trust product, the MLC – Platinum Global Fund.

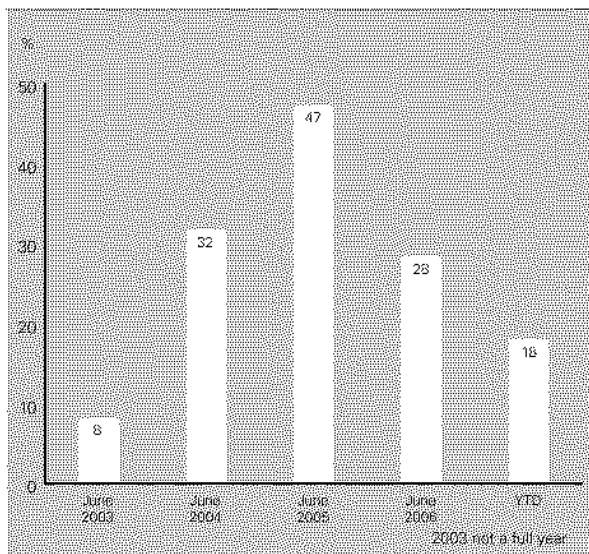
Two US dollar, Bermudian based offerings are available in the Northern Hemisphere; The Platinum Fund Limited and The Platinum Japan Fund Limited.

Platinum also manages a small number of Investment Mandates.

For more information concerning the mandates and restrictions for each of these funds (other than the MLC – Platinum Global Fund and the two Bermudian funds), please refer to the current PDS of the relevant fund at Platinum's website. This Prospectus is not intended to advertise or promote any of these funds. The issuer of the Platinum Trust Funds is Platinum Investment Management Limited. Any person wishing to acquire units in the funds can only do so pursuant to the current PDS for each fund.

The graphs below show the yearly percentage performance to 30 June each year from inception for the publicly available products mentioned above, ranked by size of FUM.

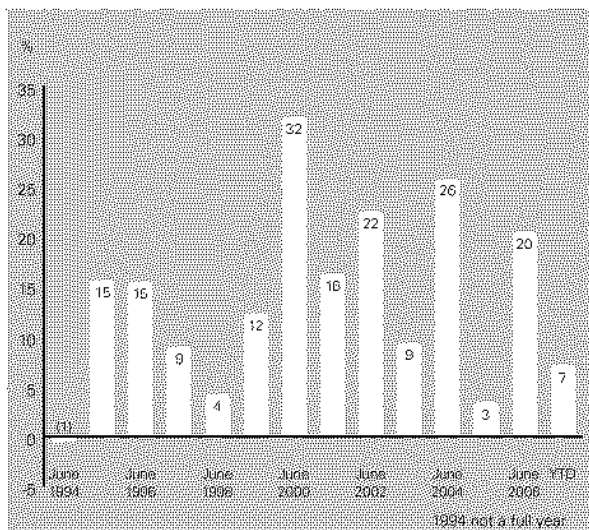




PLATINUM ASIA FUND

Compound pa performance	Fund* %	Index* %
From Fund inception 5.3.03 to 28.2.07	33.5	22.2
FUM: \$2,502 million		

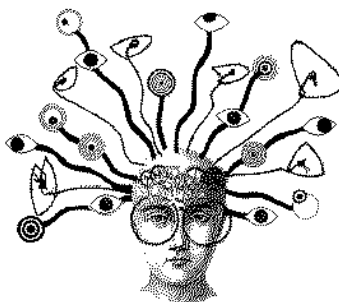
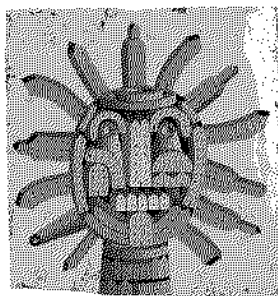
* MSCI All Country Asia ex Japan Net Index.



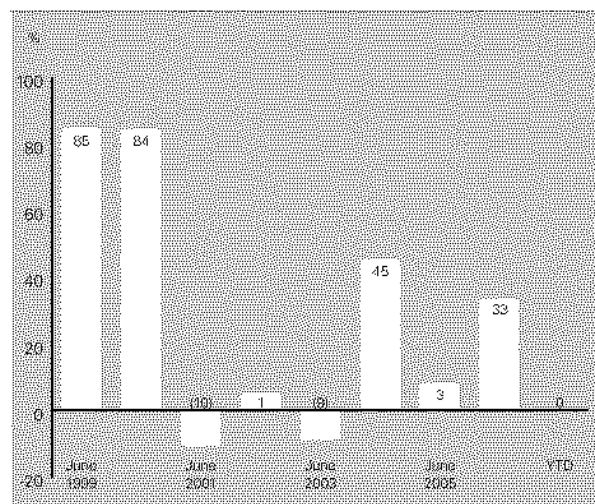
THE PLATINUM FUND LIMITED

Compound pa performance	Fund* %	Index* %
From Fund inception 1.5.94 to 28.2.07	14.7	8.8
FUM: US\$1,128 million		

* MSCI All Country World Net Index (US\$). The gross MSCI Index was used prior to 31 December 1998 as the net MSCI Index did not exist.



5. PLATINUM'S PRODUCTS (CONT)

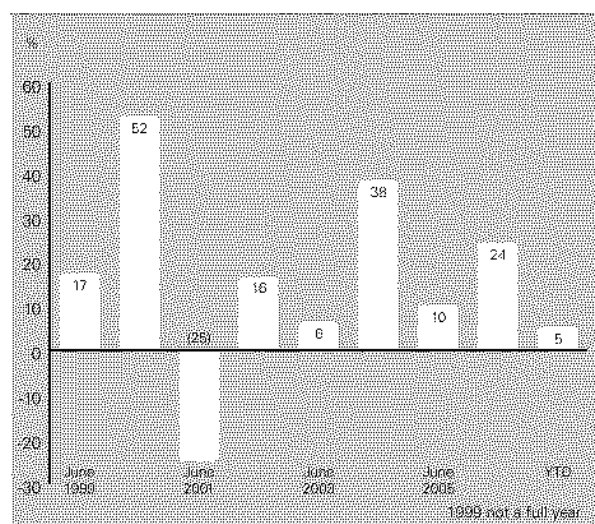


PLATINUM JAPAN FUND

Compound pa performance	Fund ¹ %	Index* %
From Fund inception 1.798 to 28.2.07	22.1	3.7

FUM: \$1,073 million

* MSCI Japan Net Index. The gross MSCI Index was used prior to 31 December 1998 as the net MSCI Index did not exist.

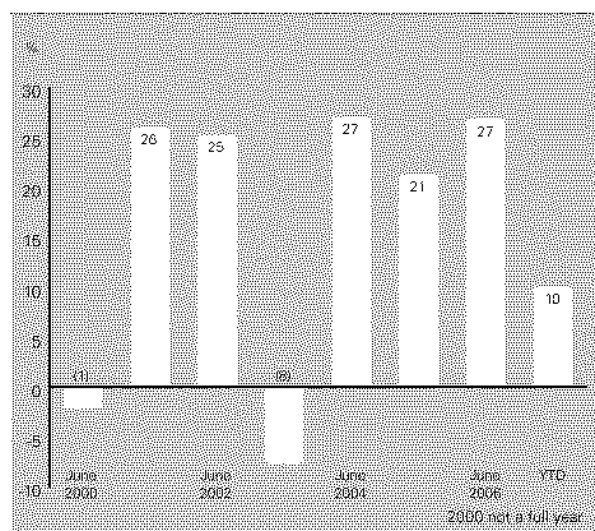


THE PLATINUM JAPAN FUND LIMITED

Compound pa performance	Fund ¹ %	Index* %
From Fund inception 1.4.99 to 28.2.07	16.1	4.7

FUM: US\$540 million

* MSCI Japan Net Index (US\$).

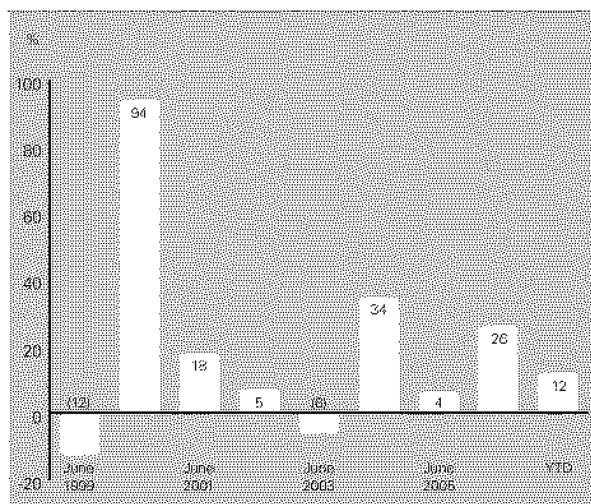


PLATINUM INTERNATIONAL BRANDS FUND

Compound pa performance	Fund ¹ %	Index* %
From Fund inception 18.5.00 to 28.2.07	18.2	(1.2)

FUM: \$679 million

* MSCI All Country World Net Index.



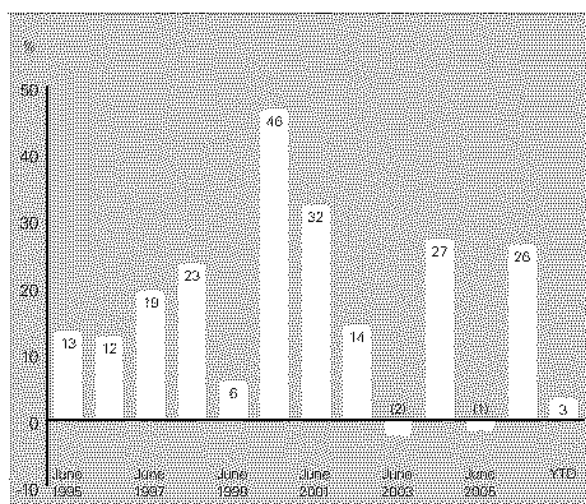
PLATINUM EUROPEAN FUND

Compound pa performance	Fund* %	Index* %
From Fund inception 1.798 to 28.2.07	17.1	3.2

From Fund inception 1.798 to 28.2.07

FUM: \$371 million

* MSCI All Country Europe Net Index. The gross MSCI Index was used prior to 31 December 1998 as the net MSCI Index did not exist.



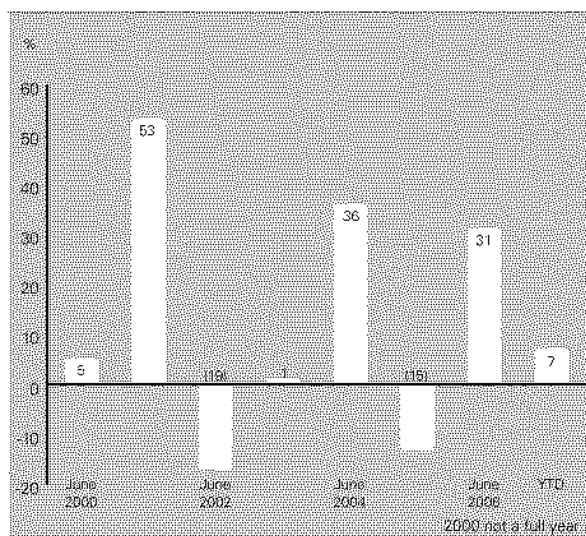
PLATINUM CAPITAL LIMITED

Compound pa performance	Fund* %	Index* %
From Fund inception 30.6.94 to 28.2.07	16.5	8.2

From Fund inception 30.6.94 to 28.2.07

FUM: \$212 million

* MSCI All Country World Net Index. The gross MSCI Index was used prior to 31 December 1998 as the net MSCI Index did not exist.



PLATINUM INTERNATIONAL TECHNOLOGY FUND

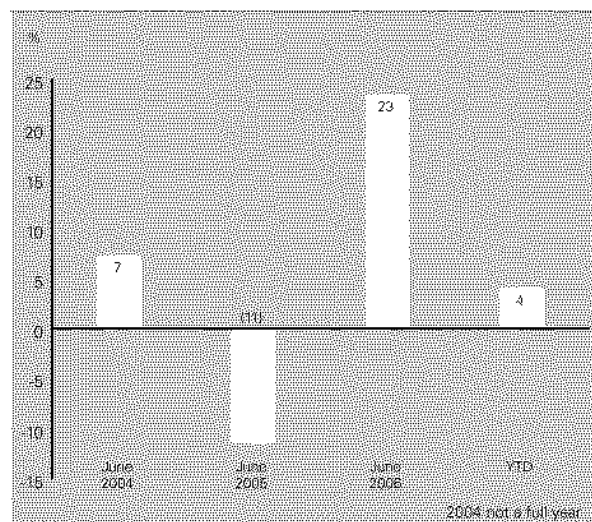
Compound pa performance	Fund* %	Index* %
From Fund inception 18.5.00 to 28.2.07	11.7	(14.2)

From Fund inception 18.5.00 to 28.2.07

FUM: \$71 million

* MSCI All Country World Information Technology Net Index.

5. PLATINUM'S PRODUCTS (CONT)



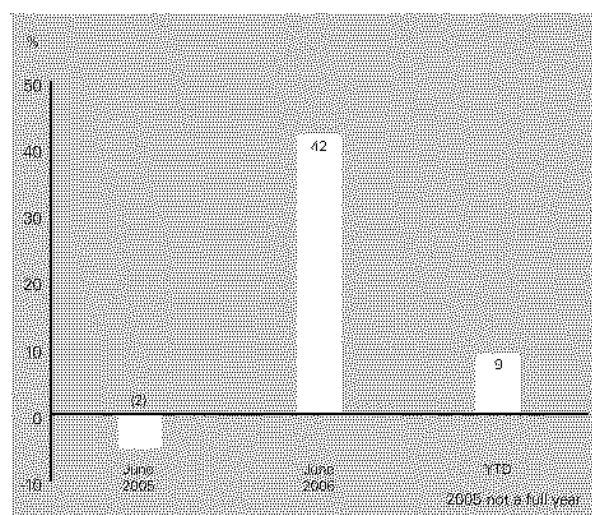
PLATINUM INTERNATIONAL HEALTH CARE FUND

Compound pa performance	Fund* %	Index* %
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From Fund inception 10.11.03 to 28.2.07	6.0	8.1
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FUM: \$27 million

* MSCI All Country World Health Care Net Index.



PLATINUM UNHEDGED FUND

Compound pa performance	Fund* %	Index* %
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From Fund inception 31.1.05 to 28.2.07	20.9	15.7
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FUM: \$4 million

* MSCI All Country World Net Index.

All figures in the graph are to 30 June. YTD means the dates from 1 July 2006 to 28 February 2007.

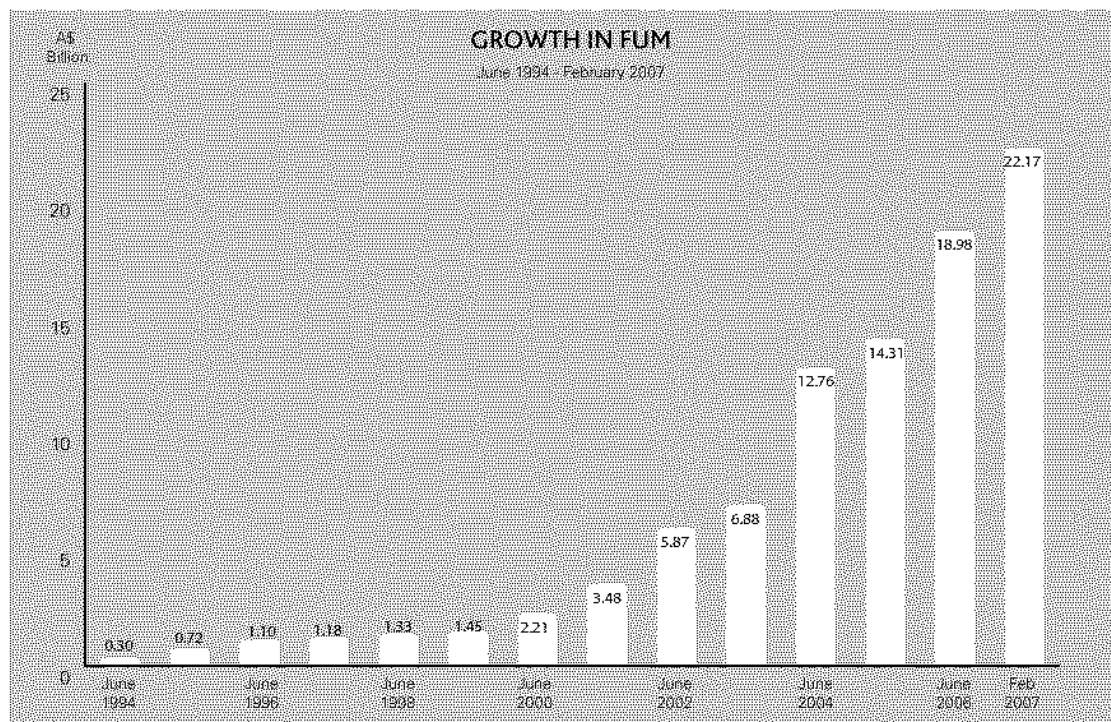
- Investment returns are calculated using the fund's unit price and represent the combined income and capital return for the specified period. They are net of fees and costs (excluding the buy-sell spread and any investment performance fee payable), pre-tax and assume the reinvestment of distributions. The investment returns shown are historical and no warranty can be given for future performance.
- Investment returns are calculated using the fund's unit price and represent the combined income and capital return for the specified period. They are net of fees and costs, pre-tax and assume the reinvestment of distributions. The investment returns shown are historical and no warranty can be given for future performance.
- Investment returns are calculated using US\$ net asset values after deduction of fees and costs and before tax. The investment returns shown are historical and no warranty can be given for future performance.
- Investment returns are calculated using net asset values, after deduction of fees and before tax. The investment returns shown are historical and no warranty can be given for future performance.

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6. FUNDS UNDER MANAGEMENT

Platinum's fee income is calculated as a percentage of FUM and in some cases a fee based on performance. The success of Platinum's business and investment model is evidenced by the expansion of its FUM.

Platinum currently manages A\$22.17 billion (28 February 2007) with approximately 20% of FUM from investors in New Zealand and the Northern Hemisphere.



The net inflows for Platinum's products for the five years ending 30 June 2006 and the eight months to 28 February 2007 (A\$ millions):

Year to 30 June	8 Months to 28.02.07	2006	2005	2004	2003	2002
Opening FUM	18,985	14,312	12,763	6,881	5,867	3,334
Platinum Trust Funds	1,845	3,218	1,739	1,778	1,023	1,553
MLC - Platinum Global Fund ¹	(257)	(843)	(515)	310	362	745
MLC Life Mandate ²	-	-	(475)	(68)	(110)	73
Management Fee Mandates	162	216	214	134	14	-
Performance Share Fee Mandates	(184)	81	384	1,270	188	13
Net Funds Flow ³	1,566	2,672	1,347	3,424	1,477	2,384
Investment Performance	1,621	2,001	202	2,458	(463)	149
Closing FUM	22,172	18,985	14,312	12,763	6,881	5,867

Source: Platinum

¹ Closed to new investors on 30 June 2005.

² Platinum Investment Management Limited resigned as Manager in June 2005.

³ Includes the annual distribution paid to unit holders.

7. REVENUES

7.1 FEE SUMMARY

Platinum Asset Management generates the majority of its revenues from three different types of fees:

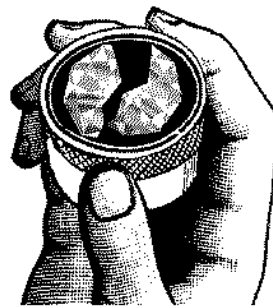
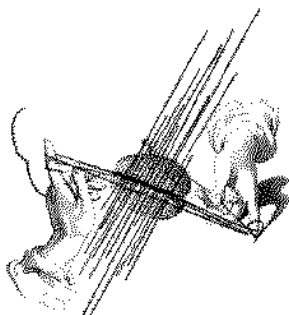
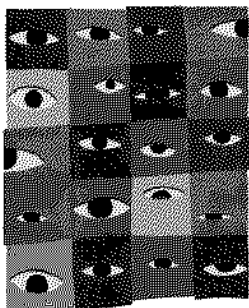
Management and Administration Fees - these fees are specified separately and calculated based upon the current market value of FUM at the time of calculation (which may be daily, monthly or quarterly).

Performance Share Fees - a fee based on a proportion of an Investment Mandate's investment performance. It is calculated at the end of each calendar year and is based upon the actual performance of the Investment Mandate for the year. Should the actual performance of an Investment Mandate be negative for a calendar year, no Performance Share Fee would be payable from that Investment Mandate for that year. Historically, Performance Share Fees have been a volatile and material source of fee revenue to Platinum.

Performance Fees - a fee that is calculated at the end of each financial year (30 June) and is based upon a fund's investment return over and above a specified benchmark. Should the actual performance of a fund be lower than the applicable benchmark then no performance fee would be payable from that fund for the financial year. This fee applies to the Platinum Trust Funds (as of 28 February 2007, only \$53 million of \$14.3 billion is subject to the Performance Fee) and Platinum Capital Limited.

The level and type of fee charged varies for each of the Platinum Trust Funds or Investment Mandates. For a unit trust product, the trust's constitution specifies the maximum management and administration fees that may be charged and the current PDS specifies the management and administration fees that are applicable during the life of the PDS. For Investment Mandates, the contractual arrangement specifies the level and type of fee payable to Platinum; the terms of these contracts are confidential between the parties.

The MLC - Platinum Global Fund is no longer open to new investors, although existing investors as of 30 June 2005 can continue to make additional investments in that fund. Platinum's experience to date has been that this fund is experiencing gradual net redemptions and its FUM is declining.



7.2 HISTORICAL AND FORECAST FEE REVENUES

Platinum's fee revenue since its establishment and the forecast fee revenue are as follows (in \$ millions):

Fee Type	June 07 ^f	June 06	June 05	June 04	June 03	June 02	June 01	June 00	June 99	June 98	June 97	June 96	June 95
Management and Administration Fees	255 ¹	209	151	108	64	41	24	16	10	10	9	8	4
Performance Share Fees	38 ¹	80	43	46	8	8	5	26	5	4	3	8	4
Performance Fees	0 ¹	0	0	0	2	9	5	0	0	0	0	0	0
Total Fees	293¹	289	194	154	74	58	34	42	15	14	12	16	8

^f Forecast – represents the actual results to 28 February 2007, together with the forecast of the four months to 30 June 2007.

¹ Actual earned at 31 December 2006.

7.3 FEETYPES

The table below shows the split of FUM across Platinum's products and current fee structures as of 28 February 2007 (in \$ millions):

	Management Fee	Administration Fee	Performance Share Fee	Performance Fee	FUM at 28/2/07 \$
Platinum Trust Funds	1.40%	0.10%	n/a	n/a	14,232
Platinum Trust Funds – Performance Fee Option	0.75%	0.10%	n/a	15.0%	53
Investment Mandate	1.40%	n/a	n/a	n/a	936
Investment Mandates – Performance Share Fees ¹	Confidential	n/a	Confidential	n/a	3,557
MLC - Platinum Global Fund ¹	Confidential	n/a	n/a	n/a	3,182
Platinum Capital Limited	1.50%	n/a	n/a	10.0%	212
Total					22,172

n/a - fee not applicable to product

¹ Each Investment Mandate has differing fees and terms, which are confidential.

All fees quoted are exclusive of GST.

8. PRODUCT DISTRIBUTION

Platinum Asset Management offers investors a range of global equity unit trusts, as well as regional and industry unit trusts through the Platinum Trust Funds or through shares in Platinum Capital Limited.

Platinum Asset Management also manages a small number of individually managed investment portfolios.

Platinum Asset Management clients comprise both Direct and Indirect Investors.

8.1 DIRECT INVESTORS

A Direct Investor is one who has invested directly with Platinum Asset Management (either advised or non-advised) and one with whom Platinum Asset Management is able to communicate directly. Currently there are approximately 35,000 Direct Investors.

In addition, Platinum Asset Management communicates directly with unit holders in the MLC - Platinum Global Fund (approximately 45,000) and with the shareholders of Platinum Capital Limited (approximately 11,000). Platinum Asset Management also communicates directly with investors in the Bermudian funds; the Platinum Fund Limited and the Platinum Japan Fund Limited.

8.2 INDIRECT INVESTORS AND WRAP PLATFORMS

An Indirect Investor is one who invests through an intermediary administration platform (IDPS, Wrap, Public Offer Super Fund etc) and has generally been advised by an investment specialist or financial planner.

Whilst Platinum Asset Management is not aligned to any platform, it is well represented on many platforms. Approximately 60% of Platinum Asset Management's fund inflows come from these platforms.

The platforms that carry Platinum Asset Management's products are listed in the table below.

Platform	Super*							Non-Super						
	PIF	PAF	PEF	PJF	PIBF	PIHF	PITF	PIF	PAF	PEF	PJF	PIBF	PIHF	PITF
Australia														
AON Master Trust	✓							✓						
ARC Master Trust	✓													
ASGARD	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓
Asteron Portfolio Services	✓	✓	✓	✓	✓									
AustChoice (SMF)	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓
Australian Skandia	✓	✓	✓					✓	✓	✓				
Bendigo Super Plan	✓													
BT Investment Funds								✓						
BT Wrap/Super Wrap	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
BT Wrap Essentials	✓							✓						
Fiducian Portfolio Services	✓							✓						
Finium Super Master Plan	✓													
Freedom of Choice Portfolio Service	✓							✓						
FSP Prestige Plus/Super Fund	✓	✓	✓	✓				✓	✓	✓	✓			
Generations (AXA)	✓							✓						
Great Southern PST	✓													
IOOF Investment Management	✓							✓						
Macquarie Fusion Funds								✓						
Macquarie Super Options	✓													

	Super*							Non-Super						
Platform	PIF	PAF	PEF	PJF	PIBF	PIHF	PITF	PIF	PAF	PEF	PJF	PIBF	PIHF	PITF
Australia														
Macquarie Wrap Solutions	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓
Mercer Portfolio Service	✓	✓	✓	✓	✓			✓	✓	✓	✓	✓		
MLC MasterKey Custom	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓
MLC MasterKey Investment	✓							✓						
National All in One Investment								✓						
Navigator	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓
Net Wealth	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓
OneAnswer (ING)	✓							✓						
Perpetual WealthFocus	✓	✓						✓	✓					
Perpetual's Portfolio Services	✓							✓						
Portfolio Advantage (GS JBWere)								✓	✓	✓	✓	✓	✓	✓
Premium Choice	✓	✓		✓	✓		✓	✓	✓		✓	✓		✓
Questor - The Portfolio Service	✓	✓	✓	✓				✓	✓	✓	✓			
ShareInvest Separately Managed Accounts								✓	✓					
Smartsave Member's Choice	✓													
Spectrum Super (SMF)	✓	✓		✓										
SUMMIT (AXA)	✓	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓		✓
Suncorp Easy Invest/Super	✓							✓						
Synergy Capital	✓	✓		✓			✓	✓	✓	✓	✓			✓
The Corporate Super Master Trust (Citigroup)	✓													
Tidswell	✓	✓	✓	✓					✓		✓			
UBS Wealth/Asset Advisory								✓	✓	✓	✓	✓	✓	✓
Wealthcare Investment								✓						
Wholesale Access Fund (AET)	✓	✓	✓	✓										
Zurich Master Super	✓													
New Zealand														
	Super							Non-Super						
Aegis	✓	✓	✓	✓			✓	✓	✓	✓	✓			✓
Grosvenor Investment Services	✓	✓		✓	✓			✓	✓		✓	✓		
Private Portfolio Services	✓							✓						
Select Investment Service	✓							✓						

LEGEND

PIF - Platinum International Fund

PEF - Platinum European Fund

PIBF - Platinum International Brands Fund

PITF - Platinum International Technology Fund

PAF - Platinum Asia Fund

PJF - Platinum Japan Fund

PIHF - Platinum International Health Care Fund

Please note that in most cases the above names are for the main master trust/IDPS provider. There may be a badged offering/s behind these providers which may or may not offer all the funds mentioned.

* may include allocated pension products

9. PLATINUM'S PORTFOLIO MANAGEMENT TEAM

Platinum Asset Management employs an investment team of 25 staff. This team has a cumulative funds management experience of 221 years; 109 of which has been at Platinum Asset Management.

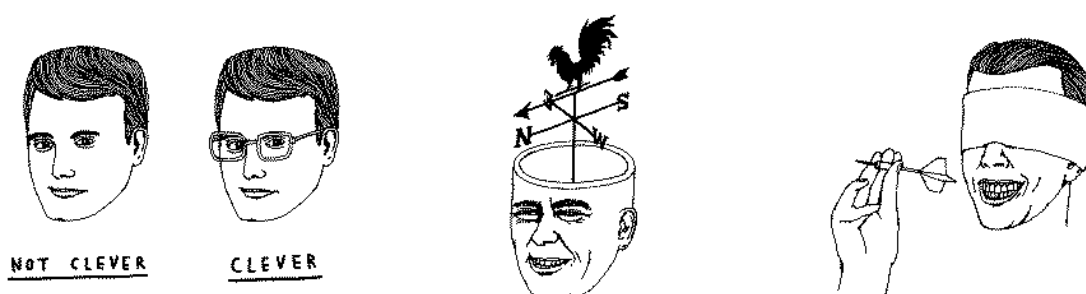
The Portfolio Managers are Kerr Neilson, Andrew Clifford, Jim Simpson, Toby Harrop, Simon Trevett, Alex Barbi and Jacob Mitchell.

The Portfolio Managers are also supported by analysts who do not have responsibility for a particular portfolio but who are typically responsible for two global sectors each (except in Japan, where, because of language issues, analysts are specifically dedicated to that country). The analysts have varying backgrounds and qualifications, including law, medicine, science, engineering and IT.

As shown in the table below, the Portfolio Managers have worked together for a number of years (both at Platinum Asset Management and previously at Bankers Trust Australia), ensuring that Platinum Asset Management's investment philosophy and process have been deeply embedded in the team.

9.1 EXPERIENCE OF PLATINUM ASSET MANAGEMENT'S PORTFOLIO MANAGEMENT TEAM

Person	Role	Age	Years at Platinum	Investment years experience
Kerr Neilson	Managing Director, Chief Investment Officer Portfolio Manager – Platinum International Fund	57	13	38
Andrew Clifford	Deputy Chief Investment Officer Portfolio Manager – Platinum Asia Fund	41	13	19
Jim Simpson	Portfolio Manager – Platinum Japan Fund	39	13	17
Toby Harrop	Portfolio Manager – Platinum European Fund	36	13	14
Simon Trevett	Portfolio Manager – Platinum International Brands Fund and Platinum International Health Care Fund	46	4	7
Alex Barbi	Portfolio Manager – Platinum International Technology Fund	43	8	17
Jacob Mitchell	Portfolio Manager – Platinum Unhedged Fund	37	6	12



9.2 PORTFOLIO MANAGER'S BIOGRAPHIES

Kerr Neilson BCom (UCT), AISP

Kerr Neilson has over 30 years of experience in financial markets both in broking and funds management. This involved a period in London, followed by managing the research department for a stockbroker in South Africa. Upon migrating to Australia, he joined Bankers Trust, where he made important contributions to the development of that company's highly successful retail funds management division.

Kerr left Bankers Trust as an Executive Vice President to form Platinum Asset Management in February 1994. He is the Managing Director and the Chief Investment Officer.

Andrew Clifford BCom (Hons) (UNSW)

Andrew is a founding shareholder. He is the Deputy Chief Investment Officer. Previously he was a Vice President of Bankers Trust Australia covering Asian equities and managing the BT Select Markets Trust - Pacific Basin Fund.

Andrew is the portfolio manager of the Platinum Asia Fund.

Jim Simpson BEcon (ANU)

Jim is a founding shareholder. Previously he worked with Coopers & Lybrand Corporate Services division and spent four years at Bankers Trust Australia, where his responsibilities included analysis of Asian companies with an emphasis on Japan, South Korea, Hong Kong, Singapore and Malaysia.

Jim has regional responsibility for Japan and is the portfolio manager of the Platinum Japan Fund.

Toby Harrop BCom (Hons) (Melb)

Toby started his career at Bankers Trust in Sydney as a graduate trainee where his responsibilities included analysis of European equities and monitoring of currency markets.

He is a founding shareholder of Platinum. Toby is head of European equities and continues to supervise currency strategy. Toby is the portfolio manager of the Platinum European Fund.

Alex Barbi BBus Adm (Hons) (Milan)

Alex joined Platinum Asset Management in August 1998. Previously he worked in corporate finance both in Milan and Sydney, having started his professional career with a six year stint as an investment analyst at Istituto Mobiliare Italiano.

Alex is the portfolio manager of the Platinum International Technology Fund and as such has direct responsibility for several sectors of information technology.

Simon Trevett BSc (Southampton), ACA, ACIS, ACIM

Simon joined Platinum in May 2002, having previously worked for three years at BT Financial Group as an international equities analyst covering the global health care sector. Prior to joining the Finance industry, Simon spent twelve years working for leading consumer goods companies such as The Smiths Snackfood Company, Kellogg, John West Foods and Unilever, in mainly financial roles. Simon gained valuable experience as the Finance Director at The Smiths Snackfood Company before broadening his experience in an operational role as the Customer Services Director running their highly respected sales forces.

Simon manages the Platinum International Brands Fund as well as the Platinum International Health Care Fund in conjunction with Dr Bianca Elzinger.

Jacob Mitchell BCom (UWS)

Jacob joined Platinum in August 2000. Previously he was a Director of Research at UBS Warburg and a fund manager at Tyndall Australia. His responsibility includes global business and industrial services as well as a country brief for India. Jacob manages the Platinum Unhedged Fund.

10. EMPLOYMENT ARRANGEMENTS AND REMUNERATION

The retention of skilled staff is critical to Platinum and the loss of those staff is a key business risk.

The market for experienced funds management professionals is competitive and the costs to attract and retain key personnel are significant.

The remuneration practices and policies followed by Platinum are designed to enhance and support the continuity of the Platinum business.

Platinum considers that its staff are well remunerated.

At the Prospectus Date, there were 66 staff including Executive Directors, portfolio managers, analysts and administration staff.

10.1 REMUNERATION POLICY FOR EXECUTIVE DIRECTORS AND STAFF

Executive Directors remuneration will be determined by the Remuneration Committee and may consist of salary, bonuses or other elements. Any equity based remuneration for Executive Directors will be subject to Shareholder approval where required by ASX Listing Rules.

Executive Directors may also be reimbursed for their expenses properly incurred as Directors.

Remuneration for Directors is disclosed in Section 16.6.

None of the non-Executive or Executive Directors are being offered, pursuant to this Prospectus, any Options or Performance Rights by Platinum under the OPRP.

Staff are paid, what Platinum considers to be, market-related salaries together with bonuses.

10.2 OPTION AND PERFORMANCE RIGHTS PLAN

10.2.1 Options

Certain portfolio managers, analysts and other Employees are being invited under this Prospectus to apply for Options under the OPRP. Those Options will only be granted if the Offer proceeds.

The Options are options to take up Shares and have a \$5 strike price (the same as the Offer Price for the Shares). The Options vest after four years and have a further two year exercise period.

Platinum intends to offer 27,010,467 Options to these Employees. If all of these Options are issued, this will represent 4.81% of the issued Shares upon completion of the Offer.

In order to reward and retain key Employees, additional Options may be issued under the OPRP or other incentive plans, over time, in compliance with the Corporations Act and relevant ASIC relief.

10.2.2 Performance Rights

Employees who do not receive an invitation to apply for Options under the OPRP will generally be granted Performance Rights to take up Shares. The Performance rights will only be issued if the Offer proceeds.

The Performance Rights are rights to take up Shares and have no strike price. The Performance Rights vest after three years and have a further two year exercise period.

Platinum intends to offer 372,703 Performance Rights to eligible Employees. If those Performance Rights are issued, this will represent 0.07% of the issued Shares upon completion of the Offer.

In order to reward and retain key Employees, additional Performance Rights may be issued under the OPRP or other incentive plans, over time, in compliance with the Corporations Act and relevant ASIC relief.

10.2.3 Terms

A summary of the key terms of the OPRP is set out in Section 16.4.

The Prospectus for the offer of Options and Performance Rights to Employees comprises in addition to this Prospectus:

- the plan rules, which set out the general terms and conditions of the OPRP; and
- the Options and Performance Rights offer letters, which set out the particular terms and conditions of the offer of Options or Performance Rights being made to Employees.

No Options or Performance Rights will be issued on the basis of this Prospectus later than 13 months after the Prospectus Date.

10.3 EMPLOYMENT CONTRACTS

All Staff, including the Executive Directors, have entered into the same standard employment contract. This contract has no extraordinary terms or conditions.

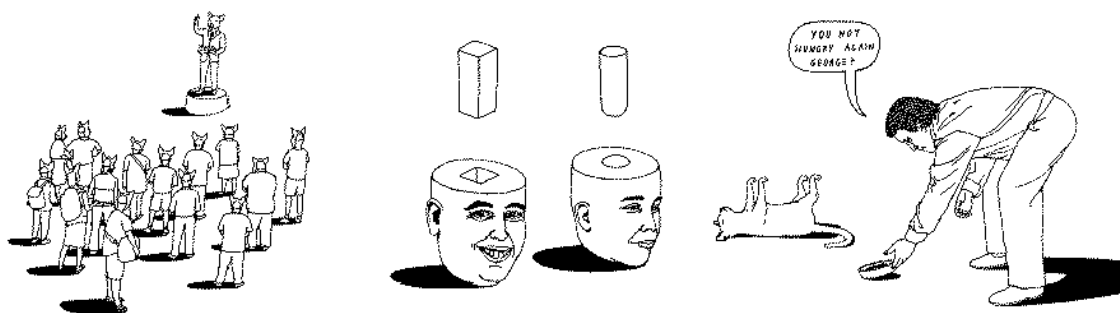
There are no 'lock-in' or 'restraint of trade' conditions. The contract has a one month termination clause.

10.4 NON-EXECUTIVE DIRECTOR REMUNERATION

The non-Executive Directors are remunerated for their services as Directors. That remuneration must not exceed in aggregate a maximum sum which Shareholders fix in a General Meeting. The current maximum aggregate amount fixed by Shareholders is \$2 million per annum (including superannuation contributions). This amount was fixed by Shareholders at the 10 April 2007 General Meeting.

Remuneration for non-Executive Directors is disclosed in Section 16.6.

Non-Executive Directors may also be reimbursed for their expenses properly incurred as Directors.



11. THE AUSTRALIAN FUNDS MANAGEMENT MARKET

11.1 OVERVIEW

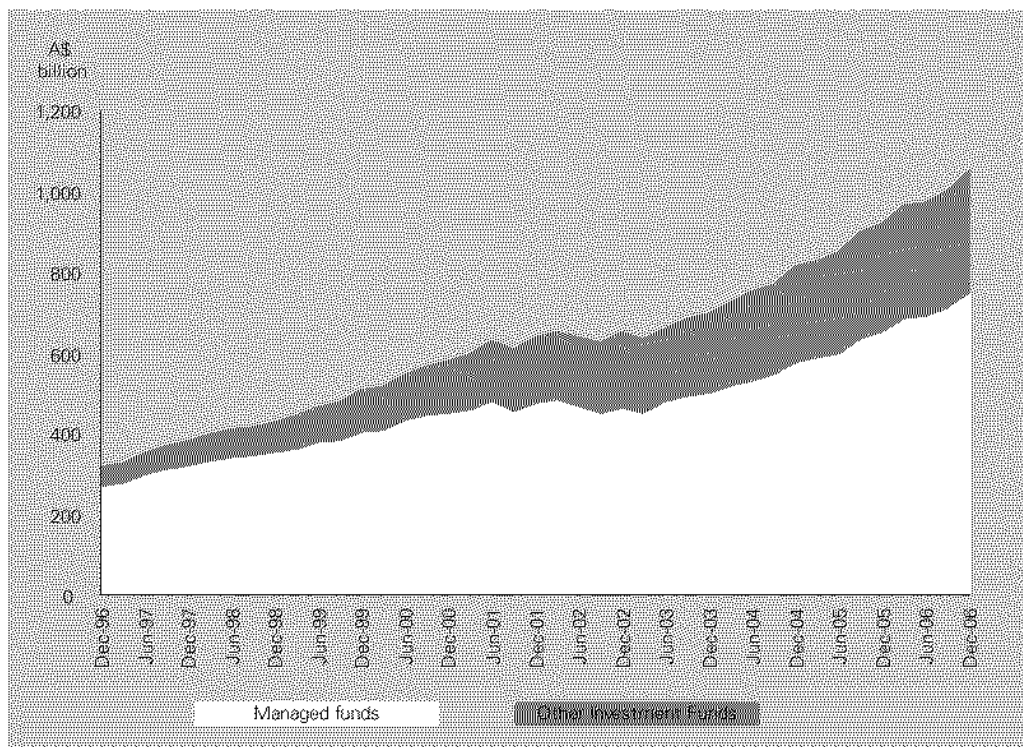
The context for Platinum's business operations is the Australian funds management industry which manages more than \$1.1 trillion for over nine million Australian investors. These funds are invested via structures such as super and non-super managed funds (unit trusts) and life insurance products. The managed funds component totals around \$750 billion¹.

Over the last decade, the growth of the Australian managed fund industry has been driven by the Superannuation Guarantee Scheme, a government mandated scheme for the compulsory provision of superannuation by employers for their employees, and the favourable tax treatment of superannuation.

- Total consolidated assets of Australian investment funds grew by \$142 billion to \$1,096 billion in 2006. Australian investment fund assets have more than tripled since 1996, with a compound annual growth rate ("CAGR") of 11.8%¹.
- Superannuation funds dominate the Australian investment management market. Since December 1996 superannuation funds under management have increased by a CAGR of 14% to A\$597 billion¹.
- The continued growth in Australia's pool of assets has increased demand for global investment products. In the December quarter of 2006, foreign assets held were 21.7% of total Australian investment funds, up from 15% in 1996. New non-Australian fund management groups have been established and existing ones have expanded operations in Australia¹.

US-based Cerulli Associates has described Australia's retail funds management market as "the most sophisticated retail fund management marketplace outside of the US." A recent report by Boston Consulting Group states that Australia is home to the world's fastest growing high-net-worth investor market.

11.2 A DECADE OF GROWTH²



¹ Axiss Australia, Data Alert 1 March 2007. Axiss Australia is the body established by the Commonwealth Government to enhance Australia's position as a global financial service centre.

² Australian Bureau of Statistics, Managed Funds Australia, December Quarter 2006 (Catalogue 5655.0).

11.3 AUSTRALIA'S SUPERANNUATION POOL

The increasingly important role played by superannuation in the managed funds industry over the last 15 years is a direct result of the significant restructuring of Australia's retirement income arrangements undertaken in the mid-1980s and early 1990s³.

The Superannuation Guarantee Scheme, introduced in 1992, now requires employers to pay 9% of an employee's salary into a superannuation account.

Recently, a number of taxation and other incentives were brought into effect to further encourage individuals to save for retirement, which could lead to further growth in Australian superannuation assets³.

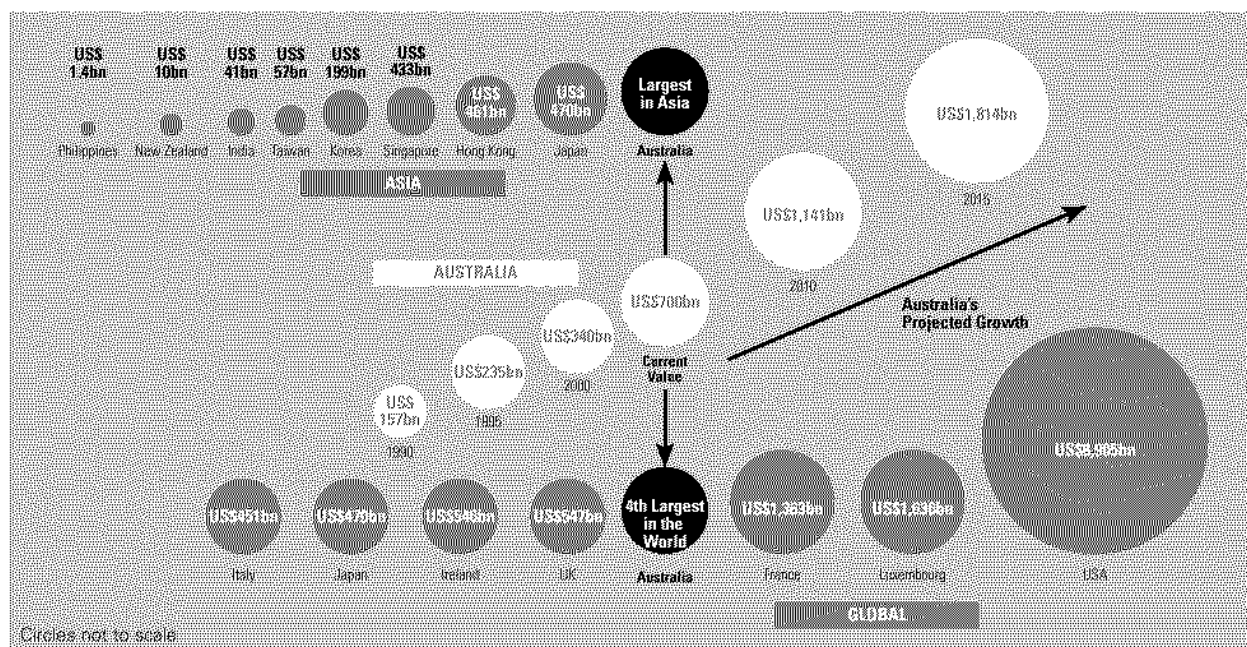
The move to compulsory superannuation was largely responsible for the increase in superannuation coverage of the workforce from around 40 per cent in the mid-1980s to over 90 per cent more recently³. Superannuation products dominate the Australian managed funds industry, accounting for some 73 per cent of managed funds, as of September 2003.

There has been a steady growth seen in the numbers of Self Managed Super Funds ("SMSFs"), which are primarily made up of individuals, families or small businesses with one to four members. The number of SMSFs increased by 48,690 in the two years to 30 June 2005⁴. Growth in public sector funds has been dampened by ongoing consolidation in the public sector. In addition, the trend towards accumulation benefit structures has led – at the margin – to slower growth in corporate funds, as the provision of superannuation benefits has been outsourced.

11.4 AN INDUSTRY WITH GLOBAL SCALE

While a lack of timely data and differences in coverage and definitions make precise cross-country comparisons of investment markets difficult, a global survey of 'mutual funds' conducted by the European based Fédération Européenne des Fonds et Sociétés d'Investissement ranked Australia the fourth largest managed funds market in the world as of December 2003.

11.5 INVESTMENT FUND ASSETS⁵, US\$ BILLION, DECEMBER 2005



3 Axis Australia, Executive Briefing, Managed Funds in Australia Publication.

4 APRA Statistics, Annual Superannuation Bulletin, June 2004 & 2005.

5 Axis Australia, A Global Financial Services Centre Benchmark Report, August 2006.

11. THE AUSTRALIAN FUNDS MANAGEMENT MARKET (CONT)

11.6 ALLOCATION OF ASSETS

A large and growing portion of total assets under management are channelled through investment managers. According to the Australian Bureau of Statistics, assets placed with professional investment managers in Australia increased from \$154 billion in June 1990 to \$1,052 billion in December 2006, a faster rate of growth than in the underlying managed funds pool itself.

During the December quarter of 2006 there was an increase in total funds under management by investment managers of \$50.3 billion (5%) on the revised September quarter figure, bringing the total funds under management to \$1,052 billion.

11.7 MASTER TRUSTS/WRAP ACCOUNTS

One of the most important features of the managed funds market in recent years has been the increase in the use of Wrap Platforms. According to figures from funds management research house ASSIRT, in March 2004 there was an estimated A\$182 billion held in Wrap Platforms.

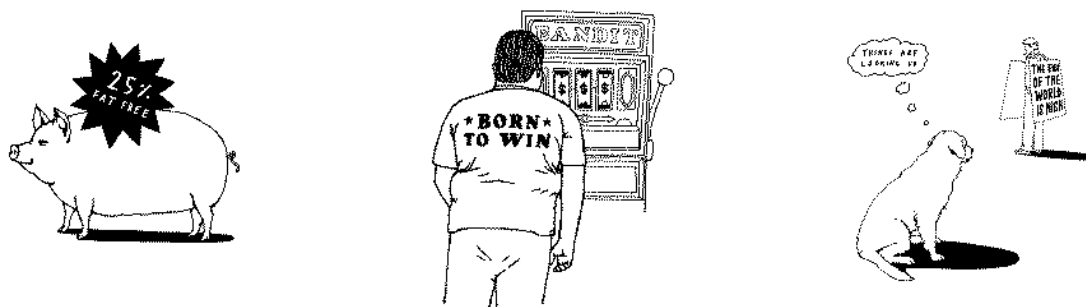
11.8 HOW IS THIS RELEVANT TO PLATINUM?

- Platinum offers its investment services to the fourth largest, and growing, investment market in the world.
- Platinum offers its investment services to the Australian superannuation market, which is supported by government mandated contributions.
- Platinum specialises in investing in global equities, which has experienced a growing allocation of investors' funds.
- Platinum is well represented across Wrap Platforms (refer to Section 8) which are becoming increasingly more important in distributing investment product to investors.
- Platinum has many SMSFs as Direct Investors.

11.9 AUSTRALIAN REGULATORY ENVIRONMENT

The financial services industry in Australia is regulated by ASIC and the Australian Prudential Regulatory Association (APRA). ASIC's mandate is to protect consumers. A financial services licence must be obtained from ASIC to operate a registered scheme (e.g. a unit trust offered to the public) in Australia. Platinum offers the Platinum Trust Funds, which are registered schemes. Platinum has obtained the requisite licence and is subject to the regulation of ASIC.

APRA is the prudential regulator in the Australian financial services industry. Its authority, however, is limited to banking and credit institutions, insurance providers and regulated superannuation funds (except those under the supervision of the ATO). Platinum does not carry out such business activities and does not offer regulated superannuation products. It is, therefore, not subject to direct APRA regulation.



12. FINANCIAL INFORMATION

12.1 INTRODUCTION

This section contains a summary of:

- the pro forma consolidated income statement of Platinum for the years ended 30 June 2005 and 2006 and the six months ended 31 December 2006;
- the pro forma forecast consolidated income statement for the year ending 30 June 2007;
- the pro forma consolidated cash flow of Platinum for the years ended 30 June 2005 and 2006 and the six months ended 31 December 2006;
- the pro forma forecast consolidated cash flow for the year ending 30 June 2007; and
- the pro forma consolidated balance sheets for Platinum as at 31 December 2006 and as at the date of listing.

Refer to Section 13 for the Investigating Accountant's Report issued by PricewaterhouseCoopers Securities Ltd.

The Financial Information set out in this section should be read in conjunction with the assumptions set out in Section 12.5, the sensitivity analysis set out in Section 12.6, the discussions of the Key Risk Factors set out in Sections 1.8 and 14 and other information set out in this Prospectus.

12.2 PREPARATION AND PRESENTATION OF FORECAST FINANCIAL INFORMATION

The Forecast Financial Information assumes the implementation of investment and business decisions and strategies, which are subject to change, and assumes the success of those investment and business decisions and strategies. No assurance can be given that the investment and business decisions and strategies will be effective or that the anticipated benefits from them will be realised in the period for which the Forecast Financial Information has been prepared.

Events and circumstances often do not occur as anticipated and therefore actual results will differ from the Forecast Financial Information. These differences may be material. None of the Vendors, Platinum, the Directors or any other person guarantees or provides any assurance as to the achievement of the Forecast Financial Information. The Forecast Financial Information should not be regarded as a representation or warranty that Platinum will achieve, or is likely to achieve, any particular results. Actual events and outcomes may differ in quantum and timing from those assumed, with material consequential positive or negative impact on Platinum's actual earnings or cash flows.

12.3 SOURCE OF HISTORICAL FINANCIAL INFORMATION

The Historical Financial Information has been prepared under AIFRS and is presented in an abbreviated form. The Historical Financial Information does not contain all of the disclosures and notes applicable to annual reports as required by AIFRS and the Corporations Act.

The Financial Information set out in Section 12.4 of the Prospectus relates solely to the on-going business of Platinum and has been extracted from the unaudited financial statements of Platinum (which is the holding company) and the accounts of its subsidiaries (which are the operating companies), which were audited or reviewed by PricewaterhouseCoopers, who issued unmodified opinions on the financial statements.

12. FINANCIAL INFORMATION (CONT)

12.4 PRO FORMA HISTORICAL AND FORECAST CONSOLIDATED INCOME STATEMENT (\$ THOUSANDS)

	Pro Forma Historicals			Pro Forma Forecast
	For the 12 months ended 30 June 2005	For the 12 months ended 30 June 2006	For the 6 months ended 31 December 2006	For the 12 months ending 30 June 2007
Management fees ¹	145,023	200,119	120,592	244,948
Performance fees ¹	43,065	80,551	38,075	38,292
Administration fees ¹	6,384	8,666	4,933	10,200
Total Fee income	194,472	289,336	163,600	293,440
Other income	4,636	10,557	4,200	7,111
Total income	199,108	299,893	167,800	300,551
Operating and Administrative Expenses:				
Staff ²	(12,001)	(15,020)	(4,395)	(20,590) ²
Custody and unit registry	(5,789)	(8,432)	(4,821)	(10,550)
Professional	(1,237)	(1,038)	(613)	(1,385)
Marketing	(2,923)	(2,835)	(1,790)	(3,840)
Occupancy	(816)	(1,025)	(528)	(1,200)
Research	(878)	(934)	(832)	(1,675)
Technology	(662)	(1,037)	(557)	(1,190)
Depreciation	(604)	(697)	(270)	(700)
Mail house	(330)	(494)	(194)	(420)
Fixed assets scrapped	(12)	(14)	(522)	(600)
IPO, associated reorganisation and related one-off costs	-	-	(1,000)	(19,141)
Miscellaneous	(700)	(404)	(158)	(517)
Total expenses	(25,952)	(31,930)	(15,680)	(61,808)
NPBT	173,156	267,963	152,120	238,743
Tax	(51,632)	(80,397)	(45,636)	(71,858)
NPAT	121,524	187,566	106,484	166,885

¹ Refer to Section 7 for details on fees.

² Includes the expense of the Options and Performance Rights to be issued under the OPRP which is \$783,058 (full year cost \$6,081,196), together with one-off payroll tax of \$1,197,632. Includes a provision for a discretionary bonus that may be paid in June 2007. Includes a provision for non-Executive Director remuneration of \$200,000 (full year cost \$550,000). Refer to Section 10 for discussion of the OPRP.

12.5 FORECAST FINANCIAL INFORMATION ASSUMPTIONS

12.5.1 Directors' Best Estimate Assumptions

The Directors' Best Estimate Assumptions are subject to business, economic and competitive uncertainties and contingencies, many of which are beyond the control of Platinum and the Directors and are not reliably predictable. The industry in which Platinum operates is subject to many external influences, which can materially impact Platinum's financial performance.

Investors should be aware that actual events and outcomes may differ in quantum and timing from those assumed, with material consequential positive or negative impact on Platinum's actual earnings and cash flows. Accordingly, investors should be aware of the risks of placing undue reliance on the information in this Section.

12.5.2 General Best Estimate Assumptions

The material general assumptions made when preparing the Forecast Financial Information are as follows:

- The operating and financial performance of Platinum is influenced by a variety of general economic and business conditions worldwide, including the levels of inflation, interest rates and exchange rates, and government fiscal, monetary and regulatory policies. The Forecast Financial Information assumes that there will be no material changes in these conditions, globally.
- There is no material amendment to any material agreement relating to Platinum's business.
- There are no material acquisitions or disposals during the Forecast Period.
- There are no material changes to the statutory, legal or regulatory environment, including taxation, that would have a material adverse impact on Platinum's operations or trading.
- There are no material changes in industrial, political or economic conditions with respect to the financial services industry and the Australian economy.
- There is no change in key management personnel.
- There are no material beneficial or adverse effects arising from the action of competitors.
- There are no material changes in AIFRS, Statements of Accounting Concepts or other mandatory professional reporting requirements, being Urgent Issues Group Consensus Views and the Corporations Act, which would have a material effect on the Forecast Financial Information.
- The proceeds of this Offer, approximately \$561 million, will be received by the Vendors and not Platinum.

12.5.3 Specific Best Estimate Assumptions

The Financial Forecast has been presented for the 12 months ending 30 June 2007. Actual results for the eight months ended 28 February 2007 have been included in the Financial Forecast.

The following specific best estimate assumptions have been applied in preparing the Pro forma Consolidated Forecast Income Statement of Platinum for the 12 months ending 30 June 2007.

12.5.4 Management fees

The forecast fee income for the 12 months ending 30 June 2007 is based on the actual results to 28 February 2007 and upon the forecast FUM to 30 June 2007, which is based upon recent history.

12.5.5 Performance fees

Refer to Section 7.2.

12.5.6 Administration fees

These fees are charged to recover certain costs such as custody, unit registry costs and some professional and technology costs incurred in respect of the Platinum Trust Funds.

12.5.7 Other income

This represents interest and investment income earned on undistributed profits and share capital. Investments are made in the cash and share markets and in the Platinum Trust Funds. Investments may also be made in other investment markets e.g. bond markets.

12. FINANCIAL INFORMATION (CONT)

12.5.8 Operating and Administrative Expenses

The forecast operating and administrative expenses have been determined for each key expense category.

Staff includes salaries, benefits, on-costs, OPRP costs, recruitment and training. The forecast expense is based on the current headcount and compensation levels and assumes all vacant positions are filled. This forecast includes a provision for a discretionary bonus that may be paid, consistent with prior years, in June 2007.

Custody and unit registry relates to expenses in respect of the Platinum Trust Funds and are charged as a percentage of FUM together with transaction charges. These are recovered through the Administration Fee charged to the Platinum Trust Funds.

Professional includes accounting services, audit fees, tax compliance and advice and legal fees.

Marketing includes expenditure on publications, stationery, brand advertising and investor communication.

Occupancy includes expenditure on rent, electricity, rates and taxes, water, cleaning, security, and maintenance for the business' leased office.

Research includes expenditure on electronic information systems and publications.

Technology includes licensing fees, out-sourced support costs, and external vendor support required to support the infrastructure and applications used within Platinum.

Depreciation includes the depreciation of the fixed assets currently owned by Platinum.

Mail house includes expenditure relating to holding and quarterly statements sent to unitholders in respect of the Platinum Trust Funds.

Fixed assets scrapped includes costs relating to asset disposals, primarily resulting from the relocation to new offices in October 2006.

IPO, associated reorganisation and related one-off costs includes expenditure associated with this Offer of Shares, such as share registry costs, legal fees, taxation advice, stamp duty and Broker's commission.

12.5.9 Tax

Tax is based on a corporate tax rate of 30%, adjusted for certain expenditure such as the impact on the net profit of OPRP charges of \$783,058.

12.6 SENSITIVITY ANALYSIS

The major driver of Platinum's profitability is FUM and investment performance. If global equity market values fell 10% and Platinum's FUM fell in line with global equity markets, then FUM would fall 10%.

Accordingly, the sensitivity of Platinum's results has been presented based on potential changes to the level of Management Fee income for the four months to 30 June 2007. As the Performance Share Fee income has already been earned, potential fluctuations for the remaining four months of the Financial Year 2007 will have no impact.

\$ millions			
Forecast Results for the year to 30 June 2007	10% Decrease in FUM	Forecast	10% Increase in FUM
Management Fee income	240,852	244,948	249,044
NPAT	164,018	166,885	169,752

Assuming the 10% change occurred at the mid-point (i.e. 1 May 2007). If the 10% change occurred on 1 March 2007 then the impact of the change would be doubled, and if it occurred on 30 June 2007, it would have no impact on the forecast.

12.7 PRO FORMA HISTORICAL AND FORECAST STATEMENT OF CASH FLOWS (\$ THOUSANDS)

	Pro Forma Historicals			Pro Forma Forecast
	For the 12 months ended 30 June 2005	For the 12 months ended 30 June 2006	For the 6 months ended 31 December 2006	For the 12 months ending 30 June 2007
Cash flows from operating activities				
Income received from investments	115,921	-	-	-
Interest received	4,304	7,035	3,792	6,650
Dividends received	10	16	13	13
Income from operating activities	179,699	282,840	123,376	293,440
Expenses paid for operating activities	(21,534)	(30,192)	(12,775)	(59,725)
Interest expense	(259)	-	-	-
Income taxes paid	(46,440)	(33,536)	(78,640)	(126,304)
Net cash used by operating activities	231,701	226,163	35,766	114,074
Cash flows from investing activities				
Cost of purchase of investments	(11,455)	(11,829)	(11,161)	(17,708)
Proceeds from sale of investments	12,228	13,087	-	22,030
Purchase of property, plant and equipment	(2,428)	(546)	(1,864)	(2,012)
Net cash used by investing activities	(1,655)	712	(13,025)	2,310
Cash flows from financing activities				
Dividends paid	(81,335)	(121,493)	(187,280)	(324,280)
Proceeds from issue of shares	2,450	16,954	12,301	12,301
Payments (to)/from related parties	(17,696)	-	(23)	12
Subordinated debt	(5,000)	-	-	-
Net cash used by financing activities	(101,581)	(104,539)	(175,002)	(311,967)
 Net Increase/(decrease) in cash held	 128,465	 122,336	 (152,261)	 (195,583)
Cash held at the beginning of the year	5,333	133,793	256,238	256,238
Effects of exchange rate changes on cash	(5)	109	(276)	34
Cash held at the end of the year	133,793	256,238	103,701	60,689

12. FINANCIAL INFORMATION (CONT)

12.8 LIQUID CAPITAL REQUIREMENTS

Platinum Investment Management Limited holds an AFSL and according to the conditions of its license must hold:

- at least \$5 million net tangible assets ("NTA") or NTA of 0.5% of the value of assets held by the Platinum Trust Funds with a minimum NTA requirement of \$50,000 and a maximum NTA requirement of \$5 million; and
- at least \$50,000 in surplus liquid funds ("SLF").

As of 31 December 2006, Platinum Investment Management Limited's NTA was \$138,168,282 and SLF was \$120,656,582.

12.9 PRO FORMA CONSOLIDATED BALANCE SHEET (\$ THOUSANDS)

	Audited Historicals AIFRS 31 Dec 2006	Pro Forma Adjustment	Note	Pro Forma Forecast AIFRS Date of Listing
Current assets				
Cash on deposit	103,701	(36,943)	1	66,758
Trade debtors	61,543	(38,074)	1	23,469
Related party account	36			36
Interest receivables	644			644
Prepayments	379			379
Deferred tax assets	674			674
Total current assets	166,977	(75,017)		91,960
Non current assets				
Financial assets at fair value	14,819			14,819
Fixed assets	2,719			2,719
Total non current assets	17,538			17,538
Total assets	184,515	(75,017)		109,498
Current liabilities				
Payables	5,783			5,783
Income tax payable	27,898	23,437	2	51,335
Deferred tax payable	338			338
Provisions	1,334			1,334
Total current liabilities	35,353	23,437		58,790
Net assets	149,162	(98,454)		50,708
Shareholder's equity				
Contributed equity and reserves	42,361	(1,397)	3(a)	40,964
Retained earnings	106,801	(97,057)	1	9,744
Total equity	149,162	(98,454)		50,708

NOTES

1. Cash on deposit and retained earnings are adjusted as follows (\$ thousands):

	Cash on deposit	Retained earnings
Dividends attributable to the six months ended 31 December 2006	(106,801)	(106,801)
Dividends attributable to the two months ended 28 February 2007	(30,199)	(30,199)
Estimated profit for the period 1 January 2007 to date of listing	78,125	54,688
Performance fees received	38,074	-
Forecast costs expected to be incurred on the float of Platinum shares	(16,142)	(16,142)
Consolidation adjustment for historical Platinum retained earnings	-	1,397
	(36,943)	(97,057)

2. Additional tax provisions are provided for income taxes payable on the profit for the period 1 January to date of listing.
3. The accounting for the restructuring of the shareholdings in PAPL (refer to Section 15.13) results in the following:
 - a. The share capital of Platinum is calculated as follows (\$):

Original capital subscribed	100
New shares issued	629,091,085
Total share capital	629,091,185
Capital reserve	(588,127,324)
Total contributed equity and reserves	40,963,861

- b. There is no requirement for the recognition of intangible assets as a result of the restructure.



12. FINANCIAL INFORMATION (CONT)

12.10 CAPITAL STRUCTURE

The ownership structure of Platinum immediately prior to, and at the completion of (assuming a sale of 20% of the issued Shares), the Offer is shown in the table below:

	As at Prospectus Date		At completion of the Offer	
	Shares	%	Shares	%
Vendors	561,000,000	100	448,800,000	80
New Shareholders	0	0	112,200,000	20
Total	561,000,000	100	561,000,000	100
Full Dilution effect of Options and Performance Rights to be issued under the OPRP				
Employees and Vendors			476,183,170	81
Other Shareholders			112,200,000	19
Total			588,383,170	100

12.11 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

12.11.1 Principles of Consolidation

The consolidated financial statements incorporate the assets and liabilities of all entities controlled by Platinum as at 31 December 2006 and the results of all controlled entities as at the date of listing. Platinum and its controlled entities together are referred to in its financial report as the consolidated entity. The effects of all transactions between entities in the consolidated entity are eliminated in full.

12.11.2 Revenue Recognition

Revenue is recognised as it is earned. Management and Administration fees are earned either daily, monthly or quarterly and are based on a percentage of FUM (refer to Section 7).

Performance Share Fees and Performance Fees (refer to Section 7) are earned at the end of a calendar year or a financial year, respectively. Accordingly these fees are not accrued until they are earned.

12.11.3 Employee Entitlements

Liabilities for Employees' entitlements to salaries and annual leave are accrued at nominal amounts calculated on the basis of current salary rates. Liabilities for long service leave are accrued in respect of all Employees at the present values of future amounts. Contributions to Employee superannuation plans are charged as an expense as the contributions are paid or become payable.

Liabilities for wages and salaries and annual leave expected to be settled within 12 months of the reporting date are recognised in current liabilities and are measured at the amounts expected to be paid when the liabilities are settled.

Liabilities for long service leave are measured as the present value of expected future payments to be made in respect of services provided by Employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of Employee departures and periods of service.

13. INVESTIGATING ACCOUNTANT'S REPORT



The Board of Directors
Platinum Asset Management Limited
Level 8, 7 Macquarie Place
SYDNEY NSW 2000

PricewaterhouseCoopers
Securities Ltd
ACN 003 311 617
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10 April 2007

Dear Directors

Investigating Accountant's Report on Historical and Forecast Financial Information and Financial Services Guide

We have prepared this report on the historical and forecast financial information of Platinum Asset Management Limited ("Platinum") and its subsidiaries ("Platinum Group") for inclusion in a Prospectus, dated 10 April 2007 (the Prospectus) relating to the sale of shares in Platinum.

Expressions defined in the Prospectus have the same meaning in this report.

The nature of this Report is such that it should be given by an entity which holds an Australian Financial Services Licence under the Corporations Act 2001. PricewaterhouseCoopers Securities Ltd is a controlled entity of PricewaterhouseCoopers and holds the appropriate Australian Financial Services Licence.

SCOPE

You have requested PricewaterhouseCoopers Securities Ltd to prepare an Investigating Accountant's Report (the Report) covering the following information ("Financial Information"):

Historical financial information

- a) the Historical Income Statement of Platinum for each of the years ended 30 June 2005 and 2006, and the six months ended 31 December 2006; and
- b) the Historical Balance Sheet as at 31 December 2006 and the Pro Forma Consolidated Balance Sheet as at the listing date, which assumes completion of the contemplated transactions disclosed in Section 12.9 of the Prospectus (the pro forma transactions, collectively, the Historical Financial Information).

FORECAST FINANCIAL INFORMATION

- a) the forecast Income Statement of Platinum for the year ending 30 June 2007 (the Forecasts).

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purposes other than for which it was prepared.

13. INVESTIGATING ACCOUNTANT'S REPORT (CONT)



SCOPE OF REVIEW OF HISTORICAL FINANCIAL INFORMATION

The Historical Financial Information set out in Section 12.4 of the Prospectus has been extracted from the unaudited financial statements of Platinum (which is the holding company) and the accounts of its subsidiaries (which are the operating companies), which were audited or reviewed by PricewaterhouseCoopers that issued unmodified opinions on the financial statements. The Historical Financial Information incorporates such adjustments as the Directors considered necessary to reflect the operations of the Platinum Group going forward. The Directors are responsible for the preparation of the Historical Financial Information, including determination of the adjustments.

We have conducted our review of the Historical Financial Information in accordance with Australian Auditing Standard AUS 902 "Review of Financial Reports." We made such inquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances including:

- an analytical review of the audited financial performance of the operating companies for the relevant historical period;
- a review of work papers, accounting records and other documents;
- a review of the adjustments made to the historical financial performance;
- a review of the assumptions used to compile the pro forma Balance Sheet;
- a comparison of consistency in application of the recognition and measurement principles in Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by Platinum disclosed in Section 12.11 of the Prospectus; and
- enquiry of Directors, management and others.

These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

REVIEW STATEMENT ON HISTORICAL FINANCIAL INFORMATION

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that:

- the pro forma balance sheet has not been properly prepared on the basis of the pro forma transactions;
- the pro forma transactions do not form a reasonable basis for the pro forma balance sheet;
- the Historical Financial Information, as set out in Section 12.3 of the Prospectus does not present fairly:
 - a) the adjusted historical financial performance of Platinum Group for each of the years ended 30 June 2005 and 2006 and the six months ended 31 December 2006; and
 - b) the historical and pro forma balance sheet of the Platinum Group as at 31 December 2006 and the listing date;

in accordance with the recognition and measurement principles prescribed in Accounting Standards and other mandatory professional reporting requirements in Australia, and accounting policies adopted by Platinum disclosed in Section 12.11 of the Prospectus.

SCOPE OF REVIEW OF FORECAST FINANCIAL INFORMATION

The Directors of Platinum are responsible for the preparation and presentation of the Forecasts, including the best estimate assumptions on which they are based.

Our review of the best estimate assumptions the Forecasts was conducted in accordance with Australian Auditing Standard AUS 902 'Review of Financial Reports'. Our procedures consisted primarily of enquiry and comparison and other such analytical review procedures we considered necessary so as to adequately evaluate whether the best estimate assumptions provide a reasonable basis for the Forecasts. These procedures included discussion with the Directors and management of Platinum and have been undertaken to form an opinion whether anything has come to our attention which causes us to believe that the best estimate assumptions do not provide a reasonable basis for the preparation of the Forecasts and whether, in all material respects, the Forecasts are properly prepared on the basis of the assumptions and are presented fairly in accordance with the recognition and measurement principles prescribed in Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies of Platinum disclosed in Section 12.11 of the Prospectus so as to present a view of the Platinum Group which is consistent with our understanding of its future operations.

The Forecasts have been prepared by the Directors to provide investors with a guide to the Platinum Group's potential future financial performance based upon the achievement of certain economic, operating, development and trading assumptions about future events and actions that have not yet occurred and may not necessarily occur. There is a considerable degree of subjective judgement involved in the preparation of Forecasts. Actual results may vary materially from the Forecasts and the variation may be materially positive or negative. Accordingly, investors should have regard to the investment risks set out in Section 14 of the Prospectus.

Our review of the Forecasts that are based on best estimate assumptions is substantially less in scope than an audit examination conducted in accordance with Australian Auditing and Assurance Standards. A review of this nature provides less assurance than an audit. We have not performed an audit and we do not express an audit opinion on the Forecasts included in the Prospectus.

REVIEW STATEMENT ON THE FORECASTS

Based on our review of the Forecasts, which is not an audit, and based on an investigation of the reasonableness of the best estimate assumptions giving rise to the Forecasts, nothing has come to our attention which causes us to believe that:

- a) the best estimate assumptions set out in Section 12.5 of the Prospectus do not provide a reasonable basis for the preparation of the Forecasts;
- b) the Forecasts are not properly prepared on the basis of the best estimate assumptions and presented fairly in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards under the Australian equivalent of the International Financial Reporting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by Platinum disclosed in Section 12.11 of the Prospectus; and
- c) the Forecasts are not based on reasonable grounds.

The underlying assumptions are subject to significant uncertainties and contingencies often outside the control of Platinum. If events do not occur as assumed, actual results achieved by the Platinum Group may vary significantly from the Forecasts. Accordingly, we do not confirm or guarantee the achievement of the Forecasts, as future events, by their very nature, are not capable of independent substantiation.

13. INVESTIGATING ACCOUNTANT'S REPORT (CONT)



SUBSEQUENT EVENTS

Apart from the matters dealt with in this Report, and having regard to the scope of our Report, to the best of our knowledge and belief no material transactions or events outside of the ordinary business of the Platinum Group have come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

INDEPENDENCE OR DISCLOSURE OF INTEREST

PricewaterhouseCoopers Securities Ltd does not have any interest in the outcome of this issue other than the preparation of this Report and participation in due diligence procedures for which normal professional fees will be received.

FINANCIAL SERVICES GUIDE

We have included our Financial Services Guide following our Report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our Report.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Bob Prosser', is written over a horizontal line.

Bob Prosser
Authorised Representative of
PricewaterhouseCoopers Securities Ltd

PRICEWATERHOUSECOOPERS SECURITIES LTD
FINANCIAL SERVICES GUIDE

This Financial Services Guide is dated 10 April 2007

PricewaterhouseCoopers
Securities Ltd
ACN 003 311 617
ABN 54 003 311 617
Holder of Australian Financial
Services Licence No 244572

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1 ABOUT US

PricewaterhouseCoopers Securities Ltd (ABN 54 003 311 617, Australian Financial Services Licence no 244572) ("PwC Securities") has been engaged by Platinum Asset Management Limited ("PAML") to provide a report in the form of an Independent Accountant's Report in relation to the consolidated historical and forecast financial information (the "Report") for inclusion in the prospectus dated 10 April 2007.

You have not engaged us directly but have been provided with a copy of the Report as a retail client because of your connection to the matters set out in the Report.

2 THIS FINANCIAL SERVICES GUIDE

This Financial Services Guide ("FSG") is designed to assist retail clients in their use of any general financial product advice contained in the Report. This FSG contains information about PwC Securities generally, the financial services we are licensed to provide, the remuneration we may receive in connection with the preparation of the Report, and how complaints against us will be dealt with.

3 FINANCIAL SERVICES WE ARE LICENSED TO PROVIDE

Our Australian Financial Services Licence allows us to provide a broad range of services, including providing financial product advice in relation to various financial products such as securities, interests in managed investment schemes, derivatives, superannuation products, foreign exchange contracts, insurance products, life products, managed investment schemes, government debentures, stocks or bonds, and deposit products.

4 GENERAL FINANCIAL PRODUCT ADVICE

The Report contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs.

You should consider your own objectives, financial situation and needs when assessing the suitability of the Report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.

5 FEES, COMMISSIONS AND OTHER BENEFITS WE MAY RECEIVE

PwC Securities charges fees to produce reports, including this Report. These fees are negotiated and agreed with the entity who engages PwC Securities to provide a report. Fees are charged on an hourly basis or as a fixed amount depending on the terms of the agreement with the person who engages us. In the preparation of this Report our fees are charged on an hourly basis.

Directors or employees of PwC Securities, PricewaterhouseCoopers, or other associated entities, may receive partnership distributions, salary or wages from PricewaterhouseCoopers.

6 ASSOCIATIONS WITH ISSUERS OF FINANCIAL PRODUCTS

PwC Securities and its authorised representatives, employees and associates may from time to time have relationships with the issuers of financial products. For example, PricewaterhouseCoopers may be the auditor of, or provide financial services to, the issuer of a financial product and PwC Securities may provide financial services to the issuer of a financial product in the ordinary course of its business. PricewaterhouseCoopers is the auditor and ongoing tax advisor of Platinum.

7 COMPLAINTS

If you have a complaint, please raise it with us first, using the contact details listed below. We will endeavour to satisfactorily resolve your complaint in a timely manner. In addition, a copy of our internal complaints handling procedure is available upon request.

If we are not able to resolve your complaint to your satisfaction within 45 days of your written notification, you are entitled to have your matter referred to the Financial Industry Complaints Service ("FICS"), an external complaints resolution service. You will not be charged for using the FICS service.

8 CONTACT DETAILS

PwC Securities can be contacted by sending a letter to the following address:

PricewaterhouseCoopers
Attn. of Bob Prosser
Darling Park Tower 2
201 Sussex Street
Sydney NSW 2000

14. RISK FACTORS

There are a number of risks, both specific to Platinum and of a general nature, which affect the future performance of Platinum and the value of the Shares. Each of the risks set out below could, if they eventuate, have a material and adverse impact on Platinum's performance, financial position, cash flows, ability to pay Dividends and Share price.

Platinum has taken steps to put in place safeguards, appropriate governance, compliance and risk systems to mitigate risks, but it cannot guarantee that these safeguards and systems will be effective.

Some risks are outside the control of Platinum and the Directors, and cannot be mitigated.

This Section describes a number of risks associated with an investment in the Shares. Prospective investors should note that this list of risks is not exhaustive as not all risks can be foreseen or managed.

None of the Directors, Platinum or any person associated with Platinum guarantees the performance of Platinum, the performance of the Shares offered under this Prospectus, the payment of dividends or the market price at which the Shares will trade.

The key risks associated with Platinum's business are highlighted in Section 1.8 and are further described below. Also described below are risks associated with the Offer.

14.1 RISKS ASSOCIATED WITH PLATINUM'S BUSINESS

The following risks associated with Platinum's business are those which could result in a decrease in FUM or a reduced growth in FUM. Platinum's revenues and profits are predominantly derived from Management Fees, which are charged as a percentage of FUM and Performance Fees and Performance Share Fees, which are payable on the achievement of certain investment performance criteria. A decrease in FUM could result in decreased revenue and profits for Platinum which, in turn, would result in a decrease in the Dividends Platinum pays to Shareholders. Likewise, slower growth in FUM would result in a lower growth in Dividends.

14.1.1 Poor investment performance

Negative investment performance directly reduces FUM. Similarly, poor investment performance could:

- decrease Management, Performance and Performance Share Fees earned by Platinum;
- cause investors to withdraw their money, thereby reducing the Management Fees that Platinum earns;
- affect the ability of Platinum to attract new FUM, thereby impacting its ability to organically grow its business;
- lead to Platinum's removal from the Wrap Platforms through which Indirect Investors invest in Platinum; and
- lead to the removal of Platinum Investment Management Limited as Responsible Entity of some or all the Platinum Trust Funds or the termination of Investment Mandates.

Platinum seeks to mitigate this risk by:

- investing consistently in accordance with its investment processes (refer to Section 4);
- employing skilled staff and experienced portfolio managers (refer to Section 9);
- maintaining a broad portfolio of funds which invest in a range of countries and industry sectors (refer to Section 5); and
- maintaining a presence on a number of Wrap Platforms (refer to Section 8).

14.1.2 Loss of key personnel

Loss of key personnel could result in the loss of clients and an inability to attract new clients.

Platinum relies on its ability to attract, train, retain and motivate highly skilled and qualified Employees in order to run its business. Platinum, as with any service company, is reliant on the continued services of certain managers, analysts and technical personnel to generate future earnings. There can be no guarantee that key personnel will remain committed to Platinum.

Employees are free to leave Platinum at will, subject to an employment contract which requires one month's notice of termination. Platinum's Employees are not subject to lock-in or restraint of trade conditions.

Platinum seeks to mitigate this risk by:

- employing a systematic recruitment programme that ensures there is a steady flow of new talent;
- inculcating its investment philosophy and methodology through training programmes and ongoing supervision and collaboration;
- paying Employees what it considers to be market-competitive remuneration (refer to Section 10);
- marketing the Platinum and Platinum Asset Management brands; and
- maintaining internal knowledge sharing systems to reduce dependence on any particular Employee.

In addition, the Vendors will hold 75-85% of the Shares on issue upon completion of the Offer.

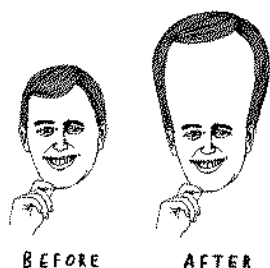
14.1.3 Reduced ability to retain and attract clients

A number of factors affect Platinum's ability to successfully retain current clients and to attract new clients, including:

- investment performance;
- ongoing support from investors and financial planners;
- demand for professional funds management services;
- level of competition in the market for funds management services;
- quality of Platinum's customer service and administration; and
- access to or support from Wrap Platforms.

Platinum seeks to mitigate this risk by:

- marketing the Platinum and Platinum Asset Management brands;
- investing in accordance with Platinum's philosophy and investment process (refer to Section 4);
- investing in employee retention strategies (refer to Section 10); and
- maintaining a number of Platinum Trust Funds on a range of Wrap Platforms (refer to Section 8).



14. RISK FACTORS (CONT)

14.1.4 Investment markets, currency exchange rates and interest rates

As a global equity investor, Platinum is exposed to a range of market risks, currency risks and interest rate risks which may affect the companies and markets in which Platinum invests.

Platinum seeks to mitigate some of these risks by:

- investing in accordance with Platinum's philosophy and investment process (refer to Section 4);
- maintaining a diversified range of fund products focused on diverse regions and industry sectors (refer to Section 5); and
- employing hedging strategies in most products.

Refer to Sections 4.3.2 and 4.3.3 for a description of how these risks are managed.

14.1.5 Wrap Platforms

As referred to in Section 11.7 Wrap Platforms are an increasingly important distributor of investment products offered by fund managers.

There are essentially two types of Wrap Platform - those that charge a 'shelf space' or listing fee and those that require the fund manager to rebate or discount its management fees:

- listing fees - Platinum Asset Management does pay some Wrap Platforms listing fees, but these currently total no more than \$250,000 per annum; and
- discount platforms - Platinum Asset Management does not, as a matter of policy, discount or rebate its Management Fees.

There is a risk that some Wrap Platforms may in the future seek to obtain fee discounts from Platinum. Platinum does not discount or rebate its Management Fees and is most unlikely to do so in the future and consequently would not be represented on those Wrap Platforms. As a result, Platinum could experience a decrease in FUM or a reduced growth in FUM.

14.2 OTHER RISKS ASSOCIATED WITH PLATINUM'S BUSINESS

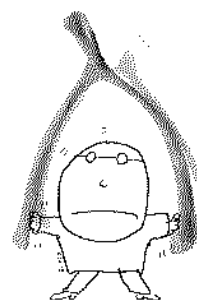
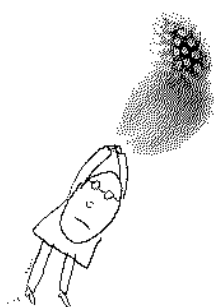
14.2.1 Compliance costs and risks of non-compliance with legislation and regulations

Platinum, as a global investor, is subject to extensive legislation, regulation and supervision by a number of regulatory bodies in multiple jurisdictions.

There is a risk that Platinum or its products and services do not comply, or may in the future fail to comply, with all legislative and regulatory requirements applicable to Platinum. Additionally, legislative and regulatory changes increase Platinum's cost of compliance.

In particular:

- Platinum Investment Management Limited is the Responsible Entity for the Platinum Trust Funds. Platinum Investment Management Limited operates under an AFSL and is subject to the regulatory regime associated with carrying on business pursuant to that AFSL. If ASIC revoked Platinum's AFSL, Platinum would not be able to provide a funds management business in Australia; leaving only overseas Investment Mandates.



- The revised anti-money laundering and counter terrorism financing laws and regulations (including AUSTRAC Rules), if applied to Australian fund managers, may have an impact on Platinum's business. The intrusive anti-privacy nature of these laws and regulations may deter or slow new funds flow and impede new clients from investing, particularly non-Australians. There will be a financial impact arising from computer and other system changes arising as a result of complying with the laws. The impact upon Platinum's business cannot be quantified until the associated regulations are finalised and the laws gradually come into operation.

Platinum mitigates these risks by having an established compliance framework and system in place and in many respects complying with ASX Guidelines on corporate governance.

Refer to Section 15 for a description of Platinum's compliance regime.

14.2.2 Unit pricing error

A risk facing any fund manager is incorrectly calculating a unit price in a unit trust of which it is the Responsible Entity. Most unit pricing errors are very small and make little difference to an investor's investment value. However, large errors are possible and may result in Platinum becoming liable to compensate investors for any loss, which would, in turn, lead to reduced earnings.

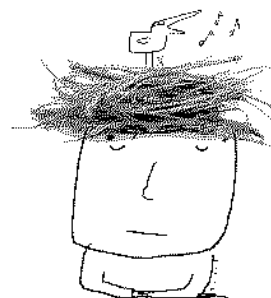
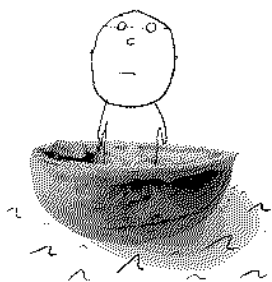
Platinum out-sources its unit pricing function to State Street Australia Limited. Platinum, as the Responsible Entity of the Platinum Trust Funds, bears the risk of any pricing error made by State Street Australia Limited. To manage this risk, Platinum runs a parallel pricing function to ensure that both Platinum and State Street Australia Limited arrive at the unit price independently. Additionally, Platinum does not offer any 'taxed' products (e.g. superannuation funds) which reduces this risk. Platinum also has a professional indemnity insurance policy in place which mitigates this risk.

14.2.3 Litigation risk

Platinum could become subject to litigation in relation to professional negligence, investment losses, product liability claims, claims arising under customer contracts or other litigation.

Platinum maintains public liability and investment manager's insurance (including professional indemnity and Director's and Officer's liability insurance). Despite these protections it is possible that claims not covered by insurance may arise which could have an adverse effect on Platinum's financial performance and reputation which would, in turn, lead to reduced earnings.

To the knowledge of the Directors, there is no litigation of a material nature pending or threatened that may significantly affect Platinum.



14. RISK FACTORS (CONT)

14.2.4 Other risks

- **Technology Risk** - Platinum is dependent upon its application software and hardware technology platforms. If any of Platinum's business operations or systems are damaged or disrupted, Platinum could suffer financial loss, liability to clients, regulatory problems or damage to its reputation. Platinum mitigates the risk of failure or loss of these platforms by maintaining its Business Continuity Plan, Disaster Recovery Plan, Disaster Recovery Site and by running parallel records with clients and custodians.
- **Employee risk** - Platinum's business is dependent on the performance of people. Accordingly, any matter which negatively affects the ability of Platinum's people to perform poses a risk. Platinum mitigates this risk by maintaining a Business Continuity Plan and a Disaster Recovery Plan.
- **Counterparty risk** - Platinum deals with a number of financial counterparties in the ordinary course of business and is subject to the risk of a bankruptcy in one or any of them. Platinum mitigates this risk by dealing with a broad range of organisations held in good standing.
- **Changes to superannuation legislation** - The Superannuation Guarantee Scheme currently requires employers to pay 9% of an employee's salary into a superannuation fund. Some of Platinum's clients are superannuation funds. If the Scheme is amended, there is a risk that Platinum's FUM, or growth in Platinum's FUM, could decrease.
- **Loss of distribution channels** - Platinum does not employ any sales or marketing staff. Consequently, Platinum is dependent upon the support of investors and financial planners, who invest with Platinum.
- **Competition risk** - Platinum could face increased competition, including from new entrants, which could adversely affect its ability to attract or retain clients at current fee levels.

14.3 RISKS ASSOCIATED WITH THIS OFFER

14.3.1 Capital structure risks

Upon completion of the IPO the Vendors will collectively hold 75-85% of the Shares and, accordingly, may be in a position to exert significant influence over the outcome of matters relating to Platinum, including the election of Directors and the approval of transactions. The interests of Vendors may be different from the interests of investors who purchase Shares in the IPO.

In addition, there is no mechanism in place which restricts the Vendors from selling Shares in the market at any time in the future other than Platinum's Corporate Governance Policies and the Corporations Act. Refer to Section 1.4 for a description of the Vendors' intentions.

14.3.2 Indemnity risk

Platinum and its subsidiaries, Platinum Asset Pty Limited and Platinum Investment Management Limited, are entitled under Deeds of Indemnity ("Indemnity Deeds") to the benefit of certain representations, warranties and indemnities given to them by parties described in Section 15.13.

Platinum Investment Management Limited is acting as a Vendor of Shares under this Offer and accordingly, with others, is responsible pursuant to the Corporations Act for this Prospectus.

There is a risk that a liability will arise in respect to this Offer, this Prospectus or the period prior to the transfer of Shares under this Offer which is not recoverable under the Indemnity Deeds. There is also a risk that one or more amounts payable under an Indemnity Deed will not be adequate to satisfy a liability of the type to which the Indemnity Deed applies or that some or all of those amounts will not be recoverable from the counterparty to the Indemnity Deed.

14.3.3 Share market risks

The price of the Shares on ASX may trade above or below the Offer Price due to numerous factors that may affect the market performance of Platinum and are beyond the control of Platinum and the Directors, including:

- general economic conditions, including changes in inflation rates, interest rates and exchange rates;
- variations in the domestic and international markets for listed stocks;
- changes to government policy, legislation or regulation;
- inclusion or removal from market indices; and
- general operational and business risks.

In particular, the share prices for many companies may reflect a diverse range of non-company specific influences such as acts of terrorism and the general state of the economy. Such market fluctuations may materially adversely affect the price of the Shares.

In addition, there can be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few or many potential buyers or sellers of the Shares on ASX at any time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders who acquire Shares under the Offer receiving a market price for their Shares that is less or more than the Offer Price that Shareholders paid.

14.3.4 Dilution

Shareholders will be diluted by any Options or Performance Rights issued under the OPRP and which are exercised for Shares in Platinum.

Investors will also be diluted by any Options or Performance Rights issued in the future under the OPRP.

Investors may also be diluted by future capital raisings by Platinum. Platinum has no current plans for future capital raisings.

14.3.5 General investment risks

- **Taxation** - changes to tax legislation and regulation, or their interpretation, may adversely affect the value of an investment in Shares and may affect Shareholders differently.
- **Economic environment** - economic conditions in Australia and globally will affect Platinum's business and financial condition. Any protracted slow down in economic conditions or adverse changes in such factors as the level of inflation, interest rates, exchange rates, government policy (including fiscal, monetary and regulatory policies) and employment rates, among others, are outside the control of Platinum and the Directors and may result in materially adverse impacts on the business and its operating results. A number of external factors may cause clients and potential clients to reduce, delay, or cancel investing in Platinum's products, including:
 - stock market losses, poor investment returns or volatility;
 - a weakening or downturn of the financial services and funds management industries; and
 - fluctuations, disruptions or instability in the financial services industry or global or domestic economies.
- **Accounting Standards** - Changes in accounting standards or in the interpretation of those accounting standards that occur after the Prospectus Date may impact adversely on Platinum and/or increase the costs associated with Platinum's business. Such changes may adversely affect Platinum's financial condition.
- **Acts of terrorism and breakout of international hostilities** - Acts of terrorism or an outbreak of international hostilities may adversely affect the demand for Platinum's products and adversely impact Platinum's financial condition. This, or an associated sentiment change with respect to the share market in a market in which Platinum invests, could have a negative impact on the value of an investment in Platinum.

15. CORPORATE GOVERNANCE

15.1 GOVERNANCE, COMPLIANCE AND RISK

Platinum has established corporate governance, compliance, and risk frameworks consistent with ASX Guidelines, Australian standard AS 3806-2006 Compliance Programme, and Australian/New Zealand standard AS/NZS 4360:2004 Risk Management. Key aspects of these frameworks are summarised as follows.

15.2 BOARD COMPOSITION

The Board comprises a majority of independent Directors, including its Chair. Its current membership has an appropriate balance between Directors with investment management experience and Directors with an alternative perspective. The Board considers its size is conducive to effective discussion and efficient decision making.

Michael Cole BEcon (SYD), MEcon (SYD), FFin

Independent non-Executive Director, Chair of Board

Appointed 10 April 2007

Michael has over 30 years experience in the investment banking and funds management industry. He was an Executive Director/Executive Vice President at Bankers Trust Australia for over a decade.

Michael is currently Chairman of the following organisations: SAS Trustee Corporation (State Super) and Ironbark Capital Limited. He is a Director of NSW Treasury Corp, IMB Limited and Winchester Property Services Limited.

Bruce Coleman BSc (UN), BCom (UN), CA, FSIA

Independent non-Executive Director, Chair of Remuneration Committee

Appointed 10 April 2007

Bruce has worked in the Finance and Investment industry since 1986. He was the CEO of MLC Investment Management from 1996 to 2004. He has held various directorships and senior executive roles within MLC Limited, Lend Lease and the National Australia Banking group. He was a former Director of MLC Limited from 2001 to 2004.

Bruce is also a Director of Platinum Capital Limited.

Margaret Towers CA

Independent non-Executive Director, Chair of Audit Committee

Appointed 10 April 2007

Margaret is a Chartered Accountant and has over 25 years experience in the financial markets.

Margaret brings her extensive experience in funds management and investment banking businesses to the Board, with particular emphasis on Compliance, Operational Risk Management and Technology. This experience was gained across all these disciplines as an Executive Vice President at Bankers Trust. Margaret currently acts as an independent consultant to a number of Australian Financial Institutions across a broad range of initiatives and was previously with Price Waterhouse.

Kerr Neilson BCom (UCT), AISP

Managing Director

Appointed 12 July 1993

Refer to Section 9.2.

Malcolm Halstead CA

Finance Director, Company Secretary

Appointed 20 February 2007

Malcolm has been the Finance Director and Company Secretary of Platinum Investment Management Limited and Platinum Capital Limited since their formation in 1994. He has over 25 years experience in the funds management industry. Prior to Platinum, Malcolm was a Vice President at Bankers Trust Australia. Previously, he had worked for Price Waterhouse, Sydney, and Jolliffe Cork, London.

15.3 BOARD RESPONSIBILITIES

Platinum's Constitution confers on the Board the power to manage the business of Platinum, subject to the Corporations Act, Listing Rules and specific provisions of the Constitution. The Board has adopted a Charter, a copy of which is available at Platinum's website. The Charter sets out (among other things) the responsibilities of the Board and the role of the Chair and Managing Director.

The key responsibilities of the Board include:

- ensuring Platinum has an appropriate framework in place to identify and effectively manage business risks and monitor its operation and findings;
- monitoring business performance and the company's financial position;
- regularly assessing the performance of management and the Board;
- overseeing the integrity of financial accounts and reporting; and
- monitoring compliance with regulatory, legal and ethical standards.

15.4 BOARD COMMITTEES

Under Platinum's Constitution, the Board may establish a committee to perform some of its responsibilities. The Board has established an Audit Committee and a Remuneration Committee. Departing from ASX Guidelines, a nomination committee has not been established at this time, as the full Board itself undertakes this role.

15.4.1 Audit Committee

The Audit Committee consists of three independent Directors; Margaret Towers (Chair), Bruce Coleman and Michael Cole.

The Board considers that the Audit Committee has the appropriate financial expertise to fulfil its mandate. A Charter has been established to regulate the operation of the Committee. A copy is available at Platinum's website.

As set out in the Charter, the principal role of the Audit Committee is to assist the Board in fulfilling its responsibilities relating to the financial reporting and accounting practices of the company. Its key responsibilities are to:

- review the financial information presented by management;
- consider the adequacy and effectiveness of the company's administrative, operating and accounting controls as a means of ensuring that the company's affairs are being conducted by management in compliance with legal, regulatory and policy requirements;
- review any significant compliance issues affecting the company and monitor actions taken by management;
- review recommendations from the finance director and/or external auditor on key financial and accounting principles to be adopted by the company; and
- recommend to the Board the appointment of external auditors and monitor the conduct of audits.

The Audit Committee has no management responsibility. Performance of the Committee is reviewed annually by the Board.

15.4.2 Remuneration Committee

The Remuneration Committee consists of three independent Directors; Bruce Coleman (Chair), Michael Cole and Margaret Towers.

The primary function of this committee is to make recommendations to the Board on:

- executive remuneration and incentive policies;
- recruitment, retention and termination policies for senior executives;
- superannuation arrangements; and
- the remuneration framework for Directors.

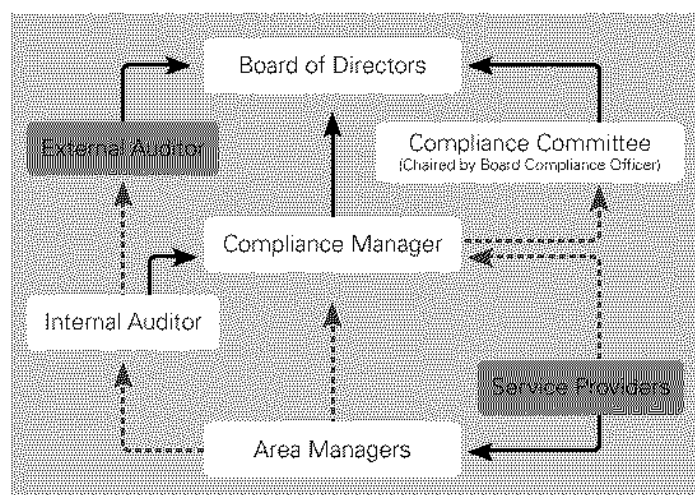
The Remuneration Committee has no management responsibility. Performance of the Committee is reviewed annually by the Board. A Charter has been established and regulates the operation of the Committee. A copy is available at Platinum's website.

15. CORPORATE GOVERNANCE (CONT)

15.5 COMPLIANCE

Platinum has established a compliance framework to prevent, detect and remediate contraventions of laws (as applicable to Platinum's business activities). Compliance measures, processes and procedures are established and monitored against Platinum's legal obligations, compliance risks and changing regulatory environments.

A Compliance Committee (comprising a majority of external members) is in place and chaired by the Board's Compliance Officer. The Compliance Manager oversees the operation (and completeness) of the framework and facilitates reporting to the Committee and the Board. Managers within each of the key operational areas of Platinum have been assigned compliance responsibilities, which include developing staff awareness of compliance obligations relevant to their role. Platinum's compliance reporting structure is depicted below:



15.6 RISK MANAGEMENT

Platinum has implemented a formal programme to identify and analyse the key financial, strategic, operational and compliance risks impinging on Platinum's key and support processes. It allows the necessary controls and policies to be implemented that deliver a graduated approach to governance and best practice, and provides comfort as to whether the overall process is functioning.

As part of this risk management programme, Platinum has an established Whistleblowers Policy, which has been drafted in consideration of the protections afforded whistleblowers under the Corporations Act (Part 9.4AAA).

A summary of Platinum's Risk Management Policy is available at Platinum's website.

15.7 AUDIT

15.7.1 External

The Board, in consultation with the Audit Committee, appoints external auditors who demonstrate quality and independence. PricewaterhouseCoopers were appointed as Auditors to the Company on 21 February 2007.

PricewaterhouseCoopers have been auditors to Platinum Asset Pty Limited, Platinum Investment Management Limited, Platinum Capital Limited and the Platinum Trust Funds since their inception.

PricewaterhouseCoopers regularly rotates audit partners in accordance with professional standards and their own firm's independence policies. PricewaterhouseCoopers provide an annual declaration of their independence to the Audit Committee.

The performance of PricewaterhouseCoopers is reviewed annually by the Audit Committee.

15.7.2 Internal

Platinum has an internal audit function, primarily responsible for co-ordinating monthly testing (and results thereof) of the key controls of nominated areas under Platinum's risk management framework. Ad-hoc audits are also undertaken at the request of the Board, Audit Committee, Compliance Committee or management. The internal auditor liaises with external Auditors and ensures any audit recommendations are implemented by management.

15.8 DIRECTORS' CODE OF CONDUCT

The Board has adopted a Code of Conduct (the Code) which is based upon the Australian Institute of Company Directors' Code of Conduct. In summary, the Code requires that at all times the Directors act with the utmost integrity, objectivity and in compliance with the law and Platinum's policies. A copy of the Code is available on Platinum's website.

15.9 SHARE TRADING

Under Platinum's Share Trading Policy, Directors and Employees of Platinum and its subsidiaries are prohibited from trading Shares or exercising Options or Performance Rights issued by Platinum during the following periods:

- from 31 December (each year) until the next business day after announcement of the half-yearly financial results to ASX;
- from 30 June (each year) until the next business day after announcement of the annual financial results to ASX; and
- any other "black-out period" in place.

Generally, when the above restrictions are not in force, Directors and Employees may trade Shares or exercise Options or Performance Rights issued by Platinum for the three weeks commencing the next business day after Platinum's announcement of its monthly FUM to ASX.

All changes to Directors' shareholdings are reported to ASX.

15.10 CONTINUOUS DISCLOSURE

The Board is committed to observing Platinum's disclosure obligations under the Corporations Act and its obligations under the Listing Rules from the date of listing. All relevant information provided to ASX will be promptly posted on Platinum's website.

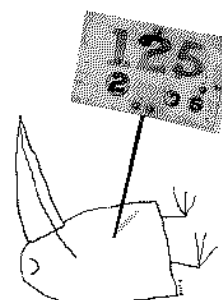
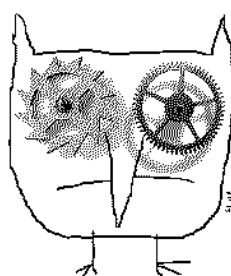
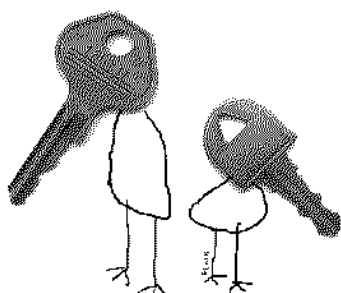
A copy of Platinum's Continuous Disclosure Policy is available on Platinum's website.

15.11 COMMUNICATIONS TO SHAREHOLDERS

The Board aims to ensure that shareholders are informed of all major developments affecting the company's state of affairs. Information will be communicated to shareholders through the company's annual report, annual General Meeting, half-yearly results announcements, monthly continuous disclosures to ASX and Platinum's website.

The Board has nominated the Company Secretary to be responsible for all communications with ASX and ensuring compliance with the continuous disclosure requirements with ASX Listing Rules. The Company Secretary oversees and co-ordinates the distribution of information to ASX, Shareholders, the media and the public.

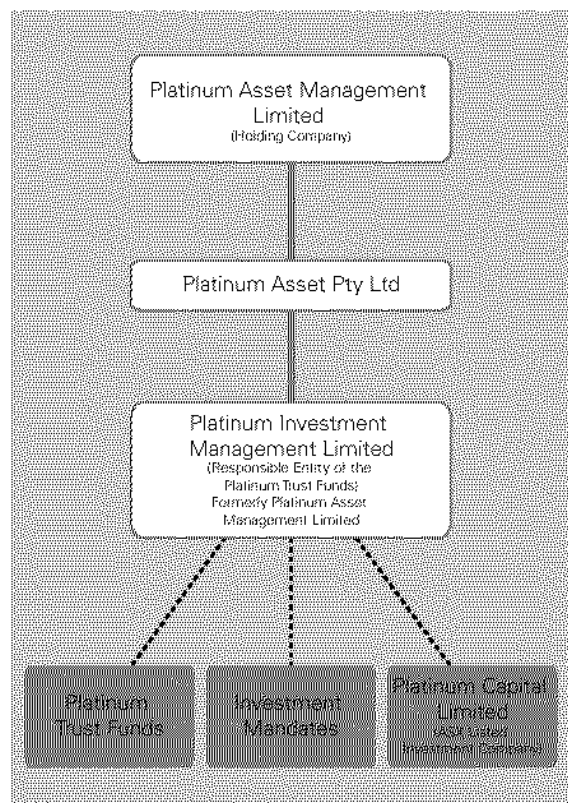
A copy of Platinum's Communication Policy is available on Platinum's website.



15. CORPORATE GOVERNANCE (CONT)

15.12 CORPORATE STRUCTURE

Platinum's corporate structure (following completion of the Offer) is set out below.



In the preceding diagram the dotted lines represent an investment management relationship.

15.13 REORGANISATION

15.13.1 Background

Platinum has undertaken a restructure ("Restructure") in preparation for the Offer. Prior to the Restructure, legal title to all of the issued share capital in Platinum Asset Pty Limited ("PAPL") was held by Platinum Investment Management Limited ("PIML") as nominee for a range of beneficial owners who are Employees (and/or their nominated family entities) of Platinum Investment Management Limited.

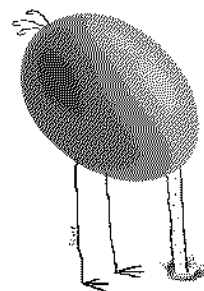
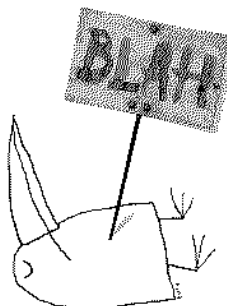
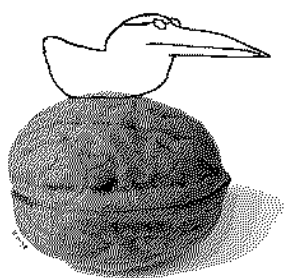
15.13.2 Restructure

The purpose of the Restructure was to create an identifiable consolidated group under PAML and to facilitate the sale of a proportion of the Shares in PAML.

In order to prepare PAML for the Offer, PAML sold or transferred all of its assets other than its beneficial interest in shares in PAPL and sufficient cash to meet its year to date income tax liability.

PAML split its then issued capital of 100 ordinary shares into 435,181,783 ordinary shares and through a series of scrip for scrip offers, PAML acquired 100% of the beneficial interests in PAPL in consideration for the issue of 125,818,217 ordinary shares in PAML.

The shareholders in PAPL entered into a shareholder exit deed with PIML and PAPL for the purposes of providing the necessary consents for the Restructure and to finalise and terminate all existing arrangements as between them in relation to PAPL and their PAPL shares.



Prior to PAML making an offer to acquire the issued shares in McRae Pty Limited ("McRae"), which had an interest in PAPL, McRae sold or transferred all of its assets other than its beneficial interest in shares in PAPL and sufficient cash to cover its year to date income tax liability. Pursuant to a share sale deed between PAML, PIML and the McRae shareholders, PAML acquired McRae in consideration for the issue of 38,793,950 fully paid ordinary shares in PAML to PIML as nominee for the McRae shareholders.

The prior Shareholders of PAML and McRae provided representations and warranties to PAML in relation to the financial position of PAML and McRae (respectively) prior to the Restructure, title to the PAPL shares, tax and other pre-Restructure liabilities and agreed to indemnify PAML against loss or claim arising from or in connection with a breach of the representations and warranties. Those representations, warranties and indemnities are subject to certain limitations as to time (two years for claims other than tax claims and seven years for tax claims). Those representations, warranties and indemnities also exclude liability for indirect or consequential loss, loss of profit, economic loss and punitive or exemplary damages. The accounts of PAML and McRae for the period to 28 February 2007 were reviewed by the Investigating Accountants.

PAML then made offers to all of the owners of the remaining beneficial interests in PAPL (except for McRae). Pursuant to individual share sale deeds entered into between PAML, PIML and the holders of the remaining beneficial interests in PAPL, PAML acquired their PAPL shares in consideration for the issue of 87,024,267 fully paid ordinary shares in PAML to PIML, as their nominee.

As a result of the share split and the scrip for scrip offers, PAML now has 561,000,000 ordinary shares on issue and holds 100% of the issued share capital of PAPL. PAML converted from a private company to a public company and changed its name to Platinum Asset Management Limited.

Persons with relevant interests in PAML representing 96.2% of the issued capital (prior to the sell down under this Offer) have entered into a deed of indemnity pursuant to which they have agreed to indemnify Platinum against:

- claims for liability under the Corporations Act in connection with this Prospectus and the Offer;
- loss from or in connection with any breach or non-performance by Platinum of the Offer Management Agreement; and
- any un-provided tax to be paid by Platinum in respect of the period from completion of Restructure to close of the Offer.

Those indemnities are subject to certain limitations as to time (two years for claims other than tax claims and seven years for tax claims). Those indemnities also exclude liability for indirect or consequential loss, loss of profit, economic loss and punitive or exemplary damages.

Those persons are severally liable to the extent of their respective percentage interests in Platinum at the time of the Offer.

15.13.3 The Vendors

The Vendors are Platinum Investment Management Limited and Judith Lydia Patricia Neilson (spouse of Managing Director, Kerr Neilson who may be contacted c/o PIML). PIML is a subsidiary of Platinum Asset Management Limited but also acts as a nominee, and, in that capacity, is the registered holder of Shares in which certain Employees and entities associated with those Employees have a relevant interest (Underlying Persons).

Following the Offer PIML will hold 17.9% of the Shares and JLP Neilson will hold 62.1% (assuming 20% of the Shares are sold under the Offer). The Shares held by PIML are held as nominee for various Underlying Persons, one of whom is AM Clifford whose relevant interest in the Shares, in respect of which PIML is the registered holder is 6.2%. Except as set out above, no Underlying Persons will have a relevant interest in more than 5% of the issued Shares upon completion of the Offer.

Each of the Underlying Persons may deal with their Shares in their absolute discretion. There are no restrictions on the disposal of those Shares, other than compliance with the law and Platinum's corporate governance policies.

16. ADDITIONAL INFORMATION

16.1 CONSTITUTION AND RIGHTS ATTACHING TO SHARES

The rights and liabilities attaching to the Shares are as set out in the Constitution, and, in certain circumstances, are regulated by the Corporations Act, the Listing Rules, the ASTC Settlement Rules and general law. The following is a summary of the principal rights and liabilities of Shareholders. It is not exhaustive and is qualified by the full terms of the Constitution.

16.1.1 Voting

Subject to any voting restrictions imposed under the Corporations Act and the Listing Rules, on a show of hands, each individual who is a Shareholder, or a proxy, attorney or representative of a Shareholder, entitled to vote has one vote. On a poll, every Shareholder entitled to vote who is present in person or by proxy, attorney or representative has one vote for every fully paid share held, and each partly paid share held has a fraction of the vote equal to the proportion which the amount paid bears to the total issue price of the share.

The quorum required for a meeting of Shareholders is two voting Shareholders. The Chair has a casting vote in the event of an equal number of votes for and against a resolution at a meeting of Shareholders.

When there are two or more joint Shareholders and more than one of them is present at a General Meeting, in person or by proxy or attorney or representative and tenders a vote in respect of the shares, Platinum will count only the vote cast by, or on behalf of, the Shareholder whose name appears first in Platinum's Register of Shareholders.

16.1.2 Dividends

Subject to the Constitution, the Corporations Act, the Listing Rules and the terms of the shares on issue, the Board may resolve to pay any Dividend it thinks appropriate and fix the time for payment. Subject to the terms of the shares on issue, the Board may pay a Dividend on one class of shares to the exclusion of another class.

Each share of a class on which the Board resolves to pay a Dividend carries the right to participate in the Dividend in the same proportion that the amount, for the time being, paid on the share (excluding any amount paid in advance of calls) bears to the total issue price of the share.

The Constitution contains a provision allowing the Board to automatically reinvest any unclaimed Dividends (after six months of the date of payment of the relevant Dividend) as additional Shares, unless the Board determines that the unclaimed Dividends are to be invested or used by the Board for the benefit of Platinum until claimed or otherwise disposed of according to law. This provision will only come into effect at such time as the Board activates the Dividend Reinvestment Plan.

16.1.3 Issue of further Shares

The Board may, on behalf of Platinum, issue, grant options over or otherwise dispose of un-issued shares to any person on the terms, with the rights and at the times that the Board decides. The Board must act in accordance with the restrictions imposed by the Constitution, the Listing Rules, the Corporations Act and any rights for the time being attached to the shares in any special class of those shares.

16.1.4 Variation of class rights – preference shares

Platinum may issue preference shares (including shares that are liable to be redeemed). Subject to the Corporations Act, if Platinum issues different classes of shares, or divides issued shares into different classes, the rights attached to shares in any class may only be varied or cancelled with the written consent of the holders of 75% of the issued shares of the affected class, or by Special Resolution passed at a separate meeting of Shareholders of the issued shares of the affected class.

Subject to the terms of issue of shares, the rights attached to a class of shares are not treated as varied by the issue of further shares of that class.

16.1.5 Transfer of Shares

Subject to the Constitution, the Corporations Act, the ASTC Settlement Rules and the Listing Rules, Shares are freely transferable by any means.

The Board may refuse to register a transfer of Shares if the registration of the transfer would create a new holding of an Unmarketable Parcel, so long as such refusal does not contravene the Corporations Act, the Listing Rules and the ASTC Settlement Rules. The Board must not register a transfer to a subsidiary of Platinum and must not register a transfer if the applicable laws forbid registration.

The decision of the Board relating to the registration of a transfer is absolute. Failure to give notice of refusal to register any transfer as may be required under the Corporations Act or the Listing Rules does not invalidate the decision of the Board.

16.1.6 Sale of unmarketable parcels

Once in any 12 month period, the Board can give written notice to the Shareholder who holds an unmarketable parcel stating the Board's intention to sell the unmarketable parcel. The Shareholder, has six weeks after the notice (or lesser period given by the Corporations Act or the Listing Rules), at which time, unless the Shareholder notifies Platinum that their Shares are not to be sold, Platinum will sell the unmarketable parcel.

This power to sell lapses if a takeover is announced after the Board gives notice and before the Board enters into an agreement to sell the Shares.

A sale of Shares includes all Dividends payable and other rights attaching to them. The Board may decide on the manner, time and terms of the sale and will pay for all the costs associated with the sale.

16.1.7 General meetings and notices

Platinum must hold an Annual General Meeting within 18 months of registration at least once each calendar year and within five months of the end of its financial year.

Each Shareholder is entitled to receive notice of and attend, and subject to the law and the Listing Rules, vote at General Meetings of Platinum and to receive all notices, accounts, and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

16.1.8 Winding up

If Platinum is wound up, the liquidator may, with the sanction of a special resolution divide the assets of Platinum among the Shareholders in kind, and may for that purpose fix the value of assets and decide how the division is to be carried out as between the Shareholders and different classes of Shareholders, and vest assets of Platinum in trustees of any trusts for the benefit of the Shareholders as the liquidator thinks appropriate.

The liquidator cannot compel a Shareholder to accept a marketable security in respect of which there is a liability as part of the distribution of assets of Platinum.

16.1.9 Directors – voting

The Constitution states that the minimum number of Directors is three and the quorum of a Board meeting is two Directors.

A resolution of the Board must be passed by a majority of the votes cast by Directors entitled to vote on the resolution. In the case of an equality of votes, the Chair of the meeting has a second or casting vote, except at any meeting at which only two of the Directors are entitled to vote or the Chair is not entitled to vote. If the Chair does not have a casting vote, then the resolution is decided in the negative.

16. ADDITIONAL INFORMATION (CONT)

16.1.10 Directors' and Officers' indemnity

To the extent permitted by law, Platinum shall indemnify each officer of Platinum and its wholly-owned subsidiaries against a liability incurred in that capacity, unless the liability arises out of conduct involving a lack of good faith.

Platinum may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or Employee in defending an action for a liability or in resisting or responding to actions taken by a government agency or a liquidator.

Platinum may enter into, and pay premiums on, a contract of insurance in respect of any person. Platinum may also enter into an agreement with a person who is or has been an officer of Platinum (or any of its subsidiaries) on any terms and conditions that the Board thinks fit.

16.2 DEEDS OF ACCESS, INDEMNITY AND INSURANCE

Platinum has entered into a deed of access, indemnity and insurance with each Director, which confirms the Director's right of access to and copies of Board papers and other records of Platinum and its wholly-owned subsidiaries for any proper purpose concerning the exercise of powers and discharge of duties as a Director and for other permitted purposes. The deed also requires Platinum to indemnify the Director for liability incurred by the Directors as an officer of Platinum and other relevant entities to the fullest extent permitted by the Corporations Act, the *Trade Practices Act 1974* (Cth) and other applicable laws.

The deed provides that Platinum may conduct the defence of any claim and must reimburse the Director for costs and expenses reasonably incurred by the Director in taking any step to defend a claim in the way requested by Platinum. The deed further provides that Platinum must reimburse the Director for the reasonable expense of obtaining independent professional advice to assist the Director in the proper exercise of powers and discharge of duties as a Director.

The deed requires Platinum, subject to the Corporations Act, to use its best efforts to effect and maintain and pay premiums on a policy of insurance which insures the Director against liability as a director and officer of Platinum and other relevant entities from the date of the deed until the later of the date which is seven years after the Director ceases to hold office as an officer of Platinum or an officer or trustee of a relevant entity and the date that an entity ceases to be a relevant entity while the Director continues to hold office as an officer or trustee of the entity.

16.3 DIVIDEND REINVESTMENT PLAN

Platinum has adopted a Dividend Reinvestment Plan (DRP). The DRP is currently not operational and will operate from a date decided by the Board. The Board has not yet determined when, or if, the DRP will commence.

The following are the key features of the DRP which will apply if the DRP commences:

- a. Shareholders may apply to participate in the DRP for all or some of their Shares. A Shareholder may join, vary participation in, or withdraw from, the DRP as provided under the rules of the DRP;
- b. unless the Board determine otherwise, all Shareholders are eligible to participate in the DRP with the exception of Shareholders:
 - i. who have a registered address otherwise than in Australia; or
 - ii. whose participation in the DRP would breach any applicable law.
- c. Platinum will determine whether Shares to be allocated under the DRP will be newly issued Shares or Shares acquired for transfer to Shareholders under the DRP;
- d. all Shares allocated under the DRP will rank equally in all respects with all other issued Shares;
- e. the number of Shares allocated under the DRP is that number of Shares that the dividend would purchase at a price being the market price determined under the DRP less any discount (if any) determined by the Board;
- f. once Shares are allocated under the DRP to participating Shareholders and quoted on ASX, they may be sold by the Shareholder to whom they are allocated;
- g. participating Shareholders pay no brokerage, commission or other transaction costs on Shares allocated under the DRP; and
- h. the Board may underwrite, modify, suspend or terminate the DRP as provided under the rules of the DRP.

16.4 OPTION AND PERFORMANCE RIGHTS PLAN

As described in Section 10, Platinum has established the OPRP to assist in the reward, retention and motivation of eligible Employees and management. The OPRP allows the Board to grant Options or Performance Rights to eligible Employees. Shares issued pursuant to the OPRP will rank equally with other issued Shares.

Under the OPRP:

- The Board will determine the form and the terms and conditions of each grant of Options or Performance Rights in their discretion. An Option or Performance Rights holder will be entitled to exercise Options or Performance Rights once the Board has determined that the terms and conditions to vesting have been satisfied or waived and on exercise, will have rights and interests in Shares.
- Unless otherwise determined by the Board at the time of the grant of Performance Rights, Performance Rights holders will not be required to make any payment for Shares on exercise of Performance Rights.
- Options and Performance Rights will expire in accordance with the terms of the grant and may be subject to forfeit, as determined by the Board, if an Option or Performance Rights holder has committed any act of fraud or defalcation or gross misconduct in relation to the affairs of Platinum or its related entities.
- Option and Performance Rights holders cannot participate in new issues of Shares unless they have exercised their Option or Performance Rights under the OPRP. If Platinum makes a pro rata bonus issue of Shares (other than in lieu or in satisfaction of Dividends or by way of Dividend reinvestment), unexercised Options and Performance Rights will be increased by the number of Shares the holder would have received if the Options and Performance Rights had been exercised. If Platinum makes a pro rata issue of securities (except a bonus issue) to the holders of Shares (other than in lieu or in satisfaction of Dividends or by way of Dividend reinvestment), the exercise price on the Options and Performance Rights will be adjusted as permitted by the Listing Rules.
- In the event of a reorganisation of the Shares of Platinum, the number of Shares to be delivered on exercise of the Options and Performance Rights or the amount payable on exercise will be reorganised in the manner specified in the Listing Rules.
- The Board may at any time buy-back vested or unvested Options or Performance Rights (at market value less exercise price) in accordance with any legal requirements and, subject to the OPRP, on such terms and conditions as the Board determines. The proceeds of any buy-back will cover any costs, expenses or taxes incurred by Platinum, and the balance will be paid to the Option or Performance Rights holder.
- If a change of control occurs in Platinum, the Board may, in its discretion, resolve to waive the vesting conditions in respect of unvested Options or Performance Rights.

16.5 TAXATION INFORMATION

The following information summarises some of the taxation issues you should consider before making an investment. Australian and New Zealand tax laws are complex and subject to continual change. Please consult your tax adviser about the specific implications relevant to your situation. Platinum does not take responsibility for a shareholder's tax treatment of their shareholding in Platinum.

16.5.1 Australian Resident Investors

Dividends paid to Shareholders should be included in assessable income for the year in which they are paid. Where a Dividend is franked and the Shareholder has held their shares at risk for at least 45 days (excluding the acquisition and disposal dates) the associated franking credit should also be included in their assessable income. Such Shareholders should be entitled to a tax offset equal to the amount of the franking credit received. Where the tax offset exceeds the amount of tax otherwise payable, individuals and complying superannuation entities will be entitled to a cash refund of the excess, and companies may be able to create or increase a tax loss. Corporate Shareholders should also be entitled to a credit in their franking account equal to the franking credit attached to the Dividend.

16. ADDITIONAL INFORMATION (CONT)

You are not obliged to quote your tax file number ("TFN"), or where relevant, Australian Business Number ("ABN") to Platinum. However, if a TFN, ABN or exemption is not supplied, tax must be deducted from the unfranked portion of dividends at the highest marginal rate plus Medicare Levy (currently 46.5%).

Investors should generally include any realised capital gain or loss on disposal of their shares in the calculation of their net capital gain or loss for the particular year.

In calculating the taxable amount of a capital gain, a discount of one half for individuals and trusts or one third for complying superannuation entities may be allowed (after applying any capital losses) where the shares have been held for 12 months or more. No discount is allowed in calculating the taxable capital gain of a corporate shareholder.

Where Shares are held as part of a business of investing or for the purpose of profit making by sale, gains realised may constitute ordinary income.

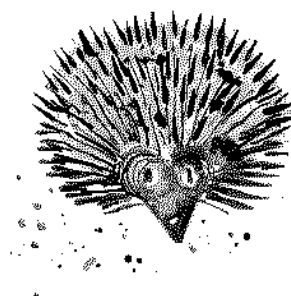
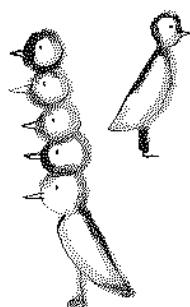
16.5.2 New Zealand Resident Investors

Refer to the New Zealand Investment Statement.

16.6 REMUNERATION OF DIRECTORS

All remuneration of Directors is paid by Platinum Investment Management Limited. The annual remuneration for the Directors is in the table below.

Director		Salary	Maximum Super (SGL)	Total
M Cole	Chair	\$200,000	\$12,686	\$212,686
B Coleman	Chair of Remuneration Committee	\$175,000	\$12,686	\$187,686
M Towers	Chair of Audit Committee	\$175,000	\$12,686	\$187,686
K Neilson	Managing Director	\$400,000	\$12,686	\$412,686
M Halstead	Finance Director, Company Secretary	\$350,000	\$12,686	\$362,686



16.7 INTERESTS OF DIRECTORS IN SHARES

The following table lists Shares in which a Director has a relevant interest, as defined in the Corporations Act, immediately following the Offer:

Director	Relevant Interest
M Cole	200,000 ¹
B Coleman	200,000 ¹
MTowers	20,000 ¹
K Neilson	348,145,426 ²
M Halstead	24,357,260 ²

1 Shares to be sold under this Offer.

2 Assuming 20% of the Shares are sold under this Offer.

No Director has or will be granted any Options or Performance Rights under this Prospectus.

16.8 PRIVACY

If you apply for Shares, you will provide personal information to Platinum and the Registry. Platinum and the Registry will collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration.

Company and tax laws require some of the information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

Platinum and the Registry may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as otherwise authorised under the Privacy Act 1988:

- Vendors and Platinum in order to assess your application;
- the Registry for ongoing administration of the register; and
- the printing and mail house for the purposes of preparation and distribution of statements and for handling of mail.

Under the Privacy Act 1988, you may request access to your personal information held by (or on behalf of) Platinum and the Registry. You can request access to your personal information by telephoning or writing to Platinum through the Registry as follows:

Computershare Investor Services Pty Ltd
Level 3, 60 Carrington Street,
Sydney NSW 2000
Phone 1300 855 080

16.9 OFFER MANAGEMENT AGREEMENT

On 10 April 2007, Platinum and Commonwealth Securities Ltd (Lead Manager), entered into the OMA. Under the OMA, the Lead Manager has agreed to manage the Offer.

16.9.1 Fees

Under the OMA, Platinum must pay to the Lead Manager, a fee of 1.75% (exclusive of GST) on the first \$100 million and thereafter at 1.50% (exclusive of GST) of the gross proceeds raised from the transfer of Shares under the Offer where the applications for those Shares were procured by the Lead Manager or ASB Securities Limited.

These fees will become payable on the settlement date provided that completion has occurred.

16.9.2 Representations, warranties, indemnities and undertakings of Platinum

The OMA contains various representations and warranties that are customary for agreements of this type, including representations and warranties made by Platinum. Platinum must, among other things, not without the prior written consent of the Lead Manager (such consent not to be unreasonably withheld or delayed) during the Offer Period, allot or agree to allot, or indicate in any way that it may or will allot or agree to allot, any shares or other securities in Platinum other than pursuant to the Offer and the OMA, an Employee incentive plan, Dividend Reinvestment Plan or as otherwise described in this Prospectus.

The OMA contains the usual indemnities given by Platinum in favour of the Lead Manager, its affiliates and their Directors, officers, employees, advisers, partners, representatives and related bodies corporate from and against all losses directly or indirectly suffered or incurred by, or claims made against them arising out of or in connection with the Offer.

16. ADDITIONAL INFORMATION (CONT)

16.9.3 Termination

The Lead Manager may terminate its obligations under the OMA at any time before 10.00am on the settlement date, if:

- a. **(listing approvals)** approval is refused or not granted, other than subject to customary conditions to:
 - i. Platinum's admission to the official list of ASX; or
 - ii. the official quotation of all of the Shares on ASX,on or before the quotation approval date, or if granted, the approval is subsequently withdrawn, qualified (other than by customary condition) or withheld; or
- b. **(notifications)** ASIC issues an order under section 739 of the Corporations Act; or
- c. **(withdrawal)** Platinum withdraws this Prospectus and any supplementary prospectus or the Offer or fails to proceed with the Offer.

The Lead Manager is also entitled, if the Lead Manager forms the view that a statement contained in the Prospectus is misleading or deceptive or a matter is omitted which is required, to cease to manage the Offer until the defect is corrected to its reasonable satisfaction.

16.10 INTERESTS OF EXPERTS AND ADVISERS

Except as set out in this Prospectus, no person named in the Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus or a promoter of Platinum or a stockbroker of the Offer:

- a. has any interest, or has had any interest during the last two years, in the formation or promotion of Platinum, or in property acquired or proposed to be acquired by Platinum in connection with the formation or promotion of Platinum or the Offer; or
- b. has been paid any amount or agreed to be paid, and no benefit has been given to any such person, in connection with services provided by the person in the formation or promotion of Platinum.

Blake Dawson Waldron has acted as legal advisers in relation to the Offer, advising on Australian legal matters, the reorganisation of Platinum, listing of the Shares on ASX and Australian legal due diligence enquiries. Blake Dawson Waldron has been paid or is entitled to be paid approximately \$900,000 (exclusive of GST) for services in respect of this work to the Prospectus Date. Further amounts may be paid to Blake Dawson Waldron in accordance with its time-based charge-out rates.

PricewaterhouseCoopers Securities Ltd has prepared the Investigating Accountant's Report included in this Prospectus and has performed due diligence enquiries in relation to financial accounting matters. PricewaterhouseCoopers Securities Ltd has been paid or is entitled to be paid approximately \$250,000 (exclusive of GST) for services to the Prospectus Date.

PricewaterhouseCoopers has also acted as the Auditor and taxation adviser of Platinum. PricewaterhouseCoopers has been paid or is entitled to be paid approximately \$610,000 (exclusive of GST) for services to the Prospectus Date. Further amounts may be paid to PricewaterhouseCoopers in accordance with its time-based charge-out rates.

CommSec will be paid a fee of 1.75% (exclusive of GST) on the first \$100 million and thereafter at 1.50% (exclusive of GST) of the gross proceeds raised from the transfer of Shares under the Offer where the applications for those Shares were procured by the Lead Manager or those through ASB Securities Limited, who will be paid by CommSec out of any fee it receives.

Bell Potter will be paid a fee of 1.75% (exclusive of GST) on \$100 million of the gross proceeds raised from the transfer of Shares under the Offer where the applications for those Shares were procured by the Co-manager.

16.11 VENDOR'S DECISIONS

Vendors will be selling the Shares proportionately based on their current shareholding.

16.12 CONSENTS AND DISCLAIMERS OF RESPONSIBILITY

Each of the parties referred to as consenting parties who are named overleaf:

- a. has not authorised or caused the issue of the Prospectus;
- b. has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based, other than a statement included with the consent of the consenting party as specified in paragraph(s) e. below;
- c. to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statement in or omission from this Prospectus, other than the reference to its name and/or a statement or report included in this Prospectus with the consent of that consent party;
- d. has given and has not, before lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus in the form and the context in which it is named;
- e. in the case of PricewaterhouseCoopers Securities Ltd, has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its consent to the inclusion of:
 1. the Investigating Accountant's Report in this Prospectus in the form and context in which it appears; and
 2. statements in this Prospectus which are based on or referable to statements made in the Investigating Accountant's Report, or which are based on or referable to other statements made by PricewaterhouseCoopers Securities Ltd in the form and context in which they are included.

16. ADDITIONAL INFORMATION (CONT)

Role	Consenting Party
Legal Adviser	Blake Dawson Waldron
Investigating Accountant	PricewaterhouseCoopers Securities Ltd
Taxation Adviser	PricewaterhouseCoopers
Auditor	PricewaterhouseCoopers
Lead Manager	Commonwealth Securities Limited
Co-manager	Bell Potter Securities Limited
Broker	ASB Securities Limited
Registry	Computershare Investor Services Pty Ltd

16.13 COSTS

The total expenses connected with the Offer, associated reorganisation and related one-off costs are estimated at approximately \$19 million and will be paid by Platinum.

16.14 CONSENT TO LODGEMENT

Each Vendor, each Director of PIML and each Director of Platinum has consented to the lodgement of this Prospectus with ASIC in accordance with section 720 of the Corporations Act.

17. GLOSSARY

Term	Definition
AFSL	Australian Financial Services Licence
AIFRS	Australian equivalents to International Financial Reporting Standards
Applicant	a person who submits a valid Application for Shares under this Prospectus
Application	an application to buy Shares under this Prospectus
Application Form	an application form included in or accompanying this Prospectus
Application Monies	funds accompanying an Application
ASIC	Australian Securities and Investments Commission
ASTC Settlement Rules	the business rules of ASX Settlement and Transfer Corporation Pty Limited (ABN 49 008 504 532)
ASX	ASX Limited (ABN 98 008 624 691) or the stock market conducted by ASX Limited, as the context requires
ASX Guidelines	the Principles of Good Corporate Governance and Best Practice Recommendations developed by ASX Corporate Governance Council
ATO	Australian Taxation Office
Audit Committee	the audit committee of Platinum as described in Section 15.4.1
Bell Potter	Bell Potter Securities Limited (ABN 25 006 390 772, AFSL 243480)
Board	the board of Directors of Platinum
Broker(s)	CommSec or Bell Potter (in Australia) or ASB Securities Limited (in New Zealand)
Business Day	has the same meaning as “Business Day” in the Listing Rules
CHESS	Clearing House Electronic Sub-register System
Constitution	the constitution of Platinum Asset Management Limited
Code	the code of conduct for the Board, as described in Section 15.8.
Co-manager	Bell Potter
CommSec	Commonwealth Securities Limited (ABN 60 067 254 399, AFSL 238814)
Corporations Act	<i>Corporations Act 2001 (Cth)</i>
derivative	a security whose price is based on the price of an underlying security. The derivatives often used by Platinum are futures, options, swaps, warrants and convertibles
Direct Investor	an investor who invests directly with Platinum (either financially advised or non-advised) and with whom Platinum directly communicates
Directors	the directors of Platinum Asset Management Limited

17. GLOSSARY (CONT)

Term	Definition
Directors' Forecast	has the meaning ascribed in Section 12
Dividend	Dividend paid by Platinum to Shareholders
DRP	Dividend Reinvestment Plan
EPS	earnings per Share
Eligible Financial Planner	financial planners whom Platinum has invited to participate in the Offer
Employee(s)	Employee(s) of Platinum
Exposure Period	the period of seven days from the Prospectus Date, being the date this Prospectus was lodged with ASIC, during which an Application must not be accepted, subject to any extension by ASIC
FUM, Funds Under Management	funds that are managed by Platinum
GST	Goods and Services Tax
hedge	a transaction which reduces or offsets risk
HIN	Holder Identification Number
IDPS	Investor Directed Portfolio Service
Indirect Investor	an investor who invests through a Wrap Platform (IDPS, Wrap, Public Offer Super Fund etc) and is generally advised
Investigating Accountant's Report	the investigating accountant's report prepared by PricewaterhouseCoopers Securities Ltd and contained in Section 13 of this Prospectus



Term	Definition
Investment Mandate(s)	<p>an investment management services contractual arrangement between Platinum Investment Management Limited and another party, including</p> <ul style="list-style-type: none"> • Platinum Capital Limited (PCL) • Colonial First Choice – Platinum International (CFC) • MLC – Platinum Global Fund (MLC PGF) • The Platinum Fund Limited (Bermuda) (PFL) • The Platinum Japan Fund Limited (Bermuda) (PJFL) • Soros Fund Management (New York, USA)
IPO	Initial Public Offering, comprising the Offer and the subsequent listing on ASX of the Shares
Lead Manager	CommSec
Listing Rules	listing rules of ASX
Management	management of Platinum
MSCI	Morgan Stanley Capital International
New Shareholder	an investor who acquires Shares under the Offer
NPAT	net profit after tax
NPBT	net profit before tax
Offer	the Offer of Shares made pursuant to this Prospectus
Offer Period	means 17 April 2007 to 10 May 2007
Offer Price	\$5.00
Offer Proceeds	the amount raised in the Offer
Official List	the official list of entities that ASX has admitted and not removed from listing
OMA	Offer Management Agreement as described in Section 16.9
OPRP	Option and Performance Rights Plan as described in Section 10
Participating Broker Offer	the part of the Offer described in Section 2.2.2
PDS	Product Disclosure Statement
Platinum or PAML	Platinum Asset Management Limited (ABN 13 050 064 287) and where appropriate Platinum and its subsidiaries
Platinum Asset Management	the registered business name of Platinum Investment Management Limited and where necessary Platinum Investment Management Limited
Platinum Offer	the part of the Offer described in Section 2.2.1

17. GLOSSARY (CONT)

Term	Definition
Platinum Trust Funds	Each of the following registered managed investment schemes (unit trusts): <ul style="list-style-type: none"> • Platinum International Fund ARSN 089 528 307 (PIF) • Platinum Unhedged Fund ARSN 123 939 471 (PUF) • Platinum Asia Fund ARSN 104 043 110 (PAF) • Platinum European Fund ARSN 089 528 594 (PEF) • Platinum Japan Fund ARSN 089 528 825 (PJF) • Platinum International Brands Fund ARSN 092 429 813 (PIBF) • Platinum International Health Care Fund ARSN 107 023 530 (PIHF) • Platinum International Technology Fund ARSN 092 429 555 (PITF)
Platinum's website	www.platinum.com.au
Prospectus	this document dated 10 April 2007 and any supplementary or replacement Prospectus in relation to this document
Prospectus Date	10 April 2007, being the date of lodgement of this Prospectus with ASIC
put option	an option contract which gives the holder the right, but not the obligation, to sell the underlying asset (i.e. share) at the exercise price at a specified time
Registry	Computershare Investor Services Pty Ltd (ABN 48 078 279 277)
Responsible Entity	the responsible entity of a managed investment scheme as defined in the Corporations Act
Retail Investors	a retail investor resident in Australia or New Zealand who is not an institutional investor
SGL	Superannuation Guarantee Levy
Share(s)	a fully paid ordinary share in Platinum
Shareholder(s)	a holder(s) of a Share
short selling	where a person borrows a share and subsequently sells the share with an obligation to purchase back the share and return it at a later date, or achieving the same effect with a derivative contract
SRN	Securityholder Reference Number
Vendors	Platinum Investment Management Limited as the registered holder of shares in respect of which certain Employees of Platinum have a relevant interest and JLP Neilson (refer to Section 15.13.3)
Wrap Platform(s)	applications that provide a single access point for investors, dealer groups, financial planners and product providers which hold a range of wealth management products

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This Application Form is for Shares offered under the Prospectus dated 10 April 2007 issued by Platinum Asset Management Limited. The Prospectus expires 13 months after the date of the Prospectus. If you are in doubt as to how to deal with it, please contact your broker or professional adviser without delay. You should read the entire Prospectus carefully before completing this form. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus.

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Please note that if you supply a Clearing House Electronic Settlement System (CHESSE) HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESSE, your application will be deemed to be made without the CHESSE HIN, and any securities issued as a result of the IPO will be held on the issuer Sponsored subregister.

G	Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
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The Corporations Act 2001 prohibits any person from passing onto another person an Application Form in relation to the offer of Shares, unless the Application Form is attached to or accompanies a complete and unaltered copy of the Prospectus. A person who gives another person access to the Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary or replacement prospectus. A paper copy of the Prospectus, any supplementary or replacement prospectus and the Application Form will be provided to you, at no charge, upon request by telephoning the Computershare on 1300 661 748. Applications for Shares will only be accepted if made on an Application Form that is attached to or accompanies the Prospectus. By submitting this Application Form, I/we declare that this application is completed and lodged according to the Prospectus and the declarations/statements on the reverse of this Application form, I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate and I/we agree to be bound by the Constitution of the Company.

See back of form for completion guidelines

How to complete this form

A**Shares Applied for**

Enter the number of shares you wish to apply for. The application must be for a minimum of 2,000 shares (A\$10,000). Applications for greater than 2,000 shares must be in multiples of 200 shares (A\$1,000).

B**Application Monies**

Enter the amount of Application Monies. To calculate the amount, multiply the number of shares by the price per share.

C**Applicant Name(s)**

Enter the full name you wish to appear on the statement of share holding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHESS) participants should complete their name identically to that presently registered in the CHESS system.

D**Postal Address**

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E**Contact Details**

Enter your contact details. These are not compulsory but will assist us if we need to contact you.

F**CHESS**

Platinum Asset Management Limited (the Company) will apply to the ASX to participate in CHESS, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited. In CHESS, the company will operate an electronic CHESS Subregister of security holdings and an electronic Issuer Sponsored Subregister of security holdings. Together the two Subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of shares allotted. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold shares allotted to you under this Application on the CHESS Subregister, enter your CHESS HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by the Company and allocated a Securityholder Reference Number (SRN).

G**Payment**

Make your cheque or bank draft payable to Platinum Share Offer in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian Bank

Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in box B.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Pin (do not staple) your cheque(s) to the Application Form where indicated. Cash will not be accepted. Receipt for payment will not be forwarded.

Before completing the Application Form the applicant(s) should read this Prospectus to which this application relates. By lodging the Application Form, the applicant agrees that this application for shares in Platinum Asset Management Limited is upon and subject to the terms of the Prospectus and the Constitution of Platinum Asset Management Limited, agrees to take any number of shares that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received at the Sydney office of Computershare Investor Services Pty Limited by no later than 5:00PM AEST on 10 May 2007. Return the Application Form with cheque(s) attached to:

Computershare Investor Services Pty Limited
GPO Box 7115
SYDNEY NSW 2001

OR
Computershare Investor Services Pty Limited
Level 3
60 Carrington Street
SYDNEY NSW 2000

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS"), as registrar for the Company, for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the Company in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or E-mail privacy@computershare.com.au.

If you have any enquiries concerning your application, please contact the Computershare Investor Services Pty Limited on 1300 661 748 within Australia or 0800 345 669 within New Zealand.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual - Use given name(s) in full, not initials	Mr John Alfred Smith	J.A Smith
Joint - Use given name(s) in full, not initials	Mr John Alfred Smith & Mrs Janet Marie Smith	John Alfred & Janet Marie Smith
Company - Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s) - Do not use the name of the trust	Ms Penny Smith <Penny Smith Family A/C>	Penny Smith Family Trust
Deceased Estates - Use executor(s) personal name(s) - Do not use the name of the deceased	Mr Michael Smith <Est John Smith A/C>	Estate of Late John Smith
Minor (a person under the age of 18) - Use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Peter Smith
Partnerships - Use partners personal name(s) - Do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith & Son A/C>	John Smith & Son
Clubs/Unincorporated Bodies/Business Names - Use office bearer(s) personal name(s) - Do not use the name of the club etc	Mrs Janet Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds - Use the name of trustee of the fund - Do not use the name of the fund	John Smith Pty Ltd <Super Fund A/C>	John Smith Pty Ltd Superannuation Fund



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Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
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See back of form for completion guidelines

How to complete this form

A**Shares Applied for**

Enter the number of shares you wish to apply for. The application must be for a minimum of 2,000 shares (A\$10,000). Applications for greater than 2,000 shares must be in multiples of 200 shares (A\$1,000).

B**Application Monies**

Enter the amount of Application Monies. To calculate the amount, multiply the number of shares by the price per share.

C**Applicant Name(s)**

Enter the full name you wish to appear on the statement of share holding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHESS) participants should complete their name identically to that presently registered in the CHESS system.

D**Postal Address**

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E**Contact Details**

Enter your contact details. These are not compulsory but will assist us if we need to contact you.

F**CHESS**

Platinum Asset Management Limited (the Company) will apply to the ASX to participate in CHESS, operated by ASX Settlement and Transfer Corporation Pty Ltd, a wholly owned subsidiary of Australian Stock Exchange Limited. In CHESS, the company will operate an electronic CHESS Subregister of security holdings and an electronic Issuer Sponsored Subregister of security holdings. Together the two Subregisters will make up the Company's principal register of securities. The Company will not be issuing certificates to applicants in respect of shares allotted. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold shares allotted to you under this Application on the CHESS Subregister, enter your CHESS HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by the Company and allocated a Securityholder Reference Number (SRN).

G**Payment**

Make your cheque or bank draft payable to Platinum Share Offer in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian Bank

Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in box B.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Pin (do not staple) your cheque(s) to the Application Form where indicated. Cash will not be accepted. Receipt for payment will not be forwarded.

Before completing the Application Form the applicant(s) should read this Prospectus to which this application relates. By lodging the Application Form, the applicant agrees that this application for shares in Platinum Asset Management Limited is upon and subject to the terms of the Prospectus and the Constitution of Platinum Asset Management Limited, agrees to take any number of shares that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received at the Sydney office of Computershare Investor Services Pty Limited by no later than 5:00PM AEST on 10 May 2007. Return the Application Form with cheque(s) attached to:

Computershare Investor Services Pty Limited
GPO Box 7115
SYDNEY NSW 2001

OR
Computershare Investor Services Pty Limited
Level 3
60 Carrington Street
SYDNEY NSW 2000

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS"), as registrar for the Company, for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the Company in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or E-mail privacy@computershare.com.au.

If you have any enquiries concerning your application, please contact the Computershare Investor Services Pty Limited on 1300 661 748 within Australia or 0800 345 669 within New Zealand.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual - Use given name(s) in full, not initials	Mr John Alfred Smith	J.A Smith
Joint - Use given name(s) in full, not initials	Mr John Alfred Smith & Mrs Janet Marie Smith	John Alfred & Janet Marie Smith
Company - Use company title, not abbreviations	ABC Pty Ltd	ABC P/L ABC Co
Trusts - Use trustee(s) personal name(s) - Do not use the name of the trust	Ms Penny Smith <Penny Smith Family A/C>	Penny Smith Family Trust
Deceased Estates - Use executor(s) personal name(s) - Do not use the name of the deceased	Mr Michael Smith <Est John Smith A/C>	Estate of Late John Smith
Minor (a person under the age of 18) - Use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Peter Smith
Partnerships - Use partners personal name(s) - Do not use the name of the partnership	Mr John Smith & Mr Michael Smith <John Smith & Son A/C>	John Smith & Son
Clubs/Unincorporated Bodies/Business Names - Use office bearer(s) personal name(s) - Do not use the name of the club etc	Mrs Janet Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds - Use the name of trustee of the fund - Do not use the name of the fund	John Smith Pty Ltd <Super Fund A/C>	John Smith Pty Ltd Superannuation Fund

CORPORATE DIRECTORY

DIRECTORS

Michael Cole

Chairman, non-Executive Director

Bruce Coleman

non-Executive Director

Margaret Towers

non-Executive Director

Kerr Neilson

Managing Director

Malcolm Halstead

Finance Director and Company Secretary

REGISTERED OFFICE

Platinum Asset Management Limited

Platinum Investment Management Limited

Level 8

7 Macquarie Place

Sydney NSW 2000

WEBSITE

www.platinum.com.au

STOCK EXCHANGE

Australian Securities Exchange (ASX)

ASX Code: PTM

SHARE REGISTRY

Computershare Investor Services Pty Ltd

Level 3, 60 Carrington Street

Sydney NSW 2000

AUDITOR AND TAXATION ADVISER

PricewaterhouseCoopers

201 Sussex Street

Sydney NSW 1171

INVESTIGATING ACCOUNTANT'S REPORT

PricewaterhouseCoopers Securities Ltd

201 Sussex Street

Sydney NSW 1171

AUSTRALIAN LEGAL ADVISER

Blake Dawson Waldron

Level 36, Grosvenor Place

225 George Street

Sydney NSW 2000

LEAD MANAGER

Commonwealth Securities Limited

Level 18

363 George Street

Sydney NSW 2000

www.commsec.com.au

Ph: 13 15 19

CO-MANAGER

Bell Potter Securities Limited

Level 29

101 Collins Street

Melbourne VIC 3000

www.bellpotter.com.au

Ph: 1300 734 587

BROKER

ASB Securities Limited

Level 13, ASB Bank Centre

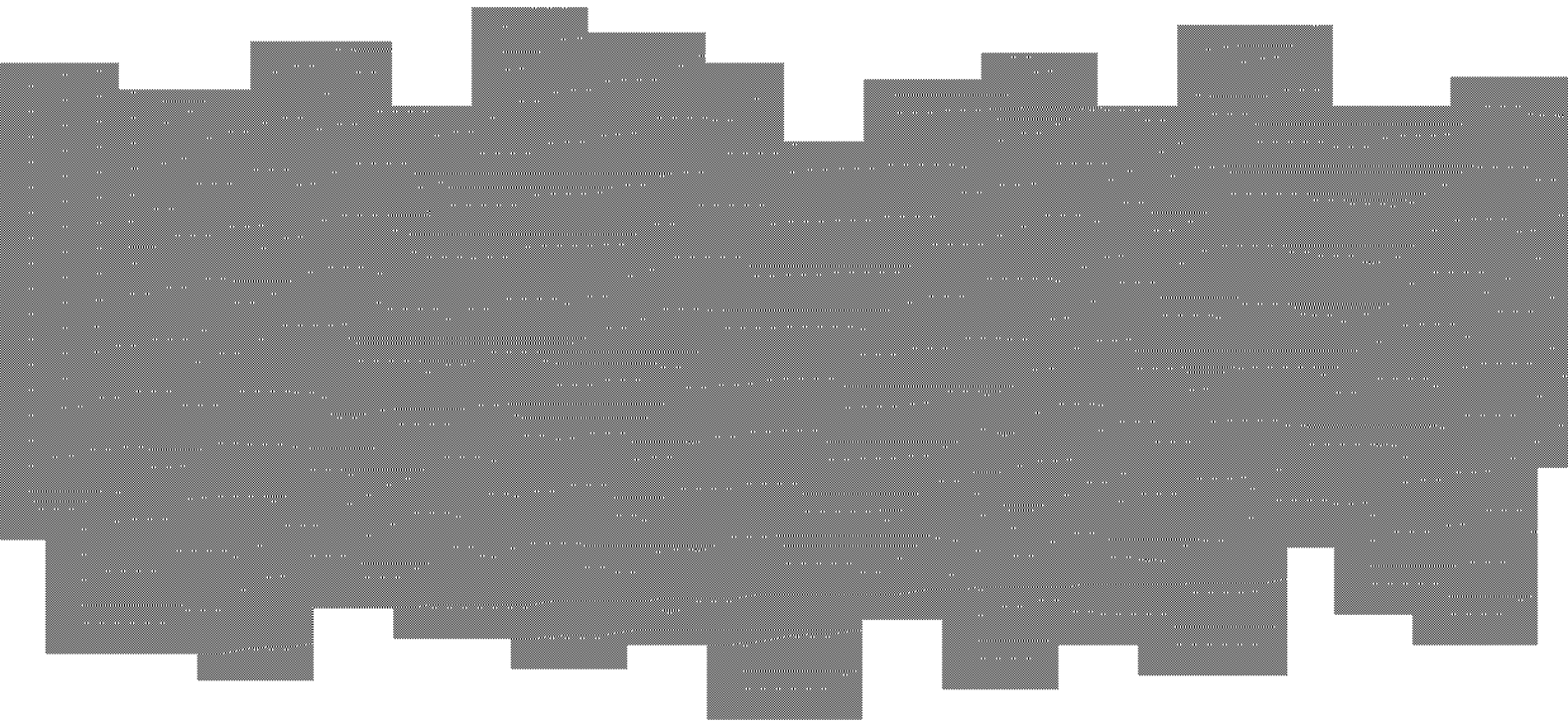
135 Albert Street

Auckland

New Zealand

Ph: 0800 272 732 (New Zealand only)

Designed and Produced by **Computershare**



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Platinum[®]
ASSET MANAGEMENT

Level 8, 7 Macquarie Place
Sydney NSW 2000
GPO Box 2724
Sydney NSW 2001