



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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Change of company status

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**Australian Securities and Investments Commission
Insurance (Agents and Brokers) Act 1984
Subsection 25(7)
Voluntary Cancellation of Registration of General Insurance Broker**

Pursuant to subsection 25(7) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission ("the Commission") hereby gives notice that, pursuant to section 25 of the Act, the Commission suspended the registration of the persons mentioned in the schedule for the specified period.

Dated this 24th day of April 2003



*Dorothy Kaye Guy
A delegate of the
Australian Securities and Investments Commission*

SCHEDULE

Broker Name	Ref.	Effective Date
IT INSURANCE SERVICES PTY LTD ACN 094997163	20854	15/01/2003
ATIA UNDERWRITING MANAGERS PTY LTD ACN 005560863	30581	04/02/2003

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**Australian Securities and Investments Commission
Insurance (Agents and Brokers) Act 1984
Subsection 31D(5)
Renewal of Registration of Foreign Insurance Agent**

Pursuant to section 31D(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the registration of the persons mentioned in the schedule was renewed, in relation to carrying on a business as a foreign insurance agent with effect from the date specified.



*Dorothy Kaye Guy
A delegate of the
Australian Securities and Investments Commission*

SCHEDULE

Broker Name	Ref.	Effective Date
THE AUSTRALIAN DENTAL ASSOCIATION (QUEENSLAND BRANCH) 009663754	ACN 99524	11/03/2003

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**Australian Securities and Investments Commission
Insurance (Agents and Brokers) Act 1984
Subsection 21(5)
Renewal of Registration of Life Insurance Broker**

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the registration of the persons mentioned in the schedule was renewed, pursuant to subsection 21(1A) of the Act, in relation to life insurance business with effect from the date specified.



*Dorothy Kaye Guy
A delegate of the
Australian Securities and Investments Commission*

SCHEDULE

Broker Name	Ref.	Effective Date
ASSET BUILDER FINANCIAL SERVICES PTY LTD ACN 092195572	90502	15/01/2003
AXIS FINANCIAL GROUP PTY LTD ACN 092889579	90374	03/10/2002
MBT MANAGEMENT PTY LTD ACN 078362982	90430	11/03/2003
MILLENNIUM 3 FINANCIAL SERVICES PTY LTD ACN 094529987	90405	06/02/2003
PORTFOLIO PLANNING SOLUTIONS LTD ACN 008007387	90132	14/04/2003
PROPHET CORPORATION PTY LTD ACN 095983725	90490	11/01/2003
RACY FINANCIAL SERVICES LTD ACN 004846655	90334	09/03/2003
SIMEONE INSURANCE BROKERS PTY. LTD. ACN 008102921	90263	28/11/2002

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**Australian Securities and Investments Commission
Insurance (Agents and Brokers) Act 1984
Subsection 21(5)
Renewal of Registration of General Insurance Broker**

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the registration of the persons mentioned in the schedule was renewed, pursuant to subsection 21(1A) of the Act, in relation to general insurance business with effect from the date specified.



*Dorothy Kaye Guy
A delegate of the
Australian Securities and Investments Commission*

SCHEDULE

Broker Name	Ref.	Effective Date
DE IACOVO & STRIKE INSURANCE BROKERS PTY LTD ACN 060719170	40180	06/05/2003
FAXFREE PTY LTD ACN 010864221	40280	11/03/2003
FINPAC INSURANCE ADVISORS PTY LTD ACN 068954441	40348	14/07/2002
FINSTRUCT (AUSTRALIA) PTY LTD ACN 089399593	20925	11/03/2003
HAREDS PTY LTD ACN 056839368	40397	19/09/2002
IEA (BROKERS) PTY LTD ACN 005543671	30007	11/03/2003
INSURANCE BROKERS OF AUSTRALIA PTY LTD ACN 094097944	40375	10/10/2002
JMD ROSS INSURANCE BROKERS PTY LTD ACN 001706289	20071	10/10/2002
LECKIE INSURANCE BROKERS PTY LTD ACN 077310466	40333	27/03/2003
MHM INSURANCE BROKERS PTY LTD ACN 003465450	20528	12/12/2002
NEMUR VARIETY PTY LTD ACN 006293812	30271	05/03/2001
NORHLAKE HOLDINGS PTY LTD ACN 009296824	60078	11/03/2003
NSW INDEPENDENT INSURANCE BROKERS PTY LTD ACN 085438679	20969	11/03/2003
PI DIRECT INSURANCE BROKERS PTY LTD ACN 081818411	40344	11/03/2003
RICHTER, RAYMOND JOHN	40260	16/04/2003
TRANSPORT AND GENERAL PTY LTD ACN 062852475	40275	11/03/2003
UNITY INSURANCE BROKERS PTY LTD ACN 008735340	60010	06/03/2003
WESTDAY PTY LTD ACN 005466704	30224	11/03/2003

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AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

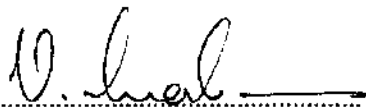
**IN THE MATTER OF CHRISTOPHER RODERIC MARTIN
AND SECTIONS 829 AND 830 OF THE CORPORATIONS ACT**

**To: CHRISTOPHER RODERIC MARTIN
155 Roberts Road
Main Ridge Vic 3928**

**ORDER PURSUANT TO SECTIONS 829 and 830 OF THE
CORPORATIONS ACT**

TAKE NOTICE that the Australian Securities and Investments Commission hereby prohibits Christopher Roderic Martin, for a period of four years from the date of service of this Order, from doing an act as a representative of a dealer or of an investment advisor.

Dated this 17th day of April 2003.

Signed: 

Valdemar Malinaric
Delegate of the
Australian Securities and Investments Commission.

Your attention is drawn to section 835 of the Corporations Act 2001 which provides that a person shall not contravene a banning order relating to the person.

Penalty: \$2,500 or imprisonment for 6 months or both

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 741(1)(b) – Declaration**

Pursuant to subsection 741(1)(b) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("Commission") hereby declares that Chapter 6D of the Act applies to the person specified in Schedule A and any person acting on its behalf in the case specified in Schedule B as if paragraphs 723(3)(b) and 724(1)(b)(ii) were modified or varied by omitting the words "disclosure document" where they appear and substituting the words "supplementary prospectus".

Schedule A

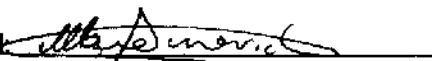
Chameleon Mining NL ACN 098 773 785 ("Issuer").

Schedule B

The Issuer making offers to issue securities in the Issuer pursuant to a prospectus dated 21 January 2003 in circumstances where, within 3 months after the date of the prospectus:

- (a) the securities are not admitted to quotation on a financial market operated by the Australian Stock Exchange Limited;
- (b) no securities under the prospectus have been issued; and
- (c) a supplementary prospectus is lodged with ASIC pursuant to subsection 724(1) of the Act.

Dated this 16th day of April 2003.

Signed 
Milija Cvetinovic as delegate of the
Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 655A(1) – Declaration**

Pursuant to subsection 655A(1) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6 of the Act applies to the person specified in Schedule A in respect of an agreement of the kind referred to in Schedule B and the classes of securities specified in Schedule C, as if subsection 609(7) of the Act were modified or varied to read as follows:

"A person does not have a relevant interest in securities merely because of an agreement if the agreement:

- (a) is conditional on:
 - (i) a resolution under item 7 in the table in section 611 being passed; or
 - (ii) ASIC exempting the acquisition under the agreement from the provisions of this Chapter under section 655A; or
 - (iii) a scheme of arrangement approved by the Court under Part 5.1 taking effect; and
- (b) does not confer any control over, or power to substantially influence, the exercise of a voting right attached to the securities; and
- (c) does not restrict disposal of the securities for more than 3 months from the date when the agreement is entered into.

The person acquires a relevant interest in the securities when the condition referred to in paragraph (a) is satisfied."

Schedule A

AlintaGas Limited ACN 087 851 001 ("Alinta").

Schedule B

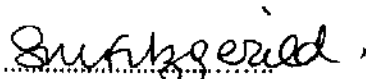
An agreement which is conditional on a scheme of arrangement between UEL and a class of its members under which all the issued voting shares in UEL not currently held by Power Partnership Pty Ltd ACN 070 061 282 ("PPL") would be transferred to PPL taking effect.

Schedule C

Voting shares in United Energy Limited ACN 064 651 029 ("UEL"), Uecomm Limited ACN 079 083 195 or Alinta.

Dated this 22nd day of April 2003

Signed by:



Sarala Miranda Fitzgerald, as a delegate of the
Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 655A(1) – Declaration**

Pursuant to subsection 655A(1) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the person named in Schedule A in the case referred to in Schedule B as if:

1. paragraph 650D(1)(c) were modified by deleting the words "give the notice to" and substituting the words "give a copy of the notice to"; and
2. the text of subsection 650D(3) of the Act were omitted and the following were substituted:

"A notice under subsection (1) must be approved by a resolution passed by the directors of the bidder."

Schedule A

Harmony Gold (Australia) Pty Limited ACN 091 439 333 ("Bidder")

Schedule B

All notices of variation lodged with ASIC pursuant to subsection 650D(1) of the Act in relation to the offers made under the takeover bids by the Bidder for all the issued ordinary shares and all the listed options in Abelle Limited ACN 087 480 902 in respect of which a bidder's statement was lodged with ASIC on 14 March 2003.

Dated 17 April 2003



Signed by Steven Rice
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001— Paragraphs 283GA(1)(a), 601QA(1)(a),
741(1)(a), 911A(2)(l) and 1020F(1)(a) — Exemption**

- 1 Under paragraphs 283GA(1)(a) and 741(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts each person referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.
- 2 For the avoidance of doubt, under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the Act ASIC hereby exempts each person referred to in Schedule E:
- (a) from Chapter 5C and Part 7.9 of the Act; and
 - (b) from the requirement to hold an Australian financial services licence for the provision of financial services by the person,
- in relation to interests in a managed investment scheme referred to in Schedule E in the case referred to in Schedule F on the conditions set out in Schedule D and for so long as those conditions are met.
- 3 For the avoidance of doubt, under paragraph 911A(2)(l) and 1020F(1)(a) of the Act, ASIC hereby exempts a person (other than a person in the class of persons mentioned in Schedule E) from:
- (a) Part 7.9 of the Act in relation to a recommendation that a retail client acquire, and an offer to arrange the issue of an interest in; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by the person in relation to interests in,
- a managed investment scheme referred to in Schedule E which appears to meet the conditions and requirements in Schedules D and F, except where the person is aware, or ought reasonably to be aware, that those conditions and requirements have not been met.

SCHEDULE A — PERSONS EXEMPTED

Principal Financial Group Inc., a company incorporated in Delaware in the United States of America (the "issuer"), and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market and trading in which is not suspended (quoted shares);
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration;
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b); and
- (d) an offer for issue or sale of units of fully paid shares, or other offer, issue or sale, which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust and which is exempted by Class Order [00/223] dated 11 March 2000 and where the conditions of that Class Order are met;

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which is made pursuant to the Principal Financial Group Inc Employee Stock Purchase Plan ("employee share scheme"), which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

- (e) an offer or grant of options for other than nominal consideration.

SCHEDULE C — FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or may result in the transfer of shares (for example, through the exercise of an option), meet the following requirements:

- 1 The shares the subject of the offer or option are of a body securities of which have been quoted on:
 - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 18 month period, immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of:
 - (i) the rules of the employee share scheme pursuant to which the offer is made; and
 - (ii) the terms and conditions of the contribution plan;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and

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- (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (e) the offer document must also state:
 - (i) the Australian ADI where contributions are held;
 - (iii) the length of time they may be held; and
 - (iv) the rate of interest payable (if any) on the contributions held in the account.
- 4 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;
- but disregarding any offer made, or option acquired or share issued by way of or as a result of:
- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
 - (e) an offer that did not need disclosure to investors because of section 708 of the Act;
- must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

SCHEDULE D — CONDITIONS

- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.
- 3 Neither the issuer nor any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of, or in connection with, the acquisition of the shares to which the offer relates.

SCHEDULE E — FURTHER PERSONS EXEMPTED

Any person who:

- (a) operates, or is involved in operating, a managed investment scheme by reason of operating an employee share scheme with a contribution plan; or

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- (b) offers, issues or sells or is involved in offering, issuing or selling interests in a managed investment scheme arising by reason of an employee share scheme with a contribution plan.

SCHEDULE F — FURTHER CASES EXEMPTED

This exemption applies to an employee share scheme which involves the making of offers, issues or sales which meet the requirements in Schedule B.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the offeree on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) any contributions made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in an account of an Australian ADI which is established and kept by the issuer solely for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme;
 - (c) the offeree may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree.
- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%,
 (applying the definition of "voting power" contained in section 610 of the Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
 - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange,

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Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:

- (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
- (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Dated: 22 April 2003



Signed by Shirley Wu
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 741(1)(a), 601QA(1)(a), 911A(2)(f), 992B(1)(a) and
1020F(1)(a) — Exemption

1. Pursuant to paragraph 741(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons referred to in Schedule A from Parts 6D.2 and 6D.3 of the Act in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.
2. Pursuant to paragraph 601QA(1)(a) of the Act ASIC hereby exempts the persons referred to in Schedule A from Chapter 5C of the Act in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.
3. Pursuant to paragraph 911A(2)(f) of the Act, ASIC hereby exempts the persons referred to in Schedule A on the conditions set out in Schedule D and for so long as they are met, from the requirement to hold an Australian financial services licence for:
 - (a) the provision of general advice to the persons specified in paragraph 2 of Schedule C in relation to the offer and issue of the financial products described in Schedule B;
 - (b) any dealing in the financial products described in Schedule B or arising in the administration of the employee share scheme; and
 - (c) the provision of any custodial or depository service arising from the holding of the shares to which financial products referred to in Schedule B relate.
4. Pursuant to paragraph 992B(1)(a) of the Act ASIC hereby exempts the persons referred to in Schedule A from paragraphs 992A and 992AA of the Act in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably arising or made in connection with the financial products referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.
5. Pursuant to paragraph 1020F(1)(a) of the of the Act, ASIC hereby exempts the persons referred to in Schedule A in relation to an offer to issue, an offer to arrange for the issue, an issue and a sale to a person specified in paragraph 2 of Schedule C of the financial products referred to in Schedule B from Part 7.9 of the Act on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A — PERSONS EXEMPTED

CSR Limited ACN 000 001 276 (the "issuer"), CSR Share Plan Pty Limited ACN 083 056 848 (the "trustee"), each associated body corporate of the issuer and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

- (a) an offer or invitation (the "Offer") made for the issue or sale of units of fully paid shares where:
 - (i) the shares to which the units of shares relate are in the same class as shares which at the time of the offer are quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market and trading in which is not suspended ("quoted shares"); and
 - (ii) the units of shares will be sold or issued to, and the shares to which the units relate will be held on trust for and on behalf of, the person who makes application for or purchases

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the units ("plan participant") in accordance with a deed of trust governing the issue and purchase of those shares ("the deed");

- (b) an offer for issue or sale of fully paid shares in the same class as quoted shares made contemporaneously with and as a consequence of an offer of the kind referred to in paragraph (a);
- (c) an issue or sale of options or units of shares as a consequence of an offer of the kind referred to in paragraph (a);
- (d) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraph (b); and
- (e) any offer for issue or sale of financial products, or any issue or sale of financial products, involved in or arising as a consequence of an offer of the kind referred to in paragraph (a);

which is made pursuant to the CSR Limited Cash Award Share Plan ("employee share scheme") that involves such offer, issue or sale being made through a trust, where a copy of the deed and the employee share scheme was provided to ASIC prior to the date of this instrument (and a further copy of the deed and the employee share scheme is provided to ASIC following any amendment to the employee share scheme or the trust deed at least 7 days prior to any subsequent offer being made) and which meets the further requirements set out in Schedule C, but does not apply to:

- (f) an offer or grant of options for other than nominal consideration.

SCHEDULE C — FURTHER REQUIREMENTS

An offer, issue or sale to which this exemption applies must, insofar as it constitutes, includes or is a consequence of an offer of units of shares, meet the following requirements:

1. The class of shares in the issuer to which the offers of shares and financial products referred to in Schedule B relate must have been quoted on:
 - (a) the financial market of Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 36 month period immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.
2. The offer must be made pursuant to an employee share scheme extended only to persons (the "offerees") who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
3. The offer must be set out in a document which is capable of being reproduced in writing (the "offer document") and:
 - (a) the offer document must include or be accompanied by a copy or a summary of the rules of the employee share scheme pursuant to which the offer is made and a copy or a summary of the deed;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme or of the deed, the offer document must include an undertaking that during the period or periods during which the offeree may acquire units of shares to which the offer relates (the "offer period"), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme and a copy of the deed;

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- (c) the offer document must specify:
- (i) the acquisition price in Australian dollars of the units of shares to which the offer relates;
 - (ii) where the acquisition price of the units of shares to which the offer relates is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the units of shares to which the offer relates is determinable at some future time by reference to a formula, the Australian dollar value or an equivalent to the Australian dollar value of the acquisition price were that formula applied as at the date of the offer;
- (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offer so requesting, make available to the offeree the following information:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares to which the units of shares relate; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date;
- (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the units of shares to which the offer relates, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance; and
- (f) where an offer is made during the first 3 month period after the quoted shares first trade ex-entitlement to shares in Rinker Group Limited, the offer document must be accompanied by a copy of the Scheme Booklet.
4. In the case of an offer with respect to unissued shares or units of unissued shares, the number of shares the subject of the offer when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares or units of shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
 - (b) the number of shares in the same class issued during the previous five years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer,
- but disregarding any offer made, or option acquired or share issued by way of or as a result of:
- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
 - (e) an offer that did not need disclosure to investors because of section 708 of the Act;

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must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

5. The deed contains covenants binding the trustee or representative and their agents, if any, to the effect that:
- (a) A plan participant possesses substantially the same rights in respect of the shares to which the units of shares relate (in this paragraph referred to as "the shares") as if they were the legal owner of the shares, including (but not limited to) the right to:
- (i) direct the trustee or representative how the voting rights attaching to the shares shall be exercised, either generally or in any particular case; and
 - (ii) receive the income deriving from the shares, including (but not limited to) dividends declared by the issuer in respect of those shares;
- excepting that:
- (iii) a request by a plan participant to withdraw shares from the plan will require approval by the issuer in accordance with the rules of the employee share scheme; and
 - (iv) a plan participant's right or interest in the shares or other entitlement under the employee share scheme may be forfeited in accordance with the rules of the employee share scheme;
- (b) The trustee or representative shall cause proper books of account to be maintained in respect of the activities of the trust to which the deed relates (the books of account) and cause the books of account to be audited annually and made available for inspection by the plan participants at an office of the trustee or a place of business of the issuer during normal business hours or such other time as is agreed with a plan participant or plan participants;
- (c) The trustee or representative must ensure that each share to which a unit held by a plan participant relates is identified in the books of account as being held on account of that plan participant;
- (d) Except as expressly provided by the deed or the rules of the employee share scheme, a plan participant must have the capacity to authorise the trustee or representative to sell at or above the current market price the shares to which he or she is entitled under the deed; and
- (e) The trustee or representative must not levy any fees or charges for operating and administering the trust, either payable directly by the plan participants or out of the assets of the trust.

SCHEDULE D — CONDITIONS

1. The issuer must cause a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document to be provided to ASIC not later than seven days after the provision of that material to the first offeree.
2. The trustee or representative must cause a copy of the deed to be provided to ASIC at the same time as a copy of the offer document is provided to ASIC in accordance with this instrument.
3. The issuer must comply with any undertaking required to be made in the offer document by reason of this instrument.

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4. The issuer and any other person acting on behalf of the issuer who gives any advice in connection with the employee share scheme to an offeree must inform the offeree that any advice given in connection with the employee share scheme is general advice only and offerees should consider obtaining their own independent financial product advice.
5. The application for, acquisition of, or disposal of shares in connection with the offer of units under the employee share scheme in relation to an offeree must occur through a person who holds:
 - (a) an Australian financial services licence authorising them to deal in financial products; or
 - (b) a dealer's licence issued under the old Corporations Act and prior to FSR commencement.
6. The issuer provides a written undertaking to ASIC that:
 - (a) any trustee(s) appointed to manage the employee share scheme will duly and punctually observe and perform their obligations in connection with the employee share scheme;
 - (b) all costs and expenses (and without limitation legal and out of pocket expenses) which may be incurred by the trustee(s) in connection with the employee share schemes will be met by the issuer except for:
 - (i) brokerage, any applicable stamp duty and other taxes; and
 - (ii) such other costs and expenses that are approved by ASIC provided that any such cost or expense will be at cost and disclosed to the offeree; and
 - (c) at the request of the trustee(s), the issuer will duly and punctually provide any administrative, secretarial and/or logistical support (including but not limited to electronic or any other type of equipment ("the administrative support") and that all costs and expenses in connection with the supply, maintenance and upkeep of the administrative support be borne by the issuer.

Interpretation

For the purposes of this instrument:

1. A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (b) the issuer has voting power in the body corporate of not less than 20%;
 (applying the definition of "voting power" contained in section 610 of the Act).
2. A unit of a share means a legal or equitable right or interest in the share.
3. The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
4. An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or of an associated body corporate of the issuer merely because such an employee or director may renounce the offer made to them under the scheme in favour of their nominee.
5. An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:

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- (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
6. Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
- (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
 - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
 - (b) NASDAQ National Market.
7. The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.
8. An offeree shall be taken to be the first offeree only if the offer made to such offeree is on terms and conditions which are substantially different to the terms and conditions contained in the documents most recently provided to ASIC under this instrument in any respect other than in relation to:
- (a) the identity of the offeree;
 - (b) the dates connected with the offer;
 - (c) the price of CSR shares; or
 - (d) allowable monthly contribution amounts.
9. Where this instrument states the offer document must be "accompanied" by a document, "accompanied" shall be taken to include, where an offer is made electronically, the inclusion of a link to an electronic copy of the relevant document.
10. "FSR commencement" has the same meaning as in subsection 1410(1) of the Act.
11. "Scheme Booklet" means the explanatory statement entitled "CSR Demerger of Rinker Group Limited An explanation for shareholders" dated 7 February 2003, registered by ASIC under subsection 412(6) of the Act.

Dated the 1st day of April 2003


Signed by Catherine So
a delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that the ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administration Appeals Tribunal prevents it from doing so.

BENSON CHASE LIMITED ACN 093 030 052 will change to a proprietary company limited by shares. The new name will be **BENSON CHASE PTY LTD** ACN 093 030 052.

COCKBURN CORPORATION LIMITED ACN 009 186 029 will change to a proprietary company limited by shares. The new name will be **COCKBURN CORPORATION PTY LIMITED** ACN 009 186 029.

GENCO LTD ACN 009 208 431 will change to a proprietary company limited by shares. The new name will be **GENCO PTY LTD** ACN 009 208 431.

KINGS DIAMONDS INTERNATIONAL NL ACN 008 174 114 will change to a proprietary company limited by shares. The new name will be **KINGS DIAMONDS INTERNATIONAL PTY LTD** ACN 008 174 114.

OPUS RESOURCES NL ACN 099 235 533 will change to a proprietary company limited by shares. The new name will be **OPUS RESOURCES PTY LTD** ACN 099 235 533.

BREMER RESOURCES NL ACN 073 934 719 will change to a proprietary company limited by shares. The new name will be **BREMER RESOURCES PTY LTD** ACN 073 934 719.

ESTUARY RESOURCES NL ACN 066 049 107 will change to a proprietary company limited by shares. The new name will be **ESTUARY RESOURCES PTY LTD** ACN 066 049 107.

KAMISHA CORPORATION LIMITED ACN 009 267 850 will change to a proprietary company limited by shares. The new name will be **KAMISHA CORPORATION PTY LIMITED** ACN 009 267 850.

MT. DOCKERELL MINING N.L. ACN 009 242 997 will change to a proprietary company limited by shares. The new name will be **MT. DOCKERELL MINING PTY LTD** ACN 009 242 997.

V C W INVESTMENTS PTY LTD ACN 101 186 341 will change to a public company limited by shares. The new name will be **VOGUE CAPITAL LTD** ACN 101 186 341.