



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

No. ASIC 1/01, Tuesday, 3 July 2001

Published by ASIC

ASIC Gazette

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Change of company status

ISSN 1445-6060
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Email gazette.publisher@asic.gov.au

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98 / 2595

ASIC

Australian Securities & Investments Commission

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS LAW SECTION 830**

BANNING ORDER

TO: Benjamin Richard Anson
Unit 57, 188 Balaclava Rd,
Mansfield NSW 2122

I refer to your conviction dated 7 May 1998 in the District Court at Brisbane on 9 counts pursuant to section 408C of the Queensland Criminal Code.

As Delegate of the Australian Securities and Investments Commission (the Commission) I now make the following order under subsection 830(1) of the Corporations Law:

Pursuant to the power contained in subparagraph 829(b) of the Corporations Law, the Commission permanently prohibits BENJAMIN RICHARD EDWARD ANSON from doing an act as a representative of a dealer or of an investment adviser.

Dated this

day of December 1998


**SIGNED BY NIALL F. COBURN
A DELEGATE OF THE AUSTRALIAN SECURITIES AND INVESTMENTS
COMMISSION**

9619879

Australian Securities and Investments Commission 0 1 / 0 4 6 3
Superannuation Industry (Supervision) Act 1993
Sections 328 and 332
Exemption and Modification

Exemption

Pursuant to section 328 of the Superannuation Industry (Supervision) Act 1993 ("the SIS Act") the Australian Securities and Investments Commission ("ASIC") hereby grants the following exemption on the conditions set out below and for so long as they are met.

Each trustee of a public offer entity ("trustee") is exempt from compliance with section 153 of the SIS Act to the extent that that provision may require:

- (a) a strategies document to be printed on paper, or
 - (b) an application to be printed on paper and to contain a written signature or initials,
- and may not be satisfied by:
- (c) the provision of an electronic strategies document by the trustee to a prospective applicant, or
 - (d) the making of an electronic application by the applicant to the trustee.

Conditions

1. Except as permitted by this exemption, the trustee complies with section 153 of the SIS Act and the SIS Determination.
2. The trustee takes all reasonable measures to ensure that a person to whom an electronic application form is issued ("applicant") was given access, at the same time and by the same means, to an electronic KFS and an electronic strategies document (if any) which meet the requirements (except as permitted by this exemption) of the SIS Determination and any approvals issued by ASIC pursuant to the SIS Determination.
3. The trustee does not issue a superannuation interest in response to an electronic application, unless:
 - (a) the trustee has reasonable grounds to believe that condition 2 has been complied with in relation to the applicant;
 - (b) where the electronic application is not of the kind described in paragraph (c) of the definition of "electronic application form" appearing in the

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Interpretation section below - the trustee has used adequate alternative means to establish:

- (i) the identify of the applicant; and
 - (ii) the applicant's acceptance of responsibility for any information included in the application (whether included by the applicant or some other person on the applicant's behalf); and
 - (c) if paragraph 3(b) applies - the content of the electronic application form which was provided to the applicant was modified from the content prescribed by the SIS Determination to reflect the method used to identify the applicant and their acceptance of responsibility for information included in the application.
4. The trustee takes all reasonable measures to ensure that an electronic application received by the trustee from the applicant is complete and unaltered.
 5. The trustee must keep, for at least seven years, in any durable and legible medium:
 - (a) records adequate to demonstrate that it has complied with these conditions; and
 - (b) if the trustee enables a person to apply for a superannuation interest by using software - a copy of each screen which would be displayed to a person using the software to apply for the interest.

Interpretation

For the purposes of the exemption given in this instrument:

1. unless the contrary intention appears, an expression has in this instrument the same meaning as it has in the SIS Act;
2. "electronic" includes facsimile, optical, and similar technologies;
3. an "electronic application" is an application made by a person using an electronic application form;
4. an "electronic application form" is:
 - (a) a form of application for a superannuation interest which is stored or transmitted by electronic means;
 - (b) software by means of which a person has applied for such an interest;or

01/0463

- (c) a printed copy of a form described in paragraph (a) or of an application generated by software described in paragraph (b);
5. an "electronic KFS" is an electronic copy of a paper Key Features Statement pursuant to the SIS Determination and includes any stickers or inserts in accordance with clause 29 of the SIS Determination. A printed copy of an electronic KFS is also an electronic KFS;
 6. an "electronic strategies document" is an electronic copy of a strategies document. A printed copy of an electronic strategies document is also an electronic strategies document;
 7. a "section 157 document" is a document under section 157 of the SIS Act;
 8. the "SIS Determination" is the determination issued under subsection 153(4) of the SIS Act dated 14 October 1997;
 9. a "strategies document" is a separate investment strategies document pursuant to clauses 24 and 25 of the SIS Determination; and
 10. an "electronic copy" of a document, as referred to in paragraphs 5 and 6 of this Interpretation section, is a substantially faithful copy of any relevant paper version ("original"), but which may differ from the original:
 - (a) in content, if the differences are trivial (for instance, typographical and spelling mistakes, and corrections of those mistakes, if they do not affect the sense); or
 - (b) in presentation (for instance, its general layout and formatting), if the differences do not result in a person breaching Part 18 or sections 161 or 162 of the SIS Act,

and in each case if those differences are not likely to:

- (c) cause a reasonable person to confuse part or all of another document with the electronic copy; or
- (d) reduce the likelihood of a reasonable person reading any part of the electronic copy.

Subject to paragraphs 10(c) and (d), further examples of permissible differences in presentation under paragraph 10(b) include any or all of the following:

- (e) immaterial differences in the arrangement of material;
- (f) prompts to assist a person to read the electronic copy;
- (g) hypertext links:

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- (i) within the electronic copy;
- (ii) from the electronic copy to another document (for instance, a section 157 document);
- (iii) to assist a person to apply for, or pay for, a superannuation interest;
- (h) the absence from (or simplification in) the electronic copy of graphics of a promotional or decorative nature (as opposed to those presenting substantive information, including headings, graphs and tables); and
- (i) the use in the electronic copy of codes to control the display of the document, which are not themselves intended to be displayed.

Modification

Pursuant to section 332 of the SIS Act, ASIC hereby declares that Part 19 of the SIS Act is to have effect, in relation to each trustee of a public offer entity, as if that Part were modified by inserting after section 158 a new section as follows:

"158A(1) For the purposes of section 157 of this Act, the trustee of a public offer entity is taken to be satisfied on reasonable grounds that a person has received documents issued, or authorised to be issued, by the trustee that contain the information prescribed under section 157(1)(a) if:

- (a) the trustee has provided the documents or information to the person by electronic means or, where a copy of a document must be provided to the person, the trustee has provided an electronic copy of that document; and
- (b) the trustee has taken all reasonable measures to ensure that the person has accessed the documents or information or the electronic copy of the document before the trustee issued a superannuation interest to the person.

158A(2) For the purposes of subsection (1), an electronic copy of a document must be a substantially faithful copy of any relevant paper version ("the original"), but may differ from the original:

- (a) in content, if the differences are trivial (for instance, typographical and spelling mistakes, and corrections of those mistakes, if they do not affect the sense); or
- (b) in presentation (for instance, its general layout and formatting), if the differences do not result in a person breaching Part 18 or sections 161 or 162,

and in each case if those differences are not likely to:

- (c) cause a reasonable person to confuse part or all of another document with the electronic copy; or

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- (d) reduce the likelihood of a reasonable person reading any part of the electronic copy.

Subject to paragraphs (c) and (d), further examples of permissible differences in presentation under paragraph (b) include any or all of the following:

- (e) immaterial differences in the arrangement of material;
- (f) prompts to assist a person to read the electronic copy;
- (g) hypertext links:
 - (i) within the electronic copy;
 - (ii) from the electronic copy to another document;
 - (iii) to assist a person to apply for, or pay for, an interest;
- (h) the absence from (or simplification in) the electronic copy of graphics of a promotional or decorative nature (as opposed to those presenting substantive information, including headings, graphs and tables); and
- (i) the use in the electronic copy of codes to control the display of the document, which are not themselves intended to be displayed."

Dated this 30th day of May 2001.

Brendan Byrne

.....
Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission

9619880

Australian Securities and Investments Commission
Corporations Law - Subsection 741(1) - Variation

01/0586

Pursuant to subsection 741(1) of the Corporations Law the Australian Securities and Investments Commission hereby varies Class Order [CO 00/217] by:

1. in section A, deleting the word "The" at the beginning of paragraph 2 and substituting the words "Subject to section C below, the";
2. in section A, deleting the word "otherwise" at the beginning of subparagraph 5(c)(ii) and substituting the words "if any change described in the missing documents is materially adverse from the point of view of the investor - "; and
3. inserting a new section C immediately after section B, as follows:

"C Transaction statements for IDPS-like schemes

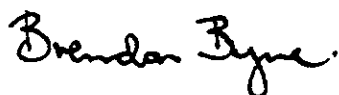
If the scheme is an IDPS-like scheme to which Class Order [00/212] applies:

- (a) the Responsible Entity does not have to send a person a Transaction Statement referred to in paragraph 2(a) in section A of this instrument for so long as the Responsible Entity complies with paragraphs 2(h) and 2(k) of Class Order [00/212] in relation to the person; and
- (b) for the purposes of paragraph 2(b) in section A of this instrument, the Transaction Statement must be for the period starting on the date of the last:
 - (i) Transaction Statement; or
 - (ii) quarterly report under paragraph 2(h) of Class Order [00/212]; or
 - (iii) annual report under paragraph 2(k) of Class Order [00/212],

whichever was most recently given to the Holder, and ending on the date of the request; and

- (c) for the purposes of subparagraph 1(c)(iii) in section A of this instrument and subparagraph (d)(iii) in section B of this instrument, instead of explaining or stating the Holder's entitlement to a periodic Transaction Statement the Responsible Entity may explain or state the Holder's entitlement to receive reports and information under paragraphs 2(h) and 2(k) of Class Order [00/212]."

Dated the 15th day of May 2001



Signed by Brendan Byrne
as a delegate of the Australian Securities and Investments Commission

9619881

Australian Securities and Investments Commission
Corporations Law - Sections 655A(1) and 673(1) - Modification

01/0587

Pursuant to section 655A(1) of the Corporations Law ("Law"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Law applies to the Security Trustee described in Schedule A, in the case referred to in Schedule B, as if section 609 of the Law were modified or varied by inserting after subsection 609(6) the following subsection:

"(6A) Where:

- (a) warrants in relation to voting shares or interests in a company are issued and admitted to trading status in accordance with the Business Rules of ASX;
- (b) a person (the "trustee") holds securities on trust for the purpose of satisfying the obligations of the issuer of the warrants;
- (c) subsection (2) does not apply to the trustee's relevant interest in the securities only because either:
 - (i) the trustee may exercise discretionary powers in relation to the securities if the issuer or a holder of the warrants becomes insolvent or breaches a term of the warrants; or
 - (ii) the beneficiary's right enforceable against another person in relation to the securities is conditional upon the satisfaction of certain terms of the trust, including any payment in respect of the securities; and
- (d) the warrant circular issued under the Business Rules of ASX in relation to the warrants stated that this instrument would apply to the warrants,

disregard the relevant interest or voting power of the trustee in those securities."

And pursuant to section 673(1) of the Law ASIC declares that Chapter 6C of the Law applies to the Security Trustee described in Schedule A, in the case referred to in Schedule B, as if section 671B of the Law were modified or varied by inserting after subsection 671B(7) the following:

"(7A) For the purposes of this section and of the definition of "substantial holding" in section 9, disregard any relevant interest or voting power in securities which is disregarded for the purposes of Chapter 6 because of subsection 609(6A)."

SCHEDULE A

Security Trustee holding on trust Securities of the entities referred to in Schedule C to which the warrants relate, being warrants admitted to trading status by ASX and issued by Merrill Lynch International & Co., C.V. pursuant to an Offering Circular titled Merrill Lynch Warrants substantially in the form of that provided to ASIC on 28 March 2001.

SCHEDULE B

The calculation of the relevant interest in, or voting power in relation to, securities held by the Security Trustee.

SCHEDULE C

Entities admitted to the Official List of the ASX

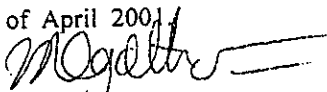
Interpretation

"ASX" means Australian Stock Exchange Limited;

"Security Trustee" means Merrill Lynch Australia Nominees Pty Limited (ACN 003 925 031);

"Securities" means securities quoted on ASX.

Dated 5th of April 2001


Signed by Margaret Ngothanh
as delegate of the Australian Securities and Investments Commission

9619882

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**Australian Securities & Investments Commission
Corporations Law - Subsection 655A(1) - Declaration**

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

1. item 2(d)(ii) of section 611 was omitted and the following paragraph substituted:

"(ii) subject only to one or both of the following:

(A) any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2);

(B) the condition referred to in paragraph 625(3)(c)";

2. item 3(d)(ii) of section 611 was omitted and the following paragraph substituted:

"(ii) subject only to any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2).";

3. subsection 617(2) was modified by omitting the words:

"the bid may extend to securities that come to be in the bid class during the offer period due to a conversion or exercise of the rights.",

and substituting the words:

"the bid may extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to a conversion or exercise of the rights.";

4. paragraph 620(2)(b) was omitted and the following paragraph substituted:

"(ba) If the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is subject to a defeating condition at the time that the bidder is given the necessary transfer documents - by the end of whichever period ends earlier:

(i) within one month after the takeover contract becomes unconditional;

(ii) 21 days after the end of the offer period; or

(bb) If the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is unconditional at the time that the bidder is given the necessary transfer documents - by the end of whichever period ends earlier:

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- (i) one month after the bidder is given the necessary transfer documents;
 - (ii) 21 days after the end of the offer period; or”;
5. paragraph 620(2)(c) was modified by adding at the end of the paragraph the following words:

“but if at the time the bidder is given the necessary transfer documents the takeover contract is still subject to a condition which relates to the occurrence of an event or circumstance referred to in subsection 652C(1), 652C(2) or 625(3)(c), within 21 days after the takeover contract becomes unconditional.”;
6. subsection 625(3) was modified by adding at the end of the subsection the following words:

“The condition referred to in this subsection is not a defeating condition.”;
7. paragraph 630(4) was modified by omitting the words “publishing” and “publish” and substituting in their place “giving” and “give” respectively;
8. items 2, 3 and 5 of the table contained in subsection 633(1) were modified by adding at the end of the entry in the left hand column for each item the following words:

“The bidder’s statement and offer document need not include the name and address of the holders of bid class securities, the date of the proposed offer or any other date that is related to or dependent on that date, or the details referred to in subparagraphs 636(1)(k)(ii) and 636(1)(l)(ii) or details of transactions required to be disclosed under subparagraphs 636(1)(h) and 636(1)(i) from the period between the date of the bidder’s statement and the date of the bid.

If this information is not included in the bidder’s statement and offer document, the bidder must:

 - include this information in the bidder’s statement and offer document sent under item 6; and
 - send to the target a copy of the bidder’s statement sent under item 6.”;
9. paragraph 636(1)(j) was omitted and the following paragraph substituted:

“if the bid is to extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the conversion of or exercise of rights attached to other securities (see subsection 617(2)) – a statement to that effect”;

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10. paragraph 636(1)(k) was modified by the insertion of the following subparagraph after subparagraph 636(1)(k)(ii):
- “(iii) the number of securities in the class that the bidder had a relevant interest in immediately before the bidder’s statement is lodged with ASIC (expressed as a number of securities or as a percentage of the total number of securities in the class)”;
11. paragraph 636(1)(l) was omitted and the following paragraph substituted:
- “(l) for an off-market bid - the bidder’s voting power in the company:
- (i) as at the date of the bidder’s statement; and
- (ii) as at the date immediately before the first offer is sent.”;
12. subsection 650B(2) was modified by omitting the words:
- “The person is entitled to receive the improved consideration immediately, or immediately after the exercise of the election.”,
- and substituting the following:
- “The person is entitled to receive the improved consideration immediately, except:
- (a) if the time for payment of the consideration in accordance with subsection 620(2) has not yet occurred, the person is not entitled to receive the improved consideration until that time;
- (b) if the person has to make an election before being entitled to the improved consideration, the person is not entitled to receive the improved consideration until the later of:
- (i) the time when the person makes the election and returns any consideration under s651B(2);
- (ii) the time applicable under paragraph (a).”;
13. the first sentence of paragraph 650C(2) was omitted and the following sentence substituted:
- “If the bid is subject to a defeating condition, the bidder may extend the offer period after the bidder has given the notice under subsection 630(3) only if one of the following happens after the notice has been given:”;
14. paragraph 650F(1)(a) was omitted and the following paragraph substituted:
- “(a) if the condition relates only to the occurrence of an event or circumstances referred to in subsection 652C(1) or (2) - not later than 3 business days after the end of the offer period; or”;

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15. paragraph 650G(b) was omitted and the following paragraph substituted:
- “(b) the bidder has not declared the offers to be free from the condition in accordance with section 650F.”;
16. paragraph 650G(c) was omitted and the following paragraph substituted:
- “(c) the condition has not been fulfilled:
- (i) except as provided in subparagraph (ii), at the end of the offer period;
- (ii) in the case of an event or circumstance referred to in subsection 652C(1) or (2), within 3 business days after the end of the offer period.

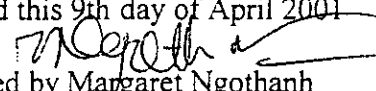
Schedule A

Ramsay Centauri Pty Limited ACN 096 070 156 (the “Bidder”)

Schedule B

The takeover bid by the Bidder for all the fully paid ordinary shares in Alpha Healthcare Limited ACN 000 727 882 in respect of which a bidder's statement is lodged with ASIC on or about the date of this instrument.

Dated this 9th day of April 2001


Signed by Margaret Ngothanh
a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Law — Section 257D — Exemption

Pursuant to subsection 257D(4) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") exempts the person named in Schedule A from the operation of section 257D of the Law in the case mentioned in Schedule B on the conditions mentioned in Schedule C:

Schedule A

Cable & Wireless Optus Limited ACN 052 833 208 ("Company")

Schedule B

A buy-back ("Buy-Back") of ordinary shares in the Company ("Shares"):

- (a) which is implemented in accordance with the Implementation Agreement described in Schedule D, except that the consideration referred to in clause 3.2(a)(iii) of the Implementation Agreement need not be offered to any person holding Shares who is a resident of, or a person in, the United States;
- (b) under which holders of Shares accept a Takeover Bid by the Bidder by agreeing to transfer their Shares either:
 - (i) to the Bidder; or
 - (ii) to the Company under the Buy-Back, by appointing the Bidder as their agent to enter into a buy-back agreement with the Company;
- (c) which complies with sections 257B(2) and 257B(3) except that:
 - (i) the consideration referred to in clause 3.2(a)(iii) of the Implementation Agreement need not be offered to any person holding Shares who is a resident of, or a person in, the United States;
 - (ii) rather than offers to buy back Shares being made by the Company, offers are made, subject to (iii), to all holders of Shares by the Bidder pursuant to the Takeover Bid to have holders of Shares appoint the Bidder as their agent to enter into a buy-back agreement with the Company ;
 - (iii) such offers to have Shares bought back need not be made to holders of Shares who reside in foreign countries, other than those countries which the Bidder is aware that the laws of the country would allow such offers or the acceptance of such offers in the manner contemplated by the Implementation Agreement;
 - (iv) in relation to any securities to be issued to holders of Shares in connection with the Buy-Back, such securities need not be offered to the holders of Shares who reside in foreign countries, other than those countries which the Bidder is aware that the laws of the country would allow such offers or the acceptance of such offers in the manner contemplated by the Implementation Agreement, if under the terms of the Takeover Bid the Bidder may rely on the provision of subsection 619(3).

Schedule C

- I. The Buy-Back is a mechanism under which a holder of Shares can accept a takeover bid ("Takeover Bid") by Singapore Telecommunications Limited, a company incorporated in Singapore, or a wholly owned subsidiary ("Bidder") in respect of all of the Shares in the Company where:

01/0589

- (a) holders of Shares may accept the offer made pursuant to the Takeover Bid by agreeing to transfer their Shares either:
- (i) to the Bidder; or
 - (ii) unless the Bidder or the Company is otherwise exempted under this instrument from offering this alternative in respect of relevant foreign jurisdictions, to the Company under the Buy-Back, by appointing the Bidder as their agent to enter into a buy-back agreement with the Company; and
- (b) no Shares are bought back by the Company under the mechanism at (a)(ii) unless the Bidder receives acceptances under the Takeover Bid by the mechanisms set out at (a)(i) and/or (a)(ii) of more than 50% of the bid class securities that exist or will exist at the date set by the Bidder under s633(2).
2. The Bidder gives all holders of Shares a bidder's statement which sets out all the information material to a holder's decision whether to appoint the Bidder as their agent to enter into a buy-back agreement.

Schedule D

For the purposes of this exemption:

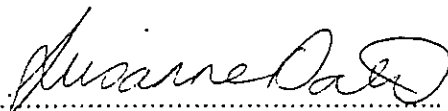
"Bidder" is defined in schedule C.

"Implementation Agreement" means the agreement between the Company and Singapore Telecommunications Limited dated 25 March 2001 (as amend in a form substantially the same as the draft amendment shown to ASIC on the date of this instrument).

"Takeover Bid" is defined in schedule C.

Dated this 20th day of April 2001.

Signed:



Susanne Date, a delegate of the Australian Securities and Investments Commission.

9619885

Australian Securities and Investments Commission
Corporations Law - Subsection 655A(1) - Declaration

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

1. item 19 of section 611 was modified by adding at the end of the item the following words:

"or an acquisition that results from:

 - (a) a bidder being appointed as the agent of a holder of ordinary shares in the target to enter into a buy-back agreement with the target in respect of some or all of the shareholders' shares in the target pursuant to a buy-back authorised by section 257A; or
 - (b) an issue of ordinary shares by the target to the bidder up to the maximum number of shares bought back by the target pursuant to buy-back agreements entered into by the bidder, as agent for holders of shares, with the target."; and
2. Section 654A(2) was modified by:
 - (a) inserting immediately before existing paragraph (a):

"(a) both:"
 - (b) renumbering existing paragraph (a) as sub-paragraph (a)(i);
 - (c) renumbering existing paragraph (b) as sub-paragraph (a)(ii);
 - (d) deleting the full stop at the end of paragraph (b) and adding "; or"; and
 - (e) adding the following additional paragraph:

"(b) the securities are ordinary shares which are bought back by the target under a buy-back agreement, pursuant to a buy-back authorised by section 257A"; and
3. Section 629(1) was modified by:
 - (a) replacing the full stop at the end of sub-paragraph (b)(ii) with a comma; and
 - (b) adding the following at the end of sub-paragraph (b)(ii):

"other than a condition relating to the approval by shareholders of the bidder for the purposes of, and compliance with procedures required under, section 76 of the Singapore Companies Act where the meeting seeking such approval is convened and held before the end of the bid period".

Schedule A

Singapore Telecommunications Limited ("Singtel") and its related bodies corporate

Schedule B

01/0590

A takeover bid by Singtel or a wholly owned subsidiary ("Bidder") in respect of all of the ordinary shares ("Shares") in Cable & Wireless Optus Limited ACN 052 833 208 ("Company") where:

- (a) holders of Shares may accept the offer made pursuant to the takeover bid by agreeing to transfer their Shares either:
 - (i) to the Bidder; or
 - (ii) unless the Bidder or the Company is otherwise exempted by ASIC on the date of this instrument from offering this alternative in respect of relevant foreign jurisdictions, to the Company under a buy-back, by appointing the Bidder as their agent to enter into a buy-back agreement with the Company.
- (b) no Shares are bought back by the Company under the mechanism at (a)(ii) unless the Bidder receives acceptances under the takeover bid by the mechanisms set out at (a)(i) and/or (a)(ii) of more than 50% of the bid class securities that exist or will exist at the date set by the Bidder under s633(2).

Dated this 20th day of April 2001.

Signed:
Susanne Date, a delegate of the Australian Securities and Investments Commission

9619886

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION 0 1 / 0 5 9 1
CORPORATIONS LAW – SUBSECTION 741(1) – DECLARATION

Pursuant to subsection 741(1) of the Corporations Law ("Law"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D of the Law applies to the person specified in Schedule A in the case referred to in Schedule B as if subsection 708(8) of Part 6D.2 of the Law were modified or varied by inserting at the end of subsection 708(8) the following words:

"For the purposes of paragraph (a) of this subsection the minimum amount payable for the securities on acceptance of the offer by the person to whom the offer is made is taken to be at least \$500,000 if the securities are ordinary shares listed on Australian Stock Exchange Limited ("ASX") having a value of at least \$600,000, calculated on the basis of the volume weighted average market price of those shares in the ordinary course of trading on ASX during the two trading days immediately prior to the day on which the offer is made."

Schedule A

Medical Imaging Australasia Limited ACN 080 020 104 ("Issuer")

Schedule B

An offer for the issue of ordinary shares in the Issuer made by the Issuer to an offeree within 3 years after the date of this instrument, where:

1. the ordinary shares which are offered by the Issuer are in a class which is listed for quotation on Australian Stock Exchange Limited ("ASX");
2. the ordinary shares in the Issuer are offered on an arm's length basis as consideration for an acquisition by the Issuer of the ordinary shares of an unlisted company or of a business, that provides medical diagnostic services or related or ancillary services;
3. the ordinary shares in the Issuer which are offered have a value of at least \$600,000 calculated on the basis of the volume weighted average market price of those shares in the ordinary course of trading on the ASX during the two trading days immediately prior to the day on which the offer is made; and
4. any service agreement or employment contract between the Issuer or any of its associates and the offeree is entered into on an arm's length basis and the offeree is fully remunerated on ordinary commercial terms for services rendered to the Issuer or any associate of the Issuer, and such services do not form any part of the consideration paid by the offeree for the issue of shares to the offeree.

Dated the 20th day of April 2001



Signed by Belisa Jong,
as delegate of the Australian Securities and Investments Commission

9619887

Australian Securities And Investments Commission
Corporations Law - Paragraphs 601QA(1)(b) - Declaration

01/0592

Pursuant to paragraph 601QA(1)(b) of the Corporations Law (the "Law") the Australian Securities and Investments Commission (the "Commission") hereby declares that Chapter 5C applies to each person referred to in Schedule A in relation to the operation of the managed investment schemes specified in Schedule B on the condition set out in Schedule C as if the following words were added at the end of paragraph 601GA(1)(a):

"except to the extent the constitution contains provisions to the effect that, while the scheme ("Scheme") is included in the Official List of the Exchange and interests in the Scheme are traded as part of stapled securities and have not been suspended from quotation, interests in the Scheme may be issued at a price determined by the responsible entity if the constitution provides that:

- (a) an interest in the Scheme may only be issued, transferred or redeemed together with the other two securities to which it is stapled;
- (b) the sum of the prices at which the interest in the Scheme and the other two securities to which it is stapled are issued must be equal to the price at which the stapled security is issued in accordance with the provisions of the constitution;
- (c) the responsible entity may allocate the combined purchase price between the Scheme and the trust ("Stapled Trust") and company ("Stapled Company") in which securities which are stapled to those of the Scheme have been issued, in accordance with the provisions set out in the constitution; and
- (d) any relevant prospectus discloses that the exemption has been granted to allocate the issue price as per paragraph (c).

Schedule A

Mirvac Funds Limited (ACN 002 561 640)

Schedule B

Mirvac Property Trust (ARSN 086 780 645)

Mirvac Commercial Trust (ARSN 086 763 760)

Schedule C

Mirvac Limited (ACN 003 280 699), Mirvac Funds Limited (ACN 002 561 640) as responsible entity of the Mirvac Property Trust (ARSN 086 780 645), and Mirvac Commercial Trust (ARSN 086 763 760), have entered into a Deed of Cooperation in the form, or substantially in the form, provided to the Commission.

Dated this 26th day of April 2001

Signed by 

Paul Wing Loon Lau as delegate of the Australian Securities and Investments Commission

9619888

Australian Securities & Investments Commission - Exemption
Corporations Law Sub-Section 601QA(1)(b)

01/0593

Pursuant to paragraph 601QA(1)(b) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("the Commission") hereby declares that the provisions of Chapter 5C of the Law apply to each person specified in Schedule A on the conditions set out in Schedule B and for so long as they are met, as if those provisions were modified or varied as follows:

1. Replace paragraph 601FC(1)(c) with the following:

"(c) act in the best interests of the members, having regard to their interests as stapled security holders in the Mirvac Group as a whole, comprising interests in each of the Mirvac Property Trust, the Mirvac Commercial Trust and Mirvac Limited, and, if there is a conflict between the members' interests and its own interests, give priority to the members' interests; and"

2. Replace paragraph 601FD(1)(c) with the following:

"(c) act in the best interests of the members, having regard to their interests as stapled security holders in the Mirvac Group as a whole, comprising interests in each of the Mirvac Property Trust, the Mirvac Commercial Trust and Mirvac Limited, and, if there is a conflict between the members' interests and the interests of the responsible entity, give priority to the members' interests; and"

Schedule A

Mirvac Funds Limited (ACN 002 561 640) as responsible entity of the Mirvac Property Trust and Mirvac Commercial Trust.

Schedule B

All issued units in the Mirvac Property Trust, all issued units in the Mirvac Commercial Trust and all issued shares in Mirvac Limited are Stapled (as defined in the constitutions for each of the Mirvac Property Trust, the Mirvac Commercial Trust and Mirvac Limited)

Dated the 26th day of April 2001.

Signed 

Paul Wing Loon Lau a delegate of the Australian Securities and Investments Commission

9619889

Australian Securities and Investments Commission
Corporations Law — Subsection 741(1) — Exemption and Declaration

01/0594

Pursuant to paragraph 741(1)(a) of the Corporations Law (Law) the Australian Securities and Investments Commission (ASIC) hereby exempts the person mentioned in Schedule A in the case mentioned in Schedule B from sections 710, 711 and 713 of the Law only to the extent that those provisions may require the interest rate and term of Perpetual's Term Deposit Fund ARSN 092 387 874 (the "scheme") to be specified in the prospectus used for the issue of interests in the scheme on the following conditions and for so long as they are met:

- 1 the prospectus clearly and prominently:
 - (a) explains how a prospective applicant may ascertain the interest rates and terms of the scheme offered at any time; and
 - (b) advises the applicant to confirm the currency of any interest rate prior to completing an application;
- 2 the means by which a prospective applicant may ascertain the terms and interest rates are simple and involve no charge and little inconvenience to them, having regard to the kinds of persons likely to consider applying for interests in the scheme;
- 3 any change in the terms or interest rates in respect of the scheme is advertised in any media in which interest rates and changes in interest rates have been regularly advertised and notified promptly to each person from whom a copy of the prospectus is available and who regularly processes applications for the scheme pursuant to the prospectus;
- 4 the application form makes provision for the applicant to specify or select the interest rate and term applicable to the scheme for which application is made; and
- 5 the prospectus clearly explains the applicant's rights to a refund if the application form incorrectly specifies the interest rate or term for the deposit.

And pursuant to paragraph 741(1)(b) of the Law, ASIC hereby declares that Chapter 6D of the Law applies to each person in the class of persons mentioned in Schedule A in the case mentioned in Schedule B as if a new section 725A was inserted as follows:

"725A Incorrectly-completed application for the scheme

- (1) If the responsible entity offers interests in the scheme for issue and an application is received which, as completed by the relevant applicant:
 - (a) does not specify an interest rate, an amount or a term; or
 - (b) specifies an interest rate, which is not the current interest rate for deposits of the amount and the term specified by the applicant in the application, unless:
 - (i) the interest rate is higher than the current interest rate; and
 - (ii) the body elects to issue interests in the scheme the subject of the application to the applicant at that higher interest rate,

the responsible entity must deal with the application under subsection (2).

- (2) The responsible entity must either:
 - (a) repay the money received by it from the applicant; or
 - (b) give the applicant:
 - (i) a notice that informs them of the error in their application, and that clearly explains the correct information and their rights under this section; and
 - (ii) 1 month to withdraw their application and be repaid; or

01/0594

- (c) issue interests in the scheme to the applicant at the current interest rate and give them:
- (i) the notice referred to in subparagraph (b)(i); and
 - (ii) 1 month to withdraw their application and be repaid.
- (3) For the purposes of this section "current interest rate" means the interest rate offered by the responsible entity for the scheme of the appropriate amount and term on the day that the application is received by it."

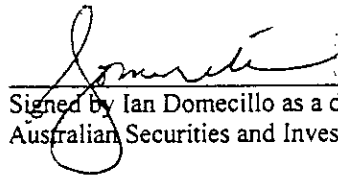
SCHEDULE A

Perpetual Investment Management Limited ACN 000 866 535 (the "responsible entity") which offers interests in the scheme.

SCHEDULE B

Any offer for issue of interests in the scheme having a term of not more than three years arising out of a prospectus lodged with ASIC (the "prospectus").

Dated this 8th day of May 2001



Signed by Ian Domicillo as a delegate of the
Australian Securities and Investments Commission

9619890

Australian Securities and Investments Commission
Corporations Law – subsection 741(1)(a) – Exemption

01/0595

Pursuant to subsection 741(1)(a) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A (the "Issuer") from the provisions of subsections 721(1) and 723(1) of the Law in relation to the schemes listed in Schedule B and in relation to the prospectuses in Schedule C which are distributed by the Issuer to the persons in Schedule D on the conditions set out in Schedule E.

Schedule A
ABN AMRO Asset Management (Australia) Limited ACN 008 576 449 ("ABN AMRO")

Schedule B

Global Equity Fund ARSN 087 585 368
Global Bond Fund ARSN 087 585 902
North America Equity Fund ARSN 087 586 365
Europe Equity Fund ARSN 087 586 696
Asian Tigers Equity Fund ARSN 087 587 022
Australian Equity Fund ARSN 092 330 697
Japan Equity Fund ARSN 087 587 362
Emerging Markets Equity Fund ARSN 087 588 118

Schedule C

A prospectus for the schemes listed in Schedule B dated 12 May 2000;
A supplementary prospectus, dated 25 January 2001, for the prospectus dated 12 May 2000;
A prospectus for the Global Equity Fund lodged with ASIC on 12 February 2001; and
A prospectus for the Europe Equity Fund lodged with ASIC on 12 February 2001,

(collectively the "Prospectus")

Schedule D

Operators of Investors Directed Portfolio Services ("IDPS") who are sophisticated or professional investors for the purposes of section 708 of the Law, who will distribute the Prospectuses to persons who have received an application form for the relevant IDPS with an IDPS Guide.

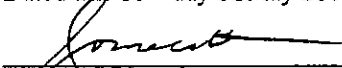
Schedule E

- (a) None of the application forms being removed from the Prospectuses contain information that investors and their professional advisers would reasonably require to make an informed decision pursuant to Division 4 of Part 6D.2 of the Law;
- (b) ABN AMRO will only give a Prospectus without an application form to an operator of an IDPS who also qualifies as a sophisticated or professional investor under section 708 of the Law and therefore is not required by Law to receive disclosure;
- (c) ABN AMRO will not give an application form without a copy of the particular Prospectus to which the application form relates to a person other than an IDPS operator or a person who qualifies as a sophisticated or professional investor under section 708 of the Law; and
- (d) ABN AMRO will not accept application from investors who, it has reason to believe, received an application form without the relevant Prospectus to which the application form relates.

Interpretation:

"IDPS" means an Investor Directed Portfolio Service as defined in ASIC Class Order 00/210.

Dated this 11th day of May 2001


Signed by Ian Domecillo as delegate of the
Australian Securities and Investments Commission



01/0596

ASIC

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER OF MATTHEW DAVID PALMER
AND PART 7.3 OF THE CORPORATIONS LAW**

To: Matthew David Palmer
49 Caroline Street
REDFERN NSW 2016

**BANNING ORDER PURSUANT TO SECTION 829 OF THE
CORPORATIONS LAW**

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS MATTHEW DAVID PALMER** permanently from the date of service of this Banning Order from doing an act as a representative of a dealer or an investment adviser.

Dated this 11 day of MAY 2001.

Signed:.....

CYRIL JAMES REYNOLDS

Delegate of the

Australian Securities and Investments Commission.

*Your attention is drawn to sections 835 of the Corporations Law which provides that a person shall not contravene a banning order relating to the person.

9619892

01/0597

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
Corporations Law – Paragraph 601QA(1)(b) – Declaration

Pursuant to paragraph 601QA(1)(b) of the Corporations Law (the "Law") the Australian Securities and Investments Commission ("ASIC") hereby declares that the provisions of Chapter 5C of the Law apply in relation to the persons mentioned in Schedule A in respect of the scheme described in Schedule B in the case described in Schedule C as follow:

1. Delete Part 5C.6
2. In paragraph 601GA(4)(b), delete the words "if the right may be exercised while the scheme is liquid (as defined in section 601KA)".
3. Delete paragraph 601GA(4)(c).

Schedule A

CPT Manager Limited (ABN 37 054 494 307)("CPTML")

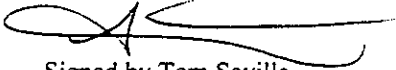
Schedule B

The scheme now known as the CT Retail Investment Trust (the "Scheme") ARSN 094 813 966 registered on 31 October 2000 and governed by a deed dated 20 January 1994 (as amended) of which CPTML is the responsible entity.

Schedule C

A withdrawal and any provision of the Scheme's constitution that relates to such withdrawal, as part of the merger arrangement between the Scheme and the Centro Direct Property Fund No. 2 ARSN 096 763 594 ("CDPF2") where the withdrawal proceeds are to be paid to members in cash or reinvested in units in the Tyndall Meridian Trust ARSN 091 043 793 or ordinary stapled securities in the Prime Retail Group (comprising ordinary shares in Prime Property Management Limited ABN 45 078 590 682 and ordinary units in the Prime Retail Property Trust ARSN 091 043 793) in accordance with the withdrawal mechanism described in the Notice of Meeting and Explanatory Memorandum of the Scheme convening a meeting of members of the Scheme to be held in June 2001 to consider a proposal to merge the Scheme with CDPF2.

Dated this 15 day of May 2001



Signed by Tom Seville

as a delegate of the Australian Securities and Investments Commission

9619893

Australian Securities and Investments Commission
Corporations Law — Subsection 741(1) — Declaration

01/0598

Under subsection 741(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Law applies to all persons in relation to an offer made in or accompanied by the disclosure document specified in the Schedule A in the case referred to in Schedule B as if a reference to:

- (a) disclosure document in paragraphs 723(1)(a), 728(1)(a) and 728(1)(b) of the Law;
- (b) prospectus in paragraph 723(1)(a) of the Law; and
- (c) a copy of a prospectus in subsections 721(3) and 727(2) of the Law;

includes a reference to a document or copy of a document that differs from the disclosure document lodged with ASIC to the following extent:

Under the title "Income distributions" of the disclosure document, the words "The Fund's first distribution of net income will be made to unit holders who are recorded on the register at 5pm on 30 June 2001 and thereafter annually on 30 June each year. The distribution will usually be paid within 30 days of that date." are omitted and replaced with the words "The fund intends to distribute its net income (if any) to unitholders who are recorded on the register at 5pm on 30 June each year. If made, the distribution will usually be paid within 30 days of that date."

Schedule A

Prospectus lodged on 26 April 2001 by Tricorn Asset Management Limited ACN 082 380 023 ("Tricorn") which relates to the offer of interests in Tricorn Global Equities Fund ARSN 090 037 193 ("disclosure document").

Schedule B

All offers made in or accompanied by the disclosure document where no copies of the application form attached to the disclosure document lodged with ASIC have been distributed by Tricorn (other than the form attached to the disclosure document lodged with ASIC).

Dated this 16th day of May 2001.

Signed by Frank Varga
as a delegate of the Australian Securities and Investments Commission

9619894

Australian Securities & Investments Commission
Corporations Law – Subsections 655A(1) and 669(1) – Declaration

01/0599

Pursuant to subsections 655A(1)(b) and 669(1)(b) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 and Part 6A.1 of Chapter 6A of the Law apply to the person specified in Schedule A ("Bidder") and the classes of securities specified in Schedule B in the case referred to in Schedule C as if subsection 617(1) was modified by inserting after the words "subsection 633(2)" the words "or which may exist at any time during the period from the date set by the bidder under subsection 633(2) to the end of the offer period".

Schedule A

Singapore Telecommunications Limited, a company incorporated in Singapore ("Singtel"), or a wholly owned subsidiary of Singtel ("Bidder")

Schedule B

Fully paid ordinary shares in Cable & Wireless Optus Limited ACN 052 833 208 ("Target") issued by the Target:

- (a) to persons under the Employee Share Plans (as defined in Schedule D) the proposed issue of which was announced by the Target before 25 March 2001; or
 - (b) to persons under the Cable & Wireless Optus Limited Employee Share Acquisition Plan 2001/Q1 and the Cable & Wireless Optus Limited Share Acquisition Plan 2001/Q2, the proposed issue of which was not announced by the Target before 25 March 2001 but in relation to the issue of which the Target obtained the consent of the Bidder on or before the date of this instrument.
- ("Shares").

Schedule C

The takeover bid by the Bidder for all of the fully paid ordinary shares in the Target in respect of which a bidder's statement is to be lodged with ASIC on or about the date of the instrument, where:

1. the Bidder sends to Participants (as defined in Schedule D) a bidder's statement and offer in respect of the Shares at the time it is required to send the statement to holders of the shares;
2. the Bidder sends to Participants the target's statement of the Target immediately after it receives the target's statement;
3. offers under the bid are not subject to a defeating condition that would operate if the Target issues, allots or grants the Shares during the bid period;
4. the Bidder includes in its bidder's statement the details required by paragraph 636(1)(f) in respect of the consideration offered for the Shares;
5. the Bidder includes in its bidder's statement particulars of the Shares that may exist during the period from the date set by the Bidder under subsection 633(2) to the end of the offer period and a statement to the effect that its bid extends to the Shares that may exist at any time during the period from the date set by the Bidder under subsection 633(2) to the end of the offer period; and
6. the Bidder so far as practical complies with Chapter 6 of the Law as if the Shares form part of the bid class from the time that the Target informs the Bidder that the Shares exist.

Schedule D

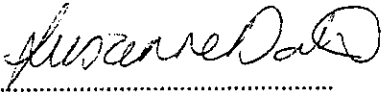
For the purposes of this modification:

"Employee Share Plans" means:

- (a) Cable & Wireless Optus Employee Share Acquisition Plan 2001/Q1;
- (b) Cable & Wireless Optus Employee Share Acquisition Plan 2001/Q2;
- (c) Cable & Wireless Optus Special Incentive Scheme;
- (d) Cable & Wireless Optus Employee Share Offer 2001; and
- (e) Cable & Wireless Optus Global Senior Management Performance Share Plan.

"Participants" means participants in the Employee Share Plans. 0 1 / 0 5 9 9

Dated this 18th day of May 2001

Signed.....

Susanne Date, as a delegate of the Australian Securities and Investments Commission

9619895

Australian Securities and Investments Commission 01/0600
Corporations Law - Subsection 655A(1) - Exemption

Pursuant to paragraph 655A(1)(a) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A from subsection 638(5) of the Law in the case referred to in Schedule B on the conditions specified in Schedule C in relation to a statement which is included in, or accompanies, the target's statement referred to in Schedule B and any supplementary target's statements lodged with ASIC, which:

1. fairly represents what purports to be a statement made by an official person; or
2. is a correct and fair copy of, an extract from, or fairly represents a statement contained in what purports to be a public official document; or
3. is a correct and fair copy of, an extract from, or fairly represents a statement which:
 - (a) has already been published in a book, journal or comparable publication; and
 - (b) was not made in connection with either or both of the Bidder and the Target, either or both of their business, or the takeover bid the subject of bidder's statement lodged with ASIC by the Bidder on 9 May 2001 and a supplementary bidder's statement lodged with ASIC by the Bidder on 17 May 2001, or any property to be acquired by either or both of the Bidder and the Target; or
4. is a correct and fair copy of, an extract from, or fairly represents a statement in any document:
 - (a) lodged with ASIC; or
 - (b) given to the Australian Stock Exchange Limited or a stock market conducted by a foreign body approved by ASIC for the purposes of item 14(b) of section 611 of the Law.

Schedule A

Mobile Communications Holdings Limited ACN 064 687 538 ("Target")

Schedule B

The target's statement lodged on or about the date of this instrument ("Target's Statement") in respect of the off-market bid by Vodafone Investments Australia Limited (a company incorporated in the United Kingdom; United Kingdom registration number 2011978) ("Bidder") for all the ordinary shares in the Target, in respect of which bid a bidder's statement was lodged with ASIC on 9 May 2001 and a supplementary bidder's statement was lodged with ASIC on 17 May 2001.

Schedule C

1. The Target's Statement either:
 - (a) informs people of their right to obtain a copy of a document which contains a statement referred to in paragraphs 1 to 4 of this instrument; or
 - (b) includes a copy of the document.
2. If the Target's Statement informs people of their right to obtain a copy of the document, the Target gives a copy of the document free of charge to anyone who asks for it during the offer period.
3. The Target's Statement states that a person who has made a statement referred to in paragraphs 1 to 4 of this instrument has not consented to the statement being included in, or accompanying, the Target's Statement in the form and context in which it is included.

Interpretation

For the purposes of this instrument:

1. ASIC has approved under item 14(b) of section 611 of the Law a stock market conducted by the following foreign bodies: New York Stock Exchange Inc., The American Stock Exchange LLC, The NASDAQ Stock Market Inc., London Stock Exchange plc, Tokyo Stock Exchange, Deutsche Borse AG, Paris Bourse SA, The Toronto Stock Exchange Inc., Swiss Stock Exchange, Euronext Amsterdam N.V, Italian Exchange SpA, The Stock Exchange of Hong Kong Limited, Singapore Exchange Limited, Kuala Lumpur Stock Exchange.
2. "official person" means a person who is authorised to make a statement on behalf of a public authority of the Commonwealth of Australia, a State of Australia or the Republic of Singapore.
3. "public official document" means a document that is issued by an official person, or a public authority of the Commonwealth or a State of Australia or the Republic of Singapore for the purpose of the public making use of it.

Dated this 21st day of May 2001



Signed by Kathleen Cuneo
as a delegate of the Australian Securities and Investments Commission

9619896

01/0601

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

CORPORATIONS LAW - SECTION 655A - DECLARATION

Pursuant to section 655A(1)(b) of the Corporations Law (the "Law"), the Australian Securities and Investments Commission declares that Chapter 6 of the Law applies in relation to the person named in Schedule A in the case referred to in Schedule B as if item 7 in the table in section 611 were modified to read as follows:

- "7. An acquisition approved previously by a resolution passed at a general meeting of the company in which the acquisition is made, if:
- (a) no votes are cast in favour of the resolution by the person proposing to make the acquisition; and
 - (b) the members of the company were given all information known to the person proposing to make the acquisition or their associates, or known to the company, that was material to the decision on how to vote on the resolution, including:
 - (i) the identity of the person proposing to make the acquisition and their associates; and
 - (ii) the maximum extent of the increase in that person's voting power in the company that would result from the acquisition; and
 - (iii) the voting power that person would have as a result of the acquisition; and
 - (iv) the maximum extent of the increase in the voting power of each of that person's associates that would result from the acquisition; and
 - (v) the voting power that each of that person's associates would have as a result of the acquisition."

Schedule A

Associated Planners Group Limited (A.C.N: 003 357 024) ("APGL").

Schedule B

An acquisition by Zurich Australia Limited (A.C.N: 000 010 195) of 30% of the issued shares in APGL.

Dated 21 May 2001



Signed by Vinh Huynh
as a delegate of the Australian Securities and Investments Commission

9619897

Australian Securities & Investments Commission
Corporations Law - Subsection 655A(1) - Declaration

01/0602

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

1. item 2(d)(ii) of section 611 was omitted and the following paragraph substituted:
 - "(ii) subject only to one or both of the following:
 - (A) any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2);
 - (B) the condition referred to in paragraph 625(3)(c)"
2. item 3(d)(ii) of section 611 was omitted and the following paragraph substituted:
 - "(ii) subject only to any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2)."
3. paragraph 617(2) was modified by omitting the words
"the bid may extend to securities that come to be in the bid class during the offer period due to a conversion or exercise of the rights."
and substituting the words:
"the bid may extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to a conversion or exercise of the rights.";
4. subsection 619(3) were modified or varied by:
 - (a) in paragraph (a), omitting the words "foreign holders" and substituting the words "all foreign holders, or certain foreign holders specified in the bidder's statement,"; and
 - (b) in subparagraph (b)(i), omitting the words "foreign holders" and substituting the words "those foreign holders referred to in paragraph (a)".
5. paragraph 620(2)(b) was omitted and the following paragraph substituted:
 - "(ba) if the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is subject to a defeating condition at the time that the bidder is given the necessary transfer documents - by the end of whichever of the following periods ends earlier:
 - (i) within one month after the takeover contract becomes unconditional;
 - (ii) 21 days after the end of the offer period; or
 - (bb) if the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is unconditional at the time that the bidder is given the necessary transfer documents - by the end of whichever of the following periods ends earlier:
 - (i) one month after the bidder is given the necessary transfer documents;
 - (ii) 21 days after the end of the offer period; or"
6. paragraph 620(2)(c) was modified by adding at the end of the paragraph the following words:
"but if at the time the bidder is given the necessary transfer documents the takeover contract is still subject to a condition which relates to the occurrence of an event or circumstance referred to in subsection 652C(1), 652C(2) or 625(3)(c), within 21 days after the takeover contract becomes unconditional."
7. subsection 625(3) was modified by adding at the end of the subsection the following words:
"The condition referred to in this subsection is not a defeating condition."
8. items 2, 3 and 5 of the table contained in subsection 633(1) were modified by adding at the end of the entry in the left hand column for each item the following words:
"The bidder's statement and offer document need not include the name and address of the holders of bid class securities, the date of the proposed offer or any other date that is related to or dependent on that date, or the details referred to in subparagraphs 636(1)(k)(ii) and 636(1)(l)(ii) or

details of transactions required to be disclosed under subparagraphs 636(1)(h) and 636(1)(i) from the period between the date of the bidder's statement and the date of the bid.

If this information is not included in the bidder's statement and offer document, the bidder must:

- include this information in the bidder's statement and offer document sent under item 6; and
 - send to the target a copy of the bidder's statement sent under item 6.”;
9. paragraph 630(4) was modified by omitting the words “publishing” and “publish” and substituting in their place “giving” and “give” respectively;
 10. paragraph 636(1)(j) was modified by omitting the words “during the offer period” and substituting “during the period from the date set by the bidder under subsection 633(2) to the end of the offer period”;
 11. paragraph 636(1)(k) was modified by the insertion of the following subparagraph after subparagraph 636(1)(k)(ii):
 - “(iii) the number of securities in the class that the bidder had a relevant interest in immediately before the bidder's statement is lodged with ASIC (expressed as a number of securities or as a percentage of the total number of securities in the class)”.
 12. paragraph 636(1)(l) was omitted and the following paragraph substituted:
 - “(l) for an off-market bid - the bidder's voting power in the target:
 - (i) as at the date of the bidder's statement; and
 - (ii) as at the date immediately before the first offer is sent.”
 13. subsection 650B(2) was modified by omitting the words:

“The person is entitled to receive the improved consideration immediately, or immediately after the exercise of the election.”

and substituting the following:

“The person is entitled to receive the improved consideration immediately, except:

 - (a) if the time for payment of the consideration in accordance with subsection 620(2) has not yet occurred, the person is not entitled to receive the improved consideration until that time;
 - (b) if the person has to make an election before being entitled to the improved consideration, the person is not entitled to receive the improved consideration until the later of:
 - (i) the time when the person makes the election and returns any consideration under s651B(2);
 - (ii) the time applicable under paragraph (a).”
 14. the first sentence of paragraph 650C(2) was omitted and the following sentence substituted:

“If the bid is subject to a defeating condition, the bidder may only extend the offer period after the notice under subsection 630(3) has been given if one of the following happens after the notice has been given.”.
 15. paragraph 650F(1)(a) was omitted and the following paragraph substituted:
 - “(a) if the condition relates only to the occurrence of an event or circumstances referred to in subsection 652C(1) or (2) - not later than 3 business days after the end of the offer period; or”
 16. paragraph 650G(b) was omitted and the following paragraph substituted:
 - “(b) the bidder has not declared the offers to be free from the condition in accordance with section 650F.”
 17. paragraph 650G(c) was omitted and the following paragraph substituted:
 - “(c) the condition has not been fulfilled:
 - (i) except as provided in subparagraph (ii), at the end of the offer period; or
 - (ii) in the case of an event or circumstance referred to in subsection 652C(1) or (2), within 3 business days after the end of the offer period.”

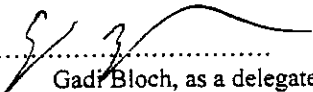
Southern Cross Communications Limited ACN 004 386 038 (“Bidder”).

SCHEDULE B

The takeover bid by the Bidder for all the fully paid ordinary shares in Telecasters Australia Limited ACN 062 751 366 in respect of which a bidder's statement is to be lodged with the Commission on or about the date of this instrument.

Dated this 21st day of May 2001

Signed:


Gad Bloch, as a delegate of the
Australian Securities and Investments Commission

9619898

01/0603

Australian Securities and Investments Commission

Corporations Law - Subsections 655A(1), 669(1) and 673(1) - Declarations

Pursuant to subsections 655A(1), 669(1) and 673(1) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6, 6A and 6C of the Law apply in relation to the persons specified in Schedule A in relation to the class of securities specified in Schedule B for the period of 6 months after the date of this instrument as if:

1. the definition of "associate" in section 9 was modified by:
 - (a) omitting the words:
": The following are the associates of a bidder making a takeover offer, a substantial holder or a 90% holder"
and substituting the following:
"when used in relation to a person in Chapters 6, 6A and 6C means";
 - (b) replacing the references to "bidder or holder" with the word "person" wherever they appear;
 - (c) replacing the references to "a person" in paragraphs (b) and (c) with the words "another person"; and
 - (d) inserting after paragraph (c) the sentence: "But another person is not an associate of the person merely because of one or more of the circumstances in paragraphs 16(1)(a) to (d).";
2. subsection 10(1) was modified or varied by omitting the word "This" and substituting "Unless the definition of associate in section 9 applies, this";
3. subsection 10(2) was omitted; and
4. subsection 12(1) was omitted.

Schedule A

Telecasters Australia Limited ACN 062 751 366 and their related bodies corporate.

Schedule

All the fully paid ordinary shares in Telecasters Australia Limited ACN 062 751 366.

Dated this 21st day of May 2001.

Signed Gadi Bloch,



a delegate of the Australian Securities and Investments Commission

9619899

Australian Securities & Investments Commission
Corporations Law - Subsection 655A(1) - Exemption

01/0604

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("Commission") hereby exempts the persons specified in Schedule A from subsection 636(3) of the Law in the case referred to in Schedule B on the conditions specified in Schedule C in relation to a statement which is included in, or accompanies, the bidder's statement referred to in Schedule B ("Bidder's Statement"), where Telecasters Australia Limited ACN 062 751 366 or any of their related bodies corporate made the statement in an announcement to the Australian Stock Exchange Limited.

Schedule A

Southern Cross Communications Limited ACN 004 386 038 ("Bidder") and the directors of the Bidder.

Schedule B

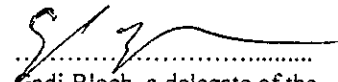
The off-market bid by the Bidder for all the fully paid ordinary shares in Telecasters Australia Limited ACN 062 751 366 in respect of which a bidder's statement is to be lodged with the Commission on or about the date of this instrument.

Schedule C

1. The Bidder's Statement either:
 - (a) informs people of their right to obtain a copy of an announcement referred to in this instrument; or
 - (b) includes a copy of the announcement.
2. If the Bidder's Statement informs people of their right to obtain a copy of an announcement, the Bidder gives a copy of the announcement free of charge to anyone who asks for it during the offer period.
3. The Bidder's Statement states that a person who has made a statement referred to in this instrument has not consented to the statement being included in, or accompanying, the Bidder's Statement in the form and context in which it is included.

Dated this 21st day of May 2001.

Signed:



Gadi Bloch, a delegate of the
Australian Securities and Investments Commission

9619900

Australian Securities and Investments Commission
Corporations Law - Subsection 741(1) - Exemption

01/0605

Pursuant to subsection 741(1) of the Corporations Law (the "Law") the Australian Securities and Investments Commission ("ASIC") exempts RJV Australia Pty Ltd (ACN 085 918 798) (the "Company") and any person specified in Schedule A in the case specified in Schedule B from all of the provisions of Chapter 6D of the Law on condition that:

1. The offer for the issue of shares is made personally and only to persons in the major metropolitan areas of Sydney, Melbourne, Brisbane, Adelaide and Perth who at the time of the offer have a motor vehicle dealer agreement with Ford Motor Company of Australia Limited (ACN 004 116 223) or to a nominee or nominees of such persons.
2. The offer for the issue of shares is for a minimum subscription of \$100,000.
3. The Company will not accept an application for shares unless it believes on reasonable grounds that the applicant has been provided with an information memorandum prepared by or on behalf of the Company:
 - (a) containing information that would otherwise be required by section 710 of the Law to be included in a disclosure document offering shares in the subsidiary of the Company which proposes to acquire the motor vehicle dealership business of the applicant or of a person referred to in paragraph 1 who nominates the applicant;
 - (b) containing information explaining the risks that:
 - (i) the value of the shares on offer could be adversely affected by the failure of, or losses incurred by, the Company or any of its wholly owned subsidiaries;
 - (ii) if the Company or any of its wholly owned subsidiaries incur losses, this may adversely affect the ability of the Company to pay dividends to the holders of the shares on offer; and
 - (c) which discloses the rights attaching to the shares on offers.
4. The information memorandum must include statements to the effect that:
 - (a) the document contains important information which should be reviewed carefully but is not a disclosure document;
 - (b) there are no cross guarantees between the Company and its wholly owned subsidiaries;
 - (c) the Company is to act as a holding company of a number of wholly owned subsidiaries which operate motor vehicle dealership businesses and is to be the holder of shares in the issued capital of Coventry Auto Parts Pty Ltd (ACN 086 567 713) and be entitled to receive from time to time certain payments from Coventry Group Ltd (ACN 008 670 102);
 - (d) unless otherwise approved by a special resolution of the Company, the Company will not incur any borrowing, other than borrowings of a short term and non material nature undertaken to fund expenses of the Company;
 - (e) the offer for the issue of shares is made in reliance on an exemption from ASIC; and
 - (f) ASIC takes no responsibility as to the contents of the information memorandum.

SCHEDULE A

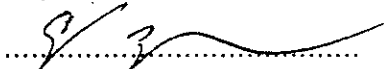
Any person who makes an offer of the kind referred to in Schedule B

SCHEDULE B

An offer for the issue of ordinary shares in the Company to be issued on or before 31 December 2002.

Dated 21st day of May 2001

Signed


.....
Gadi Bloch, as a delegate of the
Australian Securities & Investments Commission

3619901

01/0606

**Australian Securities and Investments Commission
Corporations Law - Subsection 741(1)(a) - Exemption**

Pursuant to section 741(1)(a) of the Corporations Law (the "Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons mentioned in Schedule A from Parts 6D.2 and 6D.3 of the Law 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.

SCHEDULE A - Person Exempted

Globe International Limited ACN 007 066 033 ("Company") and any person acting for or on behalf of the Company.

SCHEDULE B - Cases Exempted

This exemption applies to an offer of securities for issue or sale which is:

- (a) an offer for issue or sale of options over fully paid shares where the option is offered for no more than nominal consideration; and;
- (b) an issue or sale of fully paid shares as a consequence of an offer of the kind referred to in paragraph (a);

and which meets the further requirements set out in Schedule C, but does not apply to:

- (c) 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 options or shares, meet the following requirements:

- 1. In the case of an offer of options in accordance with paragraph (a) of Schedule B, it must be a condition of the offer that no shares be granted or issued pursuant to the options unless shares in the same class as those issued or granted have been quoted on the ASX for a period of 12 months without suspension in trading during that period exceeding in total 2 trading days.
- 2. The offer must be made pursuant to an employee share scheme extended only to persons ("offerees") who at the time of the offer are either full or part-time employees or directors of the Company or of associated bodies corporate of the Company.
- 3. The employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
- 4. 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 the rules of the employee share scheme pursuant to which the offer is made;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire shares to which the offer relates ("the offer period"), the Company will, within a reasonable period of the offeree so requesting, provide the offeree without charge a copy of the rules of the employee share scheme;
 - (c) the offer document must specify:
 - (i) the acquisition price in Australian dollars of the shares to which the offer relates;
 - (ii) where the acquisition price of the 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 shares to which the offer relates 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;

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- (d) the offer document must include an undertaking that the Company will, and an explanation of the way in which the Company will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
- (i) where the shares of the Company have commenced quotation on the ASX or an approved foreign exchange, 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 offer relates; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) if the Company or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares to which the offer relates, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.
5. In the case of an offer of shares for issue, 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 or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to either employees or directors of the Company and associated bodies corporate of the Company, 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 either employees or directors of the Company and associated bodies corporate of the Company;
- 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 Australia; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the 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 Law;
- 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 Company complies with any undertaking required to be made in the offer document by reason of this instrument.

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.
2. A body corporate is an associated body corporate of the Company if:
 - (a) the body corporate is a related body corporate of the Company; or
 - (b) the body corporate has voting power in the Company of not less than 20%; or
 - (c) the Company has voting power in the body corporate of not less than 20%; (applying the definition of 'voting power' contained in section 610 of the Law).

01/0606

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 employee share scheme shall not be regarded as extended to a person other than an employee or director of the Company or an associated body corporate of the Company 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. The current market price of a share shall be taken as the price published by the principal exchange on which the share is quoted as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated this 21st day of May 2001

Signed:



Gadi Bloch, as a delegate of the
Australian Securities and Investments Commission

9619902

Australian Securities and Investments Commission 01/0607
Corporations Law - Subsection 655A(1) - Exemption

PURSUANT to subsection 655A(1) of the Corporations Law (the "Law") the Australian Securities and Investments Commission (the "Commission") exempts Ford Investment Enterprises Corporation Australia Pty Ltd (ACN 085 937 739) ("Ford") and each of its related bodies corporate from all of the provisions of Chapter 6 of the Law in the case referred to in the Schedule on condition that:

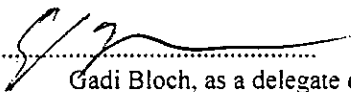
1. Ford does not become entitled to more than 40% of the issued shares in the capital of RJV Australia Pty Ltd (ACN 085 918 798) (the "Company") during the period from the date on which the Company has more than 50 members to 31 December 2002;
2. The Company includes in the information memorandum referred to in either the instrument of relief dated 15 March 2000 or the instrument of relief dated 21st May 2001 ("Information Memorandum"), each relating to the provisions of Chapter 6D of the Law in respect of persons making an offer of ordinary shares in the Company and executed by Gadi Bloch as a delegate of the Commission, an explanation of the effect of this instrument.

Schedule

Any acquisition by Ford of ordinary shares of any class in the capital of the Company made on or before 31 December 2002 by subscribing for shares in the Company on the basis described in the Information Memorandum.

Dated this 21st day of May 2001

Signed


Gadi Bloch, as a delegate of the
Australian Securities & Investments Commission

9619903