



Commonwealth of Australia



**ASIC**

Australian Securities &  
Investments Commission

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01/0664

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; and
  - (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

Iluka Corporation Limited ACN 002 048 464 ("Person")

Schedule B

All the ordinary shares in Consolidated Rutile Limited ACN 009 719 902 and for which a bidder's statement is to be lodged with ASIC on or about the date of this instrument ("Securities")

Dated this 25<sup>th</sup> day of May 2001



Diane Mary Binstead  
A delegate of the Australian Securities and Investments Commission

9619935

Australian Securities and Investments Commission  
Corporations Law - Subsection 655A(1) - Exemption 01/0665

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") 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, insofar as subsection 636(3) would require consent for the inclusion in the bidder's statement referred to in Schedule B ("Bidder's Statement") of statements made, or based on statements made, in any announcements to the Australian Stock Exchange Limited by Consolidated Rutile Limited ACN 009 719 902 or any of its related bodies corporate.

Schedule A

Iluca Corporation Limited ACN 002 048 464 ("Bidder") and the directors of the Bidder

Schedule B

The off-market bids by the Bidder for all the ordinary shares in Consolidated Rutile Limited ACN 009 719 902 ("Target") in respect of which a bidder's statement is to be lodged with ASIC on or about the date of this instrument.

Schedule C

1. The Bidder's Statements must either:
  - (a) inform people of their right to obtain a copy of an announcement referred to in this instrument; or
  - (b) include a copy of the announcement.
2. If the Bidder's Statement informs people of their right to obtain a copy of the announcement, the Bidder must give a copy of the document free of charge to anyone who asks for it during the offer period.
3. The Bidder's Statement includes a statement to the effect that a person who has made a statement referred to in paragraphs 1 to 3 of 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 25th day of May 2001



Signed by Diane Mary Binstead,  
a delegate of the Australian Securities and Investments Commission

9619936

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

01/0666

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. 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. 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 a class of 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 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:

- (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. paragraph 630(4) was modified by omitting the words "publishing" and "publish" and substituting in their place "giving" and "give" respectively;

9. 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.";

10. 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";

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 company:

- (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 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.";

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;
- (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**

Iluka Corporation Limited ACN 002 048 464 ("Bidder")

**Schedule B**

The takeover bid by the Bidder for all the ordinary shares in Consolidated Rutile Limited ACN 009 719 902 ("Target") 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 25<sup>th</sup> day of May 2001



Diane Mary Binstead,  
a delegate of the Australian Securities & Investments Commission

9619937

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

01/0667

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 the following was inserted as Item 7A of section 611 of the Law:

"An acquisition that results from an on-market transaction if:

- (a) the acquisition is pursuant to a share acquisition program approved by resolution passed at general meeting of the company in which the acquisition is made where:
  - (1) no votes are cast in favour of the resolution by the person proposing to implement the share acquisition program and their associates; and
  - (2) the members of the company were given all information known to the person proposing to implement the share acquisition program or their associates, or known to the company, that was material to the decision on how to vote on the resolution, including:
    - (A) the identity of the person proposing to implement the share acquisition program and their associates; and
    - (B) the maximum extent of the increase in that person's voting power in the company that may result from the share acquisition program; and
    - (C) the voting power that the person may have as a result of the share acquisition program; and
    - (D) the maximum extent of the increase in the voting power of each of that person's associates that may result from the share acquisition program; and
    - (E) the voting power that each of that person's associates may have as a result of the share acquisition program;
- (b) the acquisition is made within 6 months after the share acquisition program is approved in the manner specified in paragraph (a); and
- (c) as a result of the acquisition, none of the persons referred to in subparagraph (a)(1) would have voting power in the company more than 9 percentage points higher than they had before the date of the notice convening the general meeting."

**Schedule A**

Federation Group Limited ACN 007 532 827 ("Federation") and its associates.

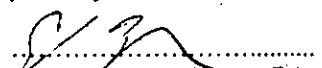
**Schedule B**

Acquisitions of fully paid ordinary shares in Pinnacle VRB Limited ACN 060 111 784 ("Pinnacle") where:

- (a) Federation announces the details of the proposed share acquisition program (including the name of the broker who will act on Federation's behalf) to ASX as soon as practicable after members of Pinnacle have approved the proposed share acquisition program pursuant to Item 7A of section 611 of the Law;
- (b) Federation acquires no shares in Pinnacle until at least 7 days after Federation has made the announcement referred to in paragraph (a) of this Schedule;
- (c) the consideration paid per share is not more than 5% above the average of the daily volume weighted average sale price of fully paid ordinary shares in Pinnacle sold on the stock market of ASX (but excluding any transaction defined in the business rules of ASX as "special", crossings prior to the commencement of normal trading, crossings during the after hours adjust phase nor any overseas trades or the exercise of options over shares) during the 5 trading days before the purchase.

Dated this 25<sup>th</sup> day of May 2001.

Signed:

  
Gadi Bloch, a delegate of the

Australian Securities and Investments Commission

9619938

Australian Securities and Investments Commission **0 1 / 0 6 6 8**  
Corporations Law - Subsection 741(1) Declaration

Pursuant to subsection 741(1) of the Corporations Law ("the Law"), the Australian Securities and Investments Commission ("the Commission") hereby 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:

1. sub-section 709(4) of the Law were modified or varied by:
  - a. adding after the expression "money" the expression "together with the value of any non-cash consideration"

**Schedule A**

Diatreme Resources Limited, A.C.N. 061 267 061 ("the Company")

**Schedule B**

The offer information statement to be lodged with the Commission on or about 28 May 2001 together with any future offer information statement lodged by the Company.

Dated 28<sup>th</sup> May 2001



Mary-Anne Doolan  
a delegate of the Australian Securities and Investment Commission

9619939



Australian Securities and Investments Commission 0 1 / 0 6 6 9  
Corporations Law  
Paragraph 601QA(1)(a) - Exemption

Under paragraph 601QA(1)(a) of the Corporations Law ("the Law"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A ("Operator") in the case specified in Schedule B from section 601ED of the Law on the conditions set out in Schedule C and for so long as they are met.

Schedule A

Murray Valley Resort (Yarrowonga) Limited ACN 006 148 652

Schedule B

The operation of the time-sharing scheme known as {insert the name of the time-sharing scheme} ("Scheme") where:

- (1) the management of the property to which the scheme relates is supervised by a company ("the Club");
- (2) at least 90% of the votes that may be cast on a resolution of the members of the Club are held by members that are not, and are not associated in relation to the Scheme with, any operator, manager, promoter or developer in relation to the Scheme, other than where held by members solely in their capacity as an associate of the Club;
- (3) at least 90% or more by value or number of all the interests in the Scheme that can be issued have since 1 June 2000 been held by persons who are not, and are not associated in relation to the Scheme with, the Operator or any other operator, manager, promoter or developer in relation to the Scheme, other than where held by persons solely in their capacity as an associate of the Club;
- (4) no promoter of the Scheme or any developer in relation to the property to which the Scheme relates has failed to perform any contractual obligation to any member in relation to the Scheme that is likely adversely to affect the member's interests; and
- (5) the constitution of the Club provides for the removal of a director if a resolution for their removal is supported by more than 50% of its members by value or, if the constitution so provides, by number.

Schedule C

- (1) In relation to each building that was to be built under the terms of any prospectus in relation to the Scheme the Operator:
  - (a) ensures that the building is substantially completed to the extent that members will not be materially affected if no further construction occurs; or
  - (b) gives ASIC a notice in writing stating that the building will not be substantially completed and that the members of the Scheme will not be materially affected by its not being substantially completed;
- (2) Where any offers of interests in the Scheme for issue or sale are made by the Operator, or by any other operator, manager, promoter or developer of the Scheme, the Operator must ensure that:
  - (a) Chapter 6D of the Law is complied with as far as practicable;
  - (b) the offeror holds a securities dealers licence that contains conditions relating to sales of interests in time-sharing schemes; and
  - (c) the offeror complies with the conditions of the licence; as if the Scheme were a registered scheme;
- (3) The Operator must ensure that each member of the Scheme:
  - (a) has received share or membership certificates in the Club (or where the constitution of the Scheme and the Law has permitted and no share or membership certificates in the Club are issued, documentation or other evidence of membership in the Club); and
  - (b) falls into one or more of the following categories:
    - (i) they have received a certificate of title (and where there is no certificate of title issued by the relevant titles registry, a copy of a registration confirmation statement or other evidence of title issued by the relevant titles registry) showing the member as holding title in a portion of the real property to which the Scheme relates in accordance with their entitlement; or
    - (ii) they have received a copy of the certificate of title certified as a true copy by a Justice of the Peace or a lawyer, where the Club has acknowledged that it is holding such a certificate in safe custody to be dealt with in accordance with provisions in the Club's constitution that provide for the certificate to be used

01/0669

only to facilitate a transfer authorised by the member, or on forfeiture of the interest; or

- (iii) they became a member as a result of the forfeiture of the interest by a former member;

- (4) The Operator must ensure that any management agreement for the Scheme or property that members have a right to use, occupy or possess as part of the Scheme provides for the dismissal of the manager without any additional payment when members of the Club pass a resolution to that effect in at least one of the following cases:

- (a) more than 50% of all members vote for dismissal;
- (b) members holding more than 50% by value of the interests vote for dismissal;
- (c) 75% of members voting (whether in person or by proxy) vote for dismissal where at least 25% of members eligible to vote do so; or
- (d) members holding 75% by value of the interests that are held by members voting (whether in person or by proxy) vote for dismissal where members holding at least 25% by value of the interests eligible to vote do so,

unless:

- (e) the management agreement was in force on 6 December 1999;
- (f) there has not since that date been any lawful means for the Club to terminate the agreement;
- (g) members are given at least 21 days' written notice that the Operator seeks to rely on the exception contained in these paragraphs (e) to (o) despite the fact that the management agreement does not meet the requirements that would otherwise apply;
- (h) the notice sent to members allows the member to requisition a vote by ticking a form accompanying the notice;
- (j) the notice contains a summary of all material information that is relevant to a member's decision whether to requisition a vote;
- (k) the notice states prominently a reply paid address to which the form requisitioning a vote may be sent;
- (l) the notice states prominently that if:
  - (i) members who together hold at least 5% of the total value of the interests; or
  - (ii) at least 100 members,

requisition a vote by giving written notice to the reply paid address within 21 days from the date that the notice may reasonably be expected to be received by them, a postal vote will be held on whether the Operator should be able to rely on this exception or should be required to comply with the usual ASIC policy concerning how a management agreement may be terminated;

- (m) a postal vote is conducted if requisitioned in accordance with the notice as soon as practicable;
- (n) if there is a postal vote:
  - (i) a voting paper must be sent to each member which states a reply paid address to which the voting paper may be sent;
  - (ii) members must be notified in, or in a document accompanying, the voting paper that only votes received at the reply paid address within 28 days after the issue of the voting paper will be counted and that the vote will be taken as passed if supported by either a majority by value or by number of votes cast (as specified in the notice); and
  - (iii) the voting paper must be accompanied by a notice that explains that unless members vote against permitting the Operator being allowed to rely upon this exception, the Operator may be permitted to do so despite the management agreement not complying with the usual ASIC policy concerning how a management agreement may be terminated;
  - (iv) the notice accompanying the voting paper must contain a summary of information that is materially relevant to a member's decision whether to vote for or against the proposed resolution; and
- (o) ASIC is notified in writing where a vote was required and, if so, whether the vote was passed;

- (5) The Operator must:

- (a) be a member of an approved ISB; or

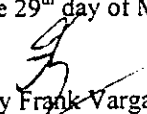
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- (b) on or before 31 May 2001 become, and remain thereafter, a member of an external complaints resolution scheme approved by ASIC that can deal with complaints relating to its operation of time-sharing schemes; or
- (c) both:
  - (i) become before 1 October 2002, and remain thereafter, a member of an external complaints resolution scheme approved by ASIC that can deal with complaints relating to its operation of time-sharing schemes; and
  - (ii) be at least until such time as it becomes a member of an external complaints resolution scheme as referred to in sub-paragraph (i), a member of Australian Timeshare and Holiday Ownership Council Limited (ACN 065 260 095) (ATHOC) and have covenanted with that body, in the form of an agreement approved by ASIC, to comply with the complaints resolution procedures and other matters specified in that agreement.
- (6) The Operator must not make or facilitate the making of any offer for issue or sale of an interest in the Scheme unless the issue or sale is subject to a cooling-off period of:
  - (a) not less than ten business days; or
  - (b) if the Club is a member of ATHOC or an Approved ISB - not less than five business days;

Interpretation

In this instrument "Approved ISB" means a body specified by ASIC in writing to be an approved industry supervisory body for the purposes of ASIC Policy Statement 160 until the expiration of the period during which ASIC has stated that such approval remains in force or until ASIC publishes in writing that such approval is revoked.

Dated the 29<sup>th</sup> day of May 2001

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

9619940

Australian Securities and Investments Commission 0 1 / 0 6 7 0  
Corporations Law  
Paragraph 601QA(1)(a) - Exemption

Under paragraph 601QA(1)(a) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A ("Operator") in the case specified in Schedule B from section 601ED of the Law on the conditions set out in Schedule C and for so long as they are met.

Schedule A

Lake Edge Resort Limited ACN 006 812 415

Schedule B

The operation of the time-sharing scheme known as {insert the name of the time-sharing scheme} ("Scheme") where:

- (1) the management of the property to which the scheme relates is supervised by a company ("the Club");
- (2) at least 90% of the votes that may be cast on a resolution of the members of the Club are held by members that are not, and are not associated in relation to the Scheme with, any operator, manager, promoter or developer in relation to the Scheme, other than where held by members solely in their capacity as an associate of the Club;
- (3) at least 90% or more by value or number of all the interests in the Scheme that can be issued have since 1 June 2000 been held by persons who are not, and are not associated in relation to the Scheme with, the Operator or any other operator, manager, promoter or developer in relation to the Scheme, other than where held by persons solely in their capacity as an associate of the Club;
- (4) no promoter of the Scheme or any developer in relation to the property to which the Scheme relates has failed to perform any contractual obligation to any member in relation to the Scheme that is likely adversely to affect the member's interests; and
- (5) the constitution of the Club provides for the removal of a director if a resolution for their removal is supported by more than 50% of its members by value or, if the constitution so provides, by number.

Schedule C

- (1) In relation to each building that was to be built under the terms of any prospectus in relation to the Scheme the Operator:
  - (a) ensures that the building is substantially completed to the extent that members will not be materially affected if no further construction occurs; or
  - (b) gives ASIC a notice in writing stating that the building will not be substantially completed and that the members of the Scheme will not be materially affected by its not being substantially completed;
- (2) Where any offers of interests in the Scheme for issue or sale are made by the Operator, or by any other operator, manager, promoter or developer of the Scheme, the Operator must ensure that:
  - (a) Chapter 6D of the Law is complied with as far as practicable;
  - (b) the offeror holds a securities dealers licence that contains conditions relating to sales of interests in time-sharing schemes; and
  - (c) the offeror complies with the conditions of the licence; as if the Scheme were a registered scheme;
- (3) The Operator must ensure that each member of the Scheme:
  - (a) has received share or membership certificates in the Club (or where the constitution of the Scheme and the Law has permitted and no share or membership certificates in the Club are issued, documentation or other evidence of membership in the Club); and
  - (b) falls into one or more of the following categories:
    - (i) they have received a certificate of title (and where there is no certificate of title issued by the relevant titles registry, a copy of a registration confirmation statement or other evidence of title issued by the relevant titles registry) showing the member as holding title in a portion of the real property to which the Scheme relates in accordance with their entitlement; or
    - (ii) they have received a copy of the certificate of title certified as a true copy by a Justice of the Peace or a lawyer, where the Club has acknowledged that it is holding such a certificate in safe custody to be dealt with in accordance with provisions in the Club's constitution that provide for the certificate to be used

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- only to facilitate a transfer authorised by the member, or on forfeiture of the interest; or
- (iii) they became a member as a result of the forfeiture of the interest by a former member;
- (4) The Operator must ensure that any management agreement for the Scheme or property that members have a right to use, occupy or possess as part of the Scheme provides for the dismissal of the manager without any additional payment when members of the Club pass a resolution to that effect in at least one of the following cases:
- (a) more than 50% of all members vote for dismissal;
  - (b) members holding more than 50% by value of the interests vote for dismissal;
  - (c) 75% of members voting (whether in person or by proxy) vote for dismissal where at least 25% of members eligible to vote do so; or
  - (d) members holding 75% by value of the interests that are held by members voting (whether in person or by proxy) vote for dismissal where members holding at least 25% by value of the interests eligible to vote do so,
- unless:
- (e) the management agreement was in force on 6 December 1999;
  - (f) there has not since that date been any lawful means for the Club to terminate the agreement;
  - (g) members are given at least 21 days' written notice that the Operator seeks to rely on the exception contained in these paragraphs (e) to (o) despite the fact that the management agreement does not meet the requirements that would otherwise apply;
  - (h) the notice sent to members allows the member to requisition a vote by ticking a form accompanying the notice;
  - (j) the notice contains a summary of all material information that is relevant to a member's decision whether to requisition a vote;
  - (k) the notice states prominently a reply paid address to which the form requisitioning a vote may be sent;
  - (l) the notice states prominently that if:
    - (i) members who together hold at least 5% of the total value of the interests; or
    - (ii) at least 100 members,requisition a vote by giving written notice to the reply paid address within 21 days from the date that the notice may reasonably be expected to be received by them, a postal vote will be held on whether the Operator should be able to rely on this exception or should be required to comply with the usual ASIC policy concerning how a management agreement may be terminated;
  - (m) a postal vote is conducted if requisitioned in accordance with the notice as soon as practicable;
  - (n) if there is a postal vote:
    - (i) a voting paper must be sent to each member which states a reply paid address to which the voting paper may be sent;
    - (ii) members must be notified in, or in a document accompanying, the voting paper that only votes received at the reply paid address within 28 days after the issue of the voting paper will be counted and that the vote will be taken as passed if supported by either a majority by value or by number of votes cast (as specified in the notice); and
    - (iii) the voting paper must be accompanied by a notice that explains that unless members vote against permitting the Operator being allowed to rely upon this exception, the Operator may be permitted to do so despite the management agreement not complying with the usual ASIC policy concerning how a management agreement may be terminated;
    - (iv) the notice accompanying the voting paper must contain a summary of information that is materially relevant to a member's decision whether to vote for or against the proposed resolution; and
  - (o) ASIC is notified in writing where a vote was required and, if so, whether the vote was passed;
- (5) The Operator must:
- (a) be a member of an approved ISB; or

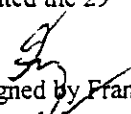
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- (b) on or before 31 May 2001 become, and remain thereafter, a member of an external complaints resolution scheme approved by ASIC that can deal with complaints relating to its operation of time-sharing schemes; or
- (c) both:
  - (i) become before 1 October 2002, and remain thereafter, a member of an external complaints resolution scheme approved by ASIC that can deal with complaints relating to its operation of time-sharing schemes; and
  - (ii) be at least until such time as it becomes a member of an external complaints resolution scheme as referred to in sub-paragraph (i), a member of Australian Timeshare and Holiday Ownership Council Limited (ACN 065 260 095) (ATHOC) and have covenanted with that body, in the form of an agreement approved by ASIC, to comply with the complaints resolution procedures and other matters specified in that agreement.
- (6) The Operator must not make or facilitate the making of any offer for issue or sale of an interest in the Scheme unless the issue or sale is subject to a cooling-off period of:
  - (a) not less than ten business days; or
  - (b) if the Club is a member of ATHOC or an Approved ISB - not less than five business days;

Interpretation

In this instrument "Approved ISB" means a body specified by ASIC in writing to be an approved industry supervisory body for the purposes of ASIC Policy Statement 160 until the expiration of the period during which ASIC has stated that such approval remains in force or until ASIC publishes in writing that such approval is revoked.

Dated the 29<sup>th</sup> day of May 2001

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

9619941

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

01/0671

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 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 ("Target's Statement") 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 the Target's Statement 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 by the Target in any document:
  - (a) lodged with the Australian Securities and Investments Commission; or
  - (b) given to the Australian Stock Exchange Limited.

Schedule A

Telecasters Australia Limited ACN 062 751 366 ("Target") and the directors of the Target.

Schedule B

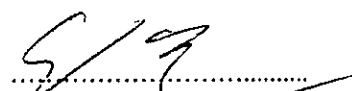
The off-market bid by Southern Cross Communications Limited ("Bidder") for all the fully paid ordinary shares in Telecasters Australia Limited in respect of which a target's statement is to be lodged with the Commission on or about the date of this instrument.

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 (other than any material sent by a member of the Southern Cross Group to Telecasters Australia Limited shareholders); or
  - (b) includes a copy of the document.
2. If the Target's Statement informs people of their right to obtain a copy of a 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.

Dated this 31<sup>st</sup> day of May 2001.

Signed:

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

9619942

01/0672

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION  
IN THE MATTER OF PART 7.3 OF THE CORPORATIONS LAW AND  
ASHOK KUMAR PAL

BANNING ORDER

The Australian Securities and Investments Commission hereby makes an order pursuant to paragraph 829(c) and section 830 of the Corporations Law prohibiting Ashok Kumar Pal for the period until 31 August 2001 from doing an act as a representative of a dealer or an investment adviser.

Dated this 31<sup>st</sup> day of May 2001



Sharman Grant, Delegate of the Australian Securities and Investments Commission

9619943



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

01 / 0673

Pursuant to subsection 741(1) of the Corporations Law (the Law) the Australian Securities and Investments Commission (ASIC) hereby exempts the persons specified 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 — PERSONS EXEMPTED**

National Australia Bank Limited ACN 004 044 937 and any person acting for or on its behalf.

**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 fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the ASX or an approved foreign exchange and trading in which is not suspended (quoted shares); and
- (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; and
- (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 which meets the further requirements set out in Schedule C, but does not apply to:

- (d) 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 issue or 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 must be of a body (the issuer) securities of which have been quoted on:
  - (a) the ASX 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 exchange 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 (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 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 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 Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so

01 / 0673

requesting, provide the offeree without charge with a copy of the rules of the employee share scheme;

- (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 units 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, details of that formula;
- (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 Australia, 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
  - (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 issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.

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 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 issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a

01/0673

registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.

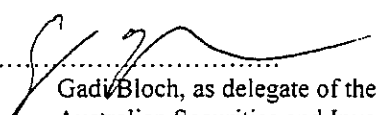
### Interpretation

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 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 Law).
- 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 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:
  - (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 exchange if and only if quoted on:
  - (a) the New York Stock Exchange, the American Stock Exchange, the London Stock Exchange, the Tokyo Stock Exchange, the Frankfurt Stock Exchange, the Bourse de Paris, the Toronto Stock Exchange, the Zurich Stock Exchange, the Amsterdam Stock Exchange, the Milan Stock Exchange, the Stock Exchange of Hong Kong Ltd, the Stock Exchange of Singapore Limited, the New Zealand Stock Exchange or the Kuala Lumpur Stock Exchange (Main and Second Boards) provided that unless otherwise expressly stated, if any such exchange has more than one board on which securities are quoted, securities shall only be taken to be quoted on that exchange if quoted on the main board of that exchange; or
  - (b) the NASDAQ National Market.
- 7 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 4<sup>th</sup> day of June 2001

Signed: .....

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

9619944



01/0674

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission  
Corporations Law Section 1190**

**Order Revoking Licence**

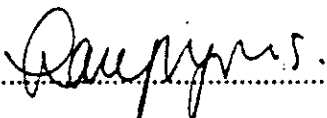
**TO:** Prudential-Bache Securities (Australia) Limited ("the Licensee")  
Level 37  
101 Collins Street  
MELBOURNE VIC 3000

Whereas:

1. Licence Number 14948 ("the Licence") was issued to the Licensee on 17 January 1995 pursuant to section 1145 of the Corporations Law.
2. The Licensee asked the Australian Securities & Investment Commission to revoke the Licence by letter dated 15 May 2001

Pursuant to section 1190 of the Corporations Law the Australian Securities and Investments Commission hereby revokes the Licence with effect from the date upon which this order is served on the Licensee.

Dated this 5<sup>th</sup> day of June 2001

Signed .....  .....

Tracey Lyons, a delegate of the Australian Securities and Investments Commission

9619945

01/0675

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

SUBSECTION 340(2)

CORPORATIONS LAW

ORDER

PURSUANT to subsection 340(2) of the Corporations Law ("the Law"), the Australian Securities and Investments Commission hereby makes an order exempting The Order of Australia Association Limited ACN 008 612 664 ("the Company") and the directors of the Company from compliance with paragraph 323D(2)(b) of the Law for the year commencing 1 September 2000, insofar as that paragraph requires the financial year to be 12 months long, on condition that:

1. paragraph 323D(2)(b) is applied for the year commencing 1 September 2000 as if it referred to a period of 13 months; and
2. the directors of the Company include a brief statement in the directors' report explaining the relief provided by this order.

Dated this 5<sup>th</sup> day of June 2001.

  
Peter Howard Mellor  
Delegate of the Australian Securities Commission

9619946

Australian Securities and Investments Commission  
Corporations Law – Subsections 260MA(1), 601QA(1) and 741(1) – Exemption

01/0676

Pursuant to subsections 260MA(1) and 741(1) of the Corporations Law (the 'Law') the Australian Securities and Investments Commission ('ASIC') hereby exempts each person in the class of persons referred to in Schedule A, from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 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.

And, for the avoidance of doubt, pursuant to subsection 601QA(1) of the Law, ASIC hereby exempts from section 601ED of the Law, in the case of operation of an employee share scheme which involves a contribution plan and in relation to which the exemptions referred to in the preceding paragraph are applicable, and where the conditions of those exemptions are met, each of the following persons:

1. each person in the class of persons referred to in Schedule A;
2. the issuer referred to in paragraph 1 of Schedule C; and
3. each associated body corporate of the issuer which is involved in the operation of the employee share scheme.

**SCHEDULE A – PERSONS EXEMPTED**

BP Amoco plc, a company incorporated in England with company No. 102498 (the issuer) and its subsidiaries and each associated body corporate of the issuer which is involved in the operation of the employee share scheme and any person acting for or on behalf of those persons (collectively, the offeror).

**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 ASX or the London Stock Exchange 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 ASIC Class Order 00/223 dated 11 March 2000 and where conditions of that Class Order are met;

which is made pursuant to the BP Sharesave UK Plan 2001 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 issue or 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 (the issuer) securities of which have been quoted on:
  - (a) The ASX through the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
  - (b) the London Stock Exchange 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 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.

01/0676

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 option plan 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 Australia, 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;
    - (ii) where the acquisition price 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 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 Australia, 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 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;
  - (e) the offer document must state:
    - (i) the UK bank and jurisdiction where contributions are held;
    - (ii) the length of time they may be held; and
    - (iii) 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 or options 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 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 issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which has a registered office in Australia), 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.

#### 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 contribution made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in a UK bank account which is established and kept by the offeree solely for the purpose of depositing contribution moneys and other money paid by the offeree 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 UK Bank 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 Law).
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.



01/0676

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 the 5<sup>th</sup> day of June 2001



Signed by Gadi Bloch  
as delegate of the Australian Securities and Investments Commission

9619947



01/0677

ASIC

Australian Securities & Investments Commission


**Australian Securities & Investments Commission  
Corporations Law Section 826**

**Order Revoking Licence**

**TO: Alan Francis Brodribb  
25 Brisbane Road  
LABRADOR QLD 4215**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 171435 held by Alan Francis Brodribb with effect from the date of service of this Order.

Dated this 6<sup>th</sup> day of June 2001

Signed.....  


Ian Podmore, a delegate of the Australian Securities and Investments  
Commission

9619948



01/0678

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission  
Corporations Law Section 826**

**Order Revoking Licence**

**TO: Ian Desmond Nankervis  
42 Churchill Drive  
MOOROOLBARK VIC 3138**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 12144 held by Ian Desmond Nankervis with effect from the date of service of this Order.

Dated this 6<sup>th</sup> day of June 2001

Signed.....  


Ian Podmore, a delegate of the Australian Securities and Investments  
Commission

9619949



01/0679

**ASIC**

Australian Securities & Investments Commission


**Australian Securities & Investments Commission  
Corporations Law Section 826**

**Order Revoking Licence**

**TO:** Warwick Taylor Vinton-Smith  
217 Kororoit Creek Road  
**WILLIAMSTOWN VIC 3016**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 15059 held by Warwick Taylor Vinton-Smith with effect from the date of service of this Order.

Dated this 6<sup>th</sup> day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments  
Commission

9619950



0.1 / 0680

**ASIC**

Australian Securities & Investments Commission

**Australian Securities & Investments Commission  
Corporations Law Section 826**

**Order Revoking Licence**

**TO: Peter Geoffrey Martin  
Suite 8  
74 Upper Pitt Street  
SYDNEY NSW 2000**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 11355 held by Peter Geoffrey Martin with effect from the date of service of this Order.

Dated this 6<sup>th</sup> day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments  
Commission

9619951



01/0681

**ASIC**

Australian Securities & Investments Commission


**Australian Securities & Investments Commission  
Corporations Law Section 826**

**Order Revoking Licence**

**TO: Garrick Michael Hawkins  
6-10 O'Connell Street  
SYDNEY NSW 2000**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 11887 held by Garrick Michael Hawkins with effect from the date of service of this Order.

Dated this 6<sup>th</sup> day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments Commission

9619952



01/0682

**ASIC**

Australian Securities & Investments Commission

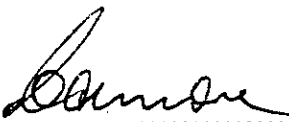
**Australian Securities & Investments Commission  
Corporations Law Section 825**

**Order Revoking Licence**

**TO: I.D.R. Pty Limited  
12 Tutus Street  
BALGOWLAH HEIGHTS NSW 2093**

Pursuant to section 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 15337 held by I.D.R. Pty Limited with effect from the date of service of this Order.

Dated this 6<sup>th</sup> day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments Commission

9619953



0.1 / 0683

**ASIC**

Australian Securities & Investments Commission

**Australian Securities & Investments Commission  
Corporations Law Section 825**

**Order Revoking Licence**

**TO: Hotel Assets Group Australia Limited  
Suite 3 Level 1  
58 Pitt Street  
SYDNEY NSW 2000**

Pursuant to section 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 180794 held by Hotel Assets Group Australia Limited with effect from the date of service of this Order.

Dated this 6<sup>th</sup> day of June 2001

Signed..........

Ian Podmore, a delegate of the Australian Securities and Investments  
Commission

9619954





01/0684

**ASIC**

Australian Securities & Investments Commission

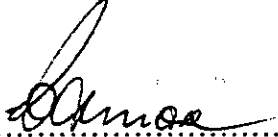
**Australian Securities & Investments Commission  
Corporations Law Section 825**

**Order Revoking Licence**

**TO:** Worldwide Screen Management Limited  
Statewide Taxation Services Pty Ltd  
First Floor  
245 Gympie Road  
**KEDRON QLD 4031**

Pursuant to section 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 179034 held by Worldwide Screen Management Limited with effect from the date of service of this Order.

Dated this 6<sup>th</sup> day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments Commission

9619955



01 / 0685

ASIC

Australian Securities & Investments Commission

**Australian Securities & Investments Commission  
Corporations Law Section 826**

**Order Revoking Licence**

**TO: Graydon Boyd Rogan  
2 Bellevue Avenue  
BURWOOD EAST VIC 3151**

Pursuant to section 826(1)(c) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes the licence number 12219 held by Graydon Boyd Rogan with effect from the date of service of this Order.

Dated this 6<sup>th</sup> day of June 2001

Signed.....

Ian Podmore, a delegate of the Australian Securities and Investments  
Commission

9619956

01/0686

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

Pursuant to subsection 655A(1) of the Corporations Law ("Law") the Australian Securities and Investments Commission ("ASIC") exempts each person specified in Schedule A from subsection 606(4) of the Law in the case specified in Schedule B on the conditions specified in Schedule C.

Schedule A

Each person who makes an offer of the kind described in Schedule B, or causes such an offer to be made on their behalf ("Tenderer").

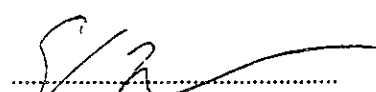
Schedule B

An offer made in response to an invitation by WMC Limited (ACN 004 820 419) ("WMC") to acquire ordinary shares in Central Norseman Gold Corporation Limited (ACN 005 482 860) ("CNGC") substantially in the form of the draft Tender Document provided to ASIC on 17 May 2001 ("Tender Offer").

Schedule C

1. Subject to a prospective Tenderer signing any appropriate confidentiality agreement, WMC provides to each prospective Tenderer the same information regarding the Tender Offer.
2. WMC notifies in writing each person who receives a copy of the Tender Document of the effect and requirements of this instrument.
3. Prior to announcing the successful Tenderer, WMC provides the following information in respect of each Tenderer to ASIC (to the extent that the information is known to WMC):
  - (a) their name and a description of their activities;
  - (b) the names of their legal and financial advisers;
  - (c) the names of their directors;
  - (d) the names of their associates and the nature of each association; and
  - (e) a description of their Tender and the ranking accorded to the Tender by WMC.
4. The successful Tenderer applies to ASIC for an exemption from subsection 606(1) of the Law no later than five business days after being informed of being the successful Tenderer, if such an exemption is required to effect the acquisition of CNGC ordinary shares under the Tender Offer.
5. If a Tenderer or an associate provided, or agreed to provide, consideration for a share in CNGC under a purchase or agreement during the 4 months before the date of its offer, the Tenderer must, to the extent to which the consideration is a cash sum, disclose in its offer to WMC the amount per security of the cash sum.

Dated this 7<sup>th</sup> day of June 2001

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

9619957

0 1 / 0 6 9 0

**Australian Securities and Investments Commission**  
**Corporations Law — Subsection 1454(2) and Paragraph 601QA(1)(b) — Variation, Revocation and Declaration**

1. Pursuant to subsection 1454(2) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") hereby varies in relation to the undertaking specified in Schedule A ("the Scheme") the instrument specified in Schedule B ("previous instrument") so that the period of extension of the period of 2 years referred to in subsection 1454(2) of the Law is further extended until the date specified in Schedule C.
2. Pursuant to paragraph 601QA(1)(b) of the Law ASIC hereby revokes any declaration pursuant to paragraph 601QA(1)(b) by ASIC in the previous instrument.
3. Pursuant to paragraph 601QA(1)(b) of the Law ASIC hereby declares that Division 11 of Part 11.2 of the Law applies to the management company and the trustee or representative of the Scheme as if:
  - (a) paragraph 1455(4)(b) were replaced by "before the relevant date as specified in subsection 1457(1AA)"; and
  - (b) section 1457 were modified by:
    - (i) replacing the words "during the first year after commencement" in subsection (1) with the words "before the relevant date";
    - (ii) replacing the words "the end of that year" in paragraph (1)(a) with the words "the relevant date"; and
    - (iii) adding immediately after subsection 1457(1A) a new subsection 1457(1AA) as follows:

"In subsection (1) and paragraph 1455(4)(b) 'the relevant date' means:

- (a) 30 June 2004; or
- (b) the date upon which any interest in the undertaking is issued after 31 May 2000, other than by an excluded issue; or
- (c) the date upon which there is any change to the time by which the undertaking is to be wound up, other than a change under which the undertaking is to be wound up within 40 years after the first occupation as part of a time-sharing scheme of the property to which the undertaking relates, whichever is the earliest."

**Schedule A : The Scheme**

The timesharing scheme conducted by Club Premier Limited ACN 082 602 748 to which the trust deed dated 28 May 1998, originally between Club Premier Australia Limited ACN 076 707 910 (as "manager") and Burke Bond Corporate Limited ACN 063 950 649 (as trustee), as amended from time to time, relates.

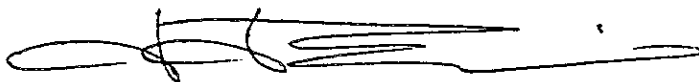
**Schedule B : Previous Instrument of Extension**

ASIC Class Order 00/2421 dated 15 December 2000 signed by Darren McShane as a delegate of ASIC.

**Schedule C : When Subsection 1454(2) Extension Ends**

1. 30 June 2005; or
2. the date upon which any interest in the Scheme is issued after 31 May 2000, other than by an excluded issue; or
3. the date upon which there is any change to the time by which the Scheme is to be wound up, other than a change under which the Scheme is to be wound up within 40 years after the first occupation as part of a time-sharing scheme of the property to which the undertaking relates, whichever is the earliest.

Dated this 30<sup>th</sup> day of March 2001



Signed by John Joseph Reghenzani  
as a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission  
Corporations Law - Subsections 655A(1) and 673(1) - Declarations

01/0691

Pursuant to subsections 655A(1) and 673(1) of the Corporations Law ("the Law") the Australian Securities and Investments Commission ("ASIC") declares that Chapters 6 and 6C of the Law apply in relation to the persons specified in Schedule A in the case specified in Schedule B until the commencement of the Financial Services Reform Bill 2001 Schedule 1 Part 2 amendments to the definition of "associate" in Part 1.2 of the Law 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 and 6C means";
  - (b) replacing the references to "bidder or holder" with the word "person" wherever they appear; and
  - (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"; and
3. subsection 10(2) was omitted.

Schedule A

1. Deutsche Bank AG ABN 13 064 165 162 and its related bodies corporate.
2. A person who acquires or holds an Instalment Warrant as defined in Schedule B, for the period the person holds the Instalment Warrant.
3. A person who holds securities on trust for the purpose of securing the obligations of a holder of an Instalment Warrant under the terms of the Instalment Warrant.

Schedule B

The calculation of relevant interest in or voting power in relation to securities of entities listed on a stock market of the Australian Stock Exchange Limited arising as a result of the issue, acquisition or the holding of an instalment warrant issued pursuant to an Offering Circular which is substantially in the form of that provided to ASIC on 9 May 2001 as supplemented from time to time ("Instalment Warrant").

Dated this 9<sup>th</sup> day of May 2001



Signed by Neil Johnson  
as a delegate of the Australian Securities and Investments Commission

9619959

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

01/0692

Pursuant to subsection 655A(1) of the Corporations Law ("Law"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Law shall apply in relation to the persons 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 subsections:

"(6B) If a Put Warrant issuer:

- (a) has a relevant interest in or voting power in relation to a security because:
  - (i) the Put Warrant holder has an option, under the terms of the Put Warrant, to require the Put Warrant issuer to acquire or purchase the security; or
  - (ii) under the Put Warrant or a trust securing the obligations of the issuer or holder under the Put Warrant, the Put Warrant issuer can exercise power to control the voting or disposal of the security if:
    - (A) the Put Warrant expires unexercised;
    - (B) the Put Warrant issuer enforces the terms of the trust; or
    - (C) the Put Warrant holder defaults under the Put Warrant; and
- (b) has no power to control voting or disposal of the security other than as described in subsection 609(6B)(a),

then that particular relevant interest in, or voting power in relation to, the security shall be disregarded until the Put Warrant issuer has the power to control the voting or disposal of the security when:

- (c) the Put Warrant expires or the option forming part of the Put Warrant is exercised or is allowed to mature; or
  - (d) the Put Warrant issuer enforces the terms of the trust; or
  - (e) the Put Warrant holder defaults.
- (6C) If a Put Warrant issuer has a relevant interest in, or voting power in relation to, a security because subsection (6B) ceases to apply, the Put Warrant issuer is taken to acquire a relevant interest in the security at that time, by a transaction in relation to the security.

(6D) For the purposes of this Section:

- (a) A "Put Warrant" is a warrant in relation to Equity Securities for the purposes of the Business Rules of the Australian Stock Exchange Limited which includes an option to transfer the relevant securities to the Put Warrant issuer that:
  - (i) was issued pursuant to an Offering Circular in accordance with the Business Rules of the Australian Stock Exchange Limited; and
  - (ii) has been admitted to trading status in accordance with the Business Rules of the Australian Stock Exchange Limited.
- (b) A "Put Warrant issuer" is a person who has issued a Put Warrant.
- (c) A "Put Warrant holder" is a person who has a legal or equitable interest in a Put Warrant.
- (d) "Offering Circular" has the same meaning as is given in the Business Rules of the Australian Stock Exchange Limited.
- (e) A Put Warrant is exercised when it would be regarded as having been exercised under the terms of issue of the Put Warrant."

01/0692

And pursuant to section 673 of the Law ASIC declares that Chapter 6C of the Law applies to the class of persons 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 subsection:

“(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 subsections 609(6B) to 609(6C).”

**SCHEDULE A**

1. Deutsche Bank AG ABN 13 064 165 162 as an issuer of an instalment warrant pursuant to an offering circular which is substantially in the form of that provided to ASIC on 9 May 2001 as supplemented from time to time, being a put warrant over securities of an entity listed on a stock market of the Australian Stock Exchange Limited (“Instalment Warrant”).
2. A person who acquires and holds an Instalment Warrant, for the period the person holds the Instalment Warrant.
3. Any person who, but for this instrument, would have a relevant interest in, or voting power in relation to, any securities as a result of a person acquiring or holding an Instalment Warrant.

**SCHEDULE B**

The calculation of the relevant interest in, or voting power in relation to, securities of the class of persons described in Schedule A.

Dated this 9<sup>th</sup> day of May 2001



Signed by Neil Johnson  
as a delegate of the Australian Securities and Investments Commission

9619960

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

01/0693

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 person 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 securities 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 because:
  - (i) the trustee has a discretion to make decisions in relation to the securities if the issuer or holder of the warrants becomes insolvent or breaches a term of the warrants; or
  - (ii) a beneficiary under the trust has a relevant interest in securities because of a presently enforceable and conditional right, being a term of the warrants; and
- (d) the trustee's discretions that give rise to a relevant interest in relation to the securities is limited to that referred to in paragraph (c)(i);

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 person 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**

Deutsche Nominees Australia Pty Limited (ACN 003 181 299) as security trustee ("Trustee") in relation to instalment warrants issued by Deutsche Bank AG (ABN 13 064 165 162) ("Issuer") for the purposes of securing the obligations of the Issuer and the holder of warrants, being warrants:

- (a) issued pursuant to an Offering Circular which is substantially in the form of that provided to ASIC on 9 May 2001 as supplemented from time to time;
- (b) over securities of entities listed on a stock market of the Australian Stock Exchange Limited ("Securities"); and
- (c) approved for admission to trading status on a stock market of the Australian Stock Exchange Limited at the time of their issue.

**SCHEDULE B**

The calculation of relevant interest in or voting power in relation to the Securities.

Dated this 9<sup>th</sup> day of May 2001.



Signed by Neil Johnson  
as a delegate of the Australian Securities and Investments Commission