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ASIC

Australian Securities &
Investments Commission

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**Australian Securities & Investments Commission
Corporations Act 2001 - Subsection 655A(1) - Exemption**

01/1461

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("Commission") hereby exempts the persons specified in Schedule A from subsection 638(5) of the Act 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"), where Kreglinger (Australia) Pty Ltd ACN 000 006 557 ("Bidder") or any of its related bodies corporate made the statement in an announcement to the Australian Stock Exchange Limited or a document lodged with ASIC.

Schedule A

Pipers Brook Vineyard Limited (ACN 009 499 754) ("Target") and the directors of the Target.

Schedule B

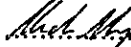
The off-market bid by the Bidder for all the issued fully paid ordinary shares in the Target in respect of which a Target's Statement is to be lodged with the Commission on or about the date of this instrument.

Schedule C

1. The Target's Statement either:
 - (a) informs people of their right to obtain a copy of an announcement or document referred to in this instrument; or
 - (b) includes a copy of the announcement or document.
2. If the Target's Statement informs people of their right to obtain a copy of an announcement or document, the Target gives a copy of the announcement or document free of charge to anyone who asks for it during the offer period.

The Target'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 Target's Statement in the form and context in which it is included.

Dated this 19th day of November 2001.

Signed: .....
Merinda Northrop, a delegate of the
Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 601QA(1)(a) — Exemption

01 / 1462

1. Pursuant to paragraph 601QA(1)(a) of the Corporations Act 2001 ("the Law"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons referred to in Schedule A in the case described in Schedule B on the conditions set out in Schedule C from compliance with section 601ED.

SCHEDULE A

1. Resort Maintenance Services Pty Ltd ACN 010 294 667;
2. John Raymond Musgrave and Deborah Marie Musgrave;
3. Any other person who from time to time operates the Scheme who has undertaken to ASIC in writing that they have read and will comply with the conditions set out in Schedule C; and
4. Any person who is an employee or agent of a person referred to in paragraph 1 or 2 of this Schedule A.

The persons described in this Schedule A are referred to in this instrument as "Promoters".

SCHEDULE B

Operating a managed investment scheme (the "Scheme") that involves registered proprietors of strata title units or community title interests located at Antigua Beach, 6 Queensland Avenue, Broadbeach, Queensland ("strata units"), making their strata units available to a Promoter for use as part of a serviced apartment, hotel, motel or resort complex where every interest in the Scheme ("Interest") has been issued because of an offer or invitation:

- (a) made or issued before 2 March 2000;
- (b) made or issued after 1 March 2000 and before 1 January 2001 and a Promoter provides to each person to whom the offer or invitation is made at or before the making of the offer or invitation, a document that the Promoter reasonably believes complies with Schedule D that is signed and dated by the person that is operating the serviced apartment, hotel, motel or resort complex ("operator") or, if the operator is not knowingly concerned in the offer or invitation, by a Promoter;
- (c) made or issued after 31 December 2000 where:
 - (i) the offer or invitation relates only to the making available of strata units that on 31 December 2000 were owned by, or in relation to which there was a binding contract of sale with, a person other than a Promoter or any other person that a Promoter has reason to suspect was involved in development of the strata units or the operation of the Scheme; and
 - (ii) no more than 20 persons (other than persons that were members on or before 31 December 2000) become members of the Scheme in any 12 months starting after 31 December 2000 because of an offer or invitation by a Promoter other than an offer permitted by paragraph (d) or (e);
- (ca) made or issued after 31 December 2000 where:

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- (i) the offer or invitation is in accordance with a description of intended offers lodged with ASIC prior to the offer or invitation being made or issued, and ASIC has not notified the Promoter in writing that such offer or invitation should not be made or issued;
- (ii) the description lodged includes:
 - (A) the number of strata units planned in the real property to which the Scheme relates;
 - (B) the anticipated completion date of each incomplete building;
 - (C) the number of strata units that:
 - (I) are held by a Promoter or its associate that the Promoter intends be sold other than to a Promoter or its associate;
 - (II) are held by a Promoter or its associate that the Promoter does not intend be sold to a person other than to a Promoter or its associate; and
 - (III) have been sold to a person that is not a Promoter or an associate of a Promoter;
 - (D) whether there have been any changes to the structure of the Scheme or other material changes to the information that has been given to ASIC in relation to the Scheme; and
 - (E) the anticipated completion of all currently intended sales;
- (iii) a Promoter provides to each person to whom the offer or invitation is made at or before the making of the offer or invitation, a document that the Promoter reasonably believes complies with Schedule D that is signed and dated by the operator or, if the operator is not knowingly concerned in the offer or invitation, by a Promoter; and
- (iv) the document referred to in sub-paragraph (iii) also clearly and prominently discloses:
 - (A) the extent (if any) to which members of the Scheme have the same rights as those which are described in Schedule E of ASIC Class Order 00/570 (being rights to replace the operators of certain schemes);
 - (B) the extent (if any) to which members of the Scheme do not have such rights; and
 - (C) the substance of the rights referred to in sub-paragraphs (A) and (B)."; and
- (d) that is an excluded offer or an excluded invitation or an offer or invitation to which ASIC Class Order 98/1931 or a replacement for that Class Order applies; or
- (e) that would not need disclosure to investors under Part 6D.2 of the Law because of section 708 (other than subsection 708(1)) assuming that the Scheme is registered and that Interests are securities.

SCHEDULE C

1. Each Promoter must not engage in misleading or deceptive conduct or conduct that is likely to mislead or deceive in relation to the Interests.

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2. Each Promoter must not intentionally or recklessly fail to comply with its obligations to any member of the Scheme in relation to an Interest to the material detriment of the member.
3. Each Promoter must notify ASIC in writing immediately if:
 - (a) it is, or becomes aware that there is reason to suspect that a Promoter has:
 - (i) engaged in misleading or deceptive conduct or conduct that is likely to mislead or deceive in relation to the Interests; or
 - (ii) not complied with its obligations to any member of the Scheme to the material detriment of the member,whether that conduct or non-compliance occurred before or occurs after the date of this instrument; and
 - (b) ASIC has not previously been notified of the conduct or non-compliance.
4. Each Promoter must ensure that, where the Promoter makes an offer of Interests for issue to which paragraph (c) of Schedule B applies, the Promoter provides to each person to whom the offer is made at or before the making of the offer a document that the Promoter reasonably believes complies with Schedule D ("Disclosure Statement") that is signed and dated by the operator or, if the operator is not knowingly concerned in the offer, by the Promoter.

SCHEDULE D

1. The Disclosure Statement must:
 - (a) describe the main features of the Interests;
 - (b) set out the main terms and conditions of the offer or invitation;
 - (c) provide answers to the questions set out in paragraph 2 of this Schedule (the questions need not be set out, and the answers can be provided in any order or format), sufficiently to enable a typical person that may be offered Interests ("investor") to make an informed decision whether to become a member of the Scheme, having regard to every matter which is material to such a decision that:
 - (i) is known to any person who authorised or caused the issue of the Disclosure Statement; or
 - (ii) it would be reasonable for such a person to obtain by making inquiries; and
 - (d) be a copy of a disclosure statement that has been given to ASIC, if ASIC has requested a Promoter in writing that any disclosure statement relating to the Scheme be given to it.
2. The questions are:
 - (a) What is being offered?
 - (i) How are the investor's property rights affected by holding an Interest?
 - (ii) What key rights will investors have in relation to the use of their strata unit by the operator?

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- (iii) What sort of serviced apartment, hotel, motel or resort complex is being operated under the Scheme and how will it be operated?
- (iv) What are the key terms of any lease, licence or rights that investors are to confer on the operator in relation to the operation of the Scheme?
- (v) Does the operator own or have rights in relation to any property that may adversely affect:
 - (A) how the Scheme would operate if the operator were changed; or
 - (B) the amount investors are likely to receive for use of their strata unit if the property ceases to be available (for whatever reason),and, if so, what are those rights? How could the adverse effect happen?
- (b) What are the risks and returns of the investment?
 - (i) How, in general terms, will the operation of the serviced apartment, hotel, motel or resort complex generate returns for investors?
 - (ii) When and how are these returns to be calculated and made available to investors?
 - (iii) Are investors in the Scheme guaranteed or promised that they will receive a particular rate of return from the Scheme? If so:
 - (A) what are the conditions for receiving the benefits of this guarantee or promise;
 - (B) what (if any) are the circumstances in which the person providing the guarantee or promise may be unable to honour it;
 - (C) what is the financial position of the person giving the guarantee or promise; and
 - (D) on what basis do investors receive returns once the guarantee or promise expires?
 - (iv) If no particular rate of return is guaranteed or promised:
 - (A) is the operator aiming to achieve a particular return;
 - (B) can investors expect any particular return; and
 - (C) are returns from the Scheme uncertain?
 - (v) If returns from the Scheme may vary from what is aimed for or expected, or are otherwise uncertain, what are the main factors which will affect the level of return? If occupancy rates will affect the rate of return what are the main factors that will affect occupancy rates?
 - (vi) Do investors have potential liability to pay moneys in relation to the Scheme or their ownership of a strata unit in any circumstances? If so, what are these liabilities and what main factors will affect the amount of these liabilities? For example, how will any repairs, refurbishment or replacement of any part of the serviced apartment, hotel, motel or resort complex and its furniture and fittings be paid for?

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- (vii) Is there a suggested minimum period of time that an investor's investment should remain in the Scheme? If so, why is that period of time suggested? What, if any, are the kinds of qualifications on that suggestion?
 - (c) What are the fees, charges, expenses and taxes associated with the Scheme?
 - (i) What fees, charges, expenses or taxes, if any, may be payable by an investor if they join the Scheme?
 - (ii) What fees, charges, expenses or taxes, if any, may be payable by an investor if they withdraw from the Scheme?
 - (iii) What other fees, charges, expenses or taxes may be deducted from the assets or income of the Scheme or otherwise borne by investors?
 - (iv) What general kinds of tax are likely to be payable on an investor's returns on investment in the Scheme?
 - (d) Who is the operator?
 - (i) If the operator signs the Disclosure Statement, who is it and what are its credentials in operating hotels, motels, resorts or serviced apartment complexes (including details of its principal activities and relevant experience)?
 - (ii) If the operator does not sign the Disclosure Statement, how, and on what basis, will the operator be selected to undertake the operation of the Scheme?
 - (iii) If the operator signs the Disclosure Statement and the operator is to engage a person to operate the hotel, motel, resort or serviced apartment complex on its behalf, what credentials will that person have to operate the hotel, motel, resort or serviced apartment complex?
 - (iv) What are the custodial arrangements for holding the money of the Scheme including money held for distribution to members and to meet expenses of the Scheme?
 - (e) When can investments be withdrawn and transferred?
 - (i) When and how can an investor withdraw from the Scheme?
 - (ii) Can an Interest be transferred and, if so, in what circumstances? What legal requirements apply?
 - (f) What information can be obtained?
 - (i) How can the entity signing the Disclosure Statement be contacted?
 - (ii) Is there any particular information available to a prospective or existing investor on request made to that entity? If so, how can that information be obtained?
 - (iii) When and how is the operator to report to an investor in the Scheme on the operations of the Scheme (including the Scheme's performance)?
3. The Disclosure Statement must also include a prominent statement to the effect that a person should consider whether to consult:

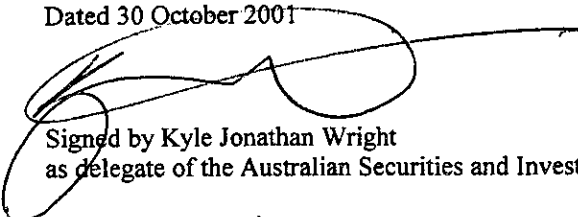
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- (a) an investment adviser who is either a securities licensee or an authorised representative of a securities licensee;
- (b) a taxation adviser; and
- (c) a lawyer,

before making a decision to become a member of the Scheme and if the Disclosure Statement is given to a person that does not own and has not agreed to buy a strata unit to which the Scheme relates, also before signing any contract to buy a strata unit on the basis that the person will become a member.

4. The Disclosure Statement must also include a prominent statement to the effect that investors do not have the benefit of the protection that applies to investors in a regulated managed investments scheme and that, in particular:
- (a) the Scheme is not a registered scheme;
 - (b) the promoter and operator do not have a securities dealers licence; and
 - (c) the Disclosure Statement is not a prospectus containing the information required by the Corporations Law.

Dated 30 October 2001



Signed by Kyle Jonathan Wright
as delegate of the Australian Securities and Investments Commission.

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

01 / 1463

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("Commission") declares that Chapter 6 of the Act 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:

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"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. 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";

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:

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“(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.

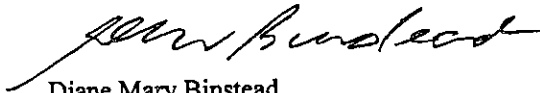
Schedule A

Australian Rural Group Limited ACN 002 635 501 (“Bidder”)

Schedule B

The takeover bid by the Bidder for all the fully paid ordinary shares in Horticultural Properties Limited ACN 092 603 471 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 15th day of November 2001.



Diane Mary Binstead
delegate of the Australian Securities and Investments Commission

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

01 / 1464

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("Commission") declares that Chapter 6 of the Act 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:

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"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. 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";

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:

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“(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.

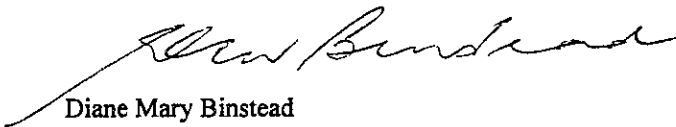
Schedule A

Charters Towers Gold Mines Limited ACN 060 397 177 (“Bidder”)

Schedule B

The takeover bid by the Bidder for all the fully paid ordinary shares in Gateway Mining NL ACN 008 402 391 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 15th day of November 2001.



Diane Mary Binstead
delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 741(1) — Declaration

01/1465

Under subsection 741(1) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act 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 Act;
 - (b) a copy of the prospectus in subsection 721(3) and 727(2) of the Act,
- includes a reference to a document or copy of a document that differs from the prospectus lodged with ASIC to the following extent:
- (c) the words "and the NZSE" are added after the word "ASX" where it appears in the third last paragraph of page 8 of the prospectus.

SCHEDULE A

Prospectus lodged on 15 November 2001 by Computershare Limited ACN 005 485 825 ("the issuer") to offer fully franked 5.5% per annum non-cumulative reset convertible Preference Shares in the issuer.

SCHEDULE B

All offers made in or accompanied by the disclosure document where:

- (a) no application form has been distributed with the disclosure document or a copy of the disclosure document prior to the date of this instrument; and
- (b) any application form accompanying the disclosure document or a copy of the disclosure document on or after the date of this instrument discloses the difference between the disclosure document and the disclosure document lodged with ASIC.

Dated this 21st day of November 2001.

Signed by Merinda Northrop *Merinda Northrop*
as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 741 - Declaration**

01 / 1466

Pursuant to section 741 of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to each person mentioned in Schedule A in the case described in Schedule B as if the following provisions were modified or varied in the following ways:

1. In paragraph (a) of the definition of "continuously quoted securities" in section 9 of the Act as it applies to references in Part 6D.2 of the Act, delete the words "all times in the 12 months before".
2. In paragraph (b) of the definition of "continuously quoted securities" in section 9 of the Act as it applies to references in Part 6D.2 of the Act, replace the words "in that 12 months" with the words "in the 12 months before the date of the prospectus".

SCHEDULE A

GES International Limited (ARBN 063 850 448) ("Company").

SCHEDULE B

A prospectus to be lodged with ASIC at or about 3 December 2001 ("prospectus") in relation to a renounceable offer by the Company to the persons specified in paragraph (a) below (the "offerees"), to issue to the offerees fully paid ordinary shares of the Company of the number specified in paragraph (b) below (the "offer") to raise approximately S\$33.7 million.

- (a) Every person who holds fully paid ordinary shares in the Company as at 5.00pm Melbourne time on 23 November 2001 (the "record date"), excluding persons to whom the Company is not required to make the offer under the Listing Rules of the Australian Stock Exchange and the Singapore Exchange Securities Trading Limited.
- (b) One fully paid ordinary share for every five fully paid ordinary shares held by the offeree as at the record date at the issue price of the Australian dollars equivalent of approximately S\$0.30 per share (disregarding fractional entitlements).

Dated this 21st day of November 2001

Signed: *Merinda Northrop*

Merinda Northrop, as a delegate of the
Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence**

01/1467

TO: Moneytec Investment Management Ltd, ACN: 003 573 555 ("the Licensee")
Suite 6, Level 8
100 Walker St
NTH SYDNEY NSW 2060

Pursuant to paragraph 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 11741 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 23rd day of November 2001.

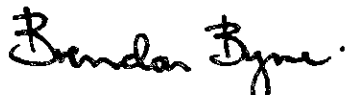
Signed 

Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission 01 / 1468
Corporations Act 2001 — Subsection 88B(2) — Variation

Under subsection 88B(2) of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby varies Class Order [01/1256] by adding after the word 'post-nominals' in paragraph (c), the text "'PNA', 'FPNA',".

Dated the 5th day of November 2001



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

**Australian Securities & Investments Commission
Corporations Act 2001 - Subsection 655A(1) - Exemption**

01/1469

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("Commission") hereby exempts the persons specified in Schedule A from subsection 625(3) of the Act (as modified by the Commission in relation to the person specified in Schedule A by an instrument dated 1 November 2001 signed by Allan Bulman as a delegate of the Commission) in the case referred to in Schedule B on the conditions specified in Schedule D in relation to the matters specified in Schedule C.

Schedule A

AngloGold Limited (ARBN 090 101 170) ("Bidder") and the directors of the Bidder.

Schedule B

The takeover bid by the Bidder for all the issued fully paid ordinary shares and American Depositary Shares representing fully paid ordinary shares in Normandy Mining Limited (ACN 009 295 765) ("Bid") in respect of which a bidder's statement dated 16 October 2001 has been lodged with the Commission ("Bidder's Statement").

Schedule C

A statement or implication in the Bidder's Statement that the securities in the Bidder issued:

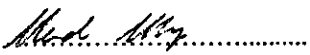
- (a) as consideration under the Bid; or
- (b) as a result of subscriptions made by shareholders of Normandy Mining Limited who accept the offer made under the Bid,

are to be quoted on the London Stock Exchange and the Euronext Paris ("Exempt Exchanges").

Schedule D

1. An application for admission to quotation on each Exempt Exchange is made as soon as practicable after the end of the bid period.
2. The Bidder uses its best endeavours to obtain permission for admission to quotation on each Exempt Exchange.
3. Within 14 days of the date of this instrument, the Bidder:
 - (a) prepares a supplementary bidder's statement which complies with s.645 of the Act containing details of the exemption granted under this instrument (including the matters specified in this Schedule D); and
 - (b) lodges and sends the supplementary bidder's statement in accordance with s.647 of the Act.

Dated this 23rd day of November 2001

Signed: 
Merinda Northrop, a delegate of the
Australian Securities and Investments Commission

Australian Securities & Investments Commission 0 1 / 1 4 7 1
Corporations Law Section 825
Order Revoking Licence

TO: Business Economics Pty Limited, ACN: 055 184 908 ("the Licensee")
L 11
52 Alfred St
MILSONS POINT NSW 2061

Pursuant to paragraph 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 16257 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 26th day of November 2001.

Signed
Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence**

01/1472

TO: Ausfin Management Services Pty Ltd, ACN: 007 266 391 ("the Licensee")
Ground Floor
77 King William Road
NORTH ADELAIDE SA 5006

Pursuant to paragraph 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 68040 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 23rd day of November 2001.

Signed
Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

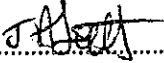
**Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence**

01/1473

TO: Grange Capital Pty Ltd, ACN: 010 773 663 ("the Licensee")
43 Phillip Street
SYDNEY NSW 2000

Pursuant to paragraph 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 191181 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 23rd day of November 2001

Signed 

Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Law Section 825
Order Revoking Licence**

01 / 1474

TO: Credit Suisse First Boston Australia Investment Services Limited,
ACN: 079 669 622 ("the Licensee")
Level 31, Gateway
1 Macquarie Place
SYDNEY NSW 2000

Pursuant to paragraph 825(a) of the Corporations Law, the Australian Securities and Investments Commission hereby revokes Licence Number 172571 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 23rd day of November 2001.

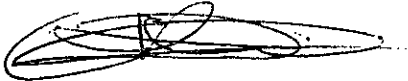
Signed 

Jeffrey Albert Scott, a delegate of the Australian Securities and Investments Commission

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

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the persons mentioned in the schedule were registered under Part III of the Act in relation to general insurance business with effect from the date specified.



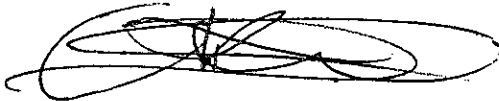
Dorothy Kaye Guy
A delegate of the
Australian Securities and Investments Commission

SCHEDULE

Broker Name	Ref.	Effective Date
AIIB PTY LIMITED ACN 003572469	20520	17/09/2001
AUSTBROKERS STATEPLAN PTY LIMITED ACN 084207018	30620	15/10/2001
AUSTRALIAN BUS & COACH UNDERWRITING AGENTS PTY. LIMITED ACN 006090464	30685	11/10/2001
AUSTRALIAN SPORT & GENERAL INSURANCE AGENCY PTY LTD ACN 054556946	60185	02/10/2001
G. & N. HANSEN PTY. LTD. ACN 069324198	40396	08/10/2001
GARY GOODSON & CO. PTY. LTD. ACN 072946055	40398	04/10/2001
GEERS & PUSEY INSURANCE BROKERS PTY LTD ACN 095370540	10041	18/09/2001
GLENRAND MACDERMOTT PTY LTD ACN 097734355	40401	03/10/2001
INSURANCE BROKERS OF AUSTRALIA PTY LTD ACN 094097944	40375	10/10/2001
K.M. CHEN ENTERPRISE PTY LTD ACN 006281394	30616	17/09/2001
M. M. FINANCIAL GROUP PTY LTD ACN 097772622	30684	01/10/2001
MARSHALL LAURENCE PTY LTD ACN 073845342	50166	24/09/2001
MORRIS COX MARSH PTY LTD ACN 010948820	40143	26/09/2001
NEVILLE WARD DIRECT PTY LIMITED ACN 003451787	20770	04/10/2001
ODL INVESTMENT SERVICES PTY. LTD. ACN 006765322	30686	16/10/2001
PENDLEBURY'S INSURANCE BROKERS PTY LTD ACN 081388196	30615	12/10/2001
PI DIRECT PTY LIMITED ACN 079954635	30682	25/09/2001
R & L FABRICATIONS PTY LTD ACN 056839368	40397	19/09/2001
RESPONSE INSURANCE CONSULTANTS PTY LTD ACN 095321798	30680	12/10/2001
SPENCER THOMAS & PARTNERS PTY LTD ACN 007378109	30402	21/09/2001
W. LOGAN & ASSOCIATES PTY LTD ACN 095462490	70038	25/09/2001

Australian Securities and Investments Commission 01/1478
Insurance (Agents and Brokers) Act 1984
Subsection 21(5)
Registration of Life Insurance Broker

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the persons mentioned in the schedule were registered under Part III of the Act in relation to life insurance business with effect from the date specified.



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

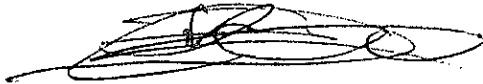
SCHEDULE

Broker Name	Ref.	Effective Date
ADEPT INSURANCE BROKERS PTY LTD ACN 000883429	90465	04/10/2001
AYLESBURY FINANCIAL GROUP PTY LTD ACN 094021691	90466	21/09/2001
BRIGHTON HALL SECURITIES PTY LTD ACN 096576868	90461	26/09/2001
CAMERON WALSH FINANCIAL PLANNING LIMITED ACN 003677334	90473	15/10/2001
FIDUCIAN FINANCIAL SERVICES PTY LTD ACN 094765134	90464	17/09/2001
FINANCIALLINE AUSTRALIA PTY LTD ACN 097797049	90470	03/10/2001
FINANCIALLINE BRISBANE PTY LTD ACN 068034908	90467	03/10/2001
HAINES NORTON FINANCIAL PLANNING PTY LTD ACN 088547077	90462	25/09/2001
JOHANSEN INSURANCE BROKERS PTY LTD ACN 005714803	90472	08/10/2001
NEVILLE WARD DIRECT PTY LIMITED ACN 003451787	90162	04/10/2001
OAMPS FINANCIAL MANAGEMENT LTD ACN 074697537	90451	21/09/2001
ODL INVESTMENT SERVICES PTY. LTD. ACN 006765322	90477	16/10/2001
SEAGRIMS PTY LTD ACN 008123699	90452	17/09/2001
THE FELLOWSHIP OF PROFESSIONALS PTY LTD ACN 003656424	90476	04/10/2001
TOTALLY INDEPENDENT FINANCIAL PLANNING PTY LTD ACN 062230424	90161	21/09/2001

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

01/1479

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



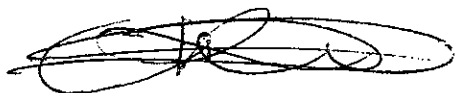
Dorothy Kaye Guy
A delegate of the
Australian Securities and Investments Commission

SCHEDULE

Broker Name	Ref.	Effective Date
B R A THOMAS PTY LTD ACN 005491681	30127	11/12/2000
CARLING, RICHARD ACN 000000000	70033	14/08/2001
COMSURE INSURANCE BROKERS PTY LTD ACN 070806156	40299	18/10/2001
FERDI NEL INSURANCE BROKERS PTY LTD ACN 089012037	20900	23/08/2001
FINANCIAL CENTRE PTY LTD ACN 003256273	20937	06/07/2001
GAVAN BURKE & ASSOCIATES PTY LTD ACN 089419536	30640	29/09/2000
HIRTES INSURANCE BROKERS PTY LIMITED ACN 002476619	20131	19/10/2001
I.U.S BROKING SERVICES PTY LTD ACN 084296168	20877	30/10/2001
INSURANCE BROKERS LIMITED ACN 005754718	30104	26/09/2001
KEICABE PTY LTD ACN 003104934	20186	17/10/2001
MARSH PTY LTD ACN 004651512	20095	24/09/2001
NORTH COAST INSURANCE BROKERS PTY LTD ACN 003005927	20264	08/12/2000
PHILP, NEWBY & OWEN PTY LTD ACN 005403350	30280	12/10/2001
POWER INSURANCE BROKERS PTY LIMITED ACN 011046414	40169	26/09/2001
PSB INSURANCE BROKERS PTY LTD ACN 053015311	30443	20/09/2001
RON HAYDEN AND ASSOCIATES PTY LTD ACN 010938931	40146	25/09/2001
ROSS-HUNT INSURANCE BROKERS PTY. LTD. ACN 006267732	30534	05/08/2001
RYLEGROW PTY LTD ACN 003343306	20640	01/12/2000
SEDGWICK LIMITED ACN 004651487	30247	11/10/2001
SMITH COFFEY INSURANCE BROKERS PTY LTD ACN 009030862	60035	15/10/2001
TIECOURT PTY LTD ACN 050137874	30579	05/09/2001
TUDOR INSURANCE AUSTRALIA (INSURANCE BROKERS) PTY LTD ACN 006932538	30433	01/08/2001
VFP INSURANCE BROKERS PTY LTD ACN 007896193	50043	26/09/2001

Australian Securities and Investments Commission 01/1480
Insurance (Agents and Brokers) Act 1984
Subsection 21(5)
Renewal of Registration of Life Insurance Broker

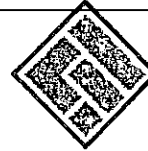
Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission hereby gives notice that the registration of the persons mentioned in the schedule was renewed, pursuant to subsection 21(1A) of the Act, in relation to life insurance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



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

SCHEDULE

Broker Name	Ref.	Effective Date
ABS LIFE BROKERS PTY LIMITED ACN 078540360	90235	20/02/2001
ACCUMULUS LTD ACN 008200762	90157	09/07/2001
AON FINANCIAL PLANNING & PROTECTION LIMITED ACN 091225642	90379	12/10/2001
CREDIT UNION AUSTRALIA LTD ACN 087650959	90332	27/03/2001
ENTERPRISE INSURANCE BROKERS PTY LTD ACN 001630959	90046	21/09/2000
FINANCIAL MANAGEMENT SERVICES PTY LTD ACN 008270184	90364	05/09/2001
INTERSURE PTY LTD ACN 003624888	90099	07/10/2001
MARSH PTY LTD ACN 004651512	90017	03/10/2001
PRIDE FINANCE AND INVESTMENT PTY LTD ACN 003878064	90181	23/01/2001



ASIC 01/1481

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER OF SECTION 25(1A) OF THE INSURANCE
(AGENTS AND BROKERS) ACT 1984**

**AND IN THE MATTER OF SAVILL HICKS CORP PTY LTD
(ACN 009 392 125)**

SUSPENSION OF REGISTRATION

After giving Savill Hicks Corp Pty Ltd ("SHC") an opportunity to be heard pursuant to section 41 of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission has made a decision pursuant to section 25(1A) of the Act that the registration of SHC as an insurance broker be suspended for a period of twelve months from 16 October 2001 and FURTHER THAT, pursuant to section 25(3) of the Act, SHC be allowed to carry on business as an insurance broker during the period of suspension subject to the following conditions:

- (a) Any funds withdrawn for the purposes of investment from the insurance broking account ("IBA") are invested in prescribed investments.
- (b) The audited accounts of Savill Hicks Corp Pty Ltd ("SHC"), required to be produced to ASIC by 31 October 2001 under section 21(3A) of IABA for the period ending 30 June 2001, disclose no breach of IABA in addition to the \$200,000.00 deficiency in the IBA.
- (c) SHC engages, at the expense of SHC, a registered auditor to audit the accounts of the IBA for the period 1 October 2001 to 28 February 2002 prepared in the format of Parts A, B and C of Form 50 approved under section 9C of IABA ("Accounts") and to produce a report ("Audit Report").

01/1481

- (d) SHC instructs the auditor to state in the Audit Report whether, in the auditor's opinion, the IBA has been operated in accordance with sections 26 and 27 of IABA and the auditor does not state that there has been non-compliance.

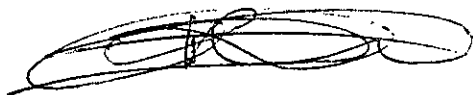
Dated: 16 October 2001



Robert Georges Bernard Rassool
Delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission 01 / 1482
Insurance (Agents and Brokers) Act 1984
Subsection 31D(5)
Renewal of Registration of Foreign Insurance Agent

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



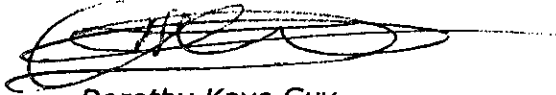
Dorothy Kaye Guy
A delegate of the
Australian Securities and Investments Commission

SCHEDULE

Broker Name	Ref.	Effective Date
CNA INSURANCE (INTERNATIONAL AGENCIES) AUSTRALIA PTY LTD ACN 003195195	99505	30/09/2001

Australian Securities and Investments Commission 01/1483
Insurance (Agents and Brokers) Act 1984
Subsection 21(5)
Voluntary Cancellation of Registration of General Insurance Broker

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission ("the Commission") hereby gives notice that, pursuant to subsection 21(4) of the Act, the Commission cancelled the registration of the persons mentioned in the schedule with effect from the date specified.



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

SCHEDULE

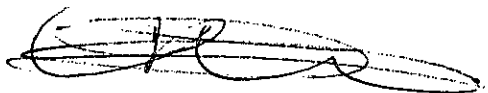
Broker Name
RYLEGROW PTY LTD ACN 003343306

Ref.	Effective Date
20640	20/09/2001

Australian Securities and Investments Commission 01/1484
Insurance (Agents and Brokers) Act 1984
Subsection 21(5)

Voluntary Cancellation of Registration of Life Insurance Broker

Pursuant to subsection 21(5) of the Insurance (Agents and Brokers) Act 1984 ("the Act"), the Australian Securities and Investments Commission ("the Commission") hereby gives notice that, pursuant to subsection 21(4) of the Act, the Commission cancelled the registration of the persons mentioned in the schedule with effect from the date specified.



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

SCHEDULE

Broker Name	Ref.	Effective Date
WB FINANCIAL MANAGEMENT PTY LTD ACN 073303885	90268	13/10/0199

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 741(1) - Exemption**

01 / 1485

Pursuant to subsection 741(1) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") revokes the instrument dated 3 December 1999 relating to each of the persons referred to in Schedule A.

And pursuant to subsection 741(1) of the Act, ASIC hereby exempts each person referred to in Schedule A from Parts 6D.2 and 6D.3 of the Act in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A - PERSONS EXEMPTED

Woolworths Limited ACN 000 014 675 ("Company") and Woolworths Custodians Pty Limited ACN 002 940 445.

SCHEDULE B - CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of units of fully paid shares where:
 - (i) the shares to which the units of shares relate are in the same class as ordinary shares in the Company; and
 - (ii) the units of shares will be sold or issued to, and the shares to which the units relate will be held on trust for and on behalf of, the person who makes application for or purchases the units (such persons referred to collectively as "plan participants") in accordance with a deed of trust governing the issue or purchase of those shares (the "deed");
- (b) an offer for issue or sale of fully paid shares in the same class as quoted shares in the Company made contemporaneously with and as a consequence of an offer of the kind referred to in paragraph (a);
- (c) an issue or sale of options or units of shares as a consequence of an offer of the kind referred to in paragraph (a); and
- (d) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares in the Company as a consequence of an offer of the kind referred to in paragraph (b);

which is made pursuant to the Company's Employee Share Plan ("employee share scheme") that involves such offer, issue or sale being made through a trust, 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 is a consequence of an offer of units of shares, meet the following requirements:

01 / 1485

- 1 The shares must be shares in a class of shares in the Company which have been quoted on the ASX throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days.
- 2 The offer must be made pursuant to the employee share scheme extended only to persons (such persons referred to individually as "an offeree" or "the offeree") who at the time of the offer are full-time, part-time or casual employees or directors of the Company or of associated bodies corporate of the Company.
- 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 the rules of the employee share scheme pursuant to which the offer is made and a copy or a summary of the deed;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme or of the deed, the offer document must include an undertaking that during the period or periods during which the offeree may acquire units of shares to which the offer relates (the "offer period"), the Company will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme and a copy of the deed;
 - (c) the offer document must specify the acquisition price in Australian dollars of the units of shares to which the offer relates were the acquisition price 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 Company will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the current market price of shares in the same class as the shares to which the units of shares relates. If such a request is received, the Company must at the same time as it makes available to the offeree the information referred to in the previous sentence, also make available to the offeree the information referred to in paragraph 3(c) as updated to the date of the request;
 - (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 units of shares to which the offer relates, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance; and
 - (f) the offer document must clearly and prominently disclose the circumstances in which the interests of the plan participants in the shares held for him or her will be forfeited.
- 4 In the case of an offer with respect to unissued shares, the number of shares the subject of the offer when aggregated with:
 - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares or units of shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or

0 1 / 1 4 8 5

directors of the Company and of 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 five years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the Company and of 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 Act; or
- (f) an offer made to an employee under a prospectus lodged with ASIC;

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

- 5 The deed governing the issue of shares to, or purchase of shares by, plan participants (in this paragraph of the exemption referred to collectively as the "beneficiaries" and individually as "a beneficiary" or "the beneficiary") contains covenants binding the trustee or representative and their agents, if any, to the effect that:

- (a) During the period commencing three years after the date of acquisition of the shares by the trustee or representative on behalf of the beneficiary and ending ten years after the date of that acquisition, subject to continuing to be an employee of the Company or an associated body corporate or having ceased to be such an employee not more than 30 days previously other than by termination of that employee by the employer, and subject to repayment of the balance of the loan referred to in paragraph 5(c), the beneficiary has a right to elect to have the shares which are held on trust for him or her transferred absolutely;
- (b) If no such election is made at the end of the period of 30 days or the end of the ten year period referred to in paragraph 5(a), the shares held for the beneficiary will be sold at the best price obtainable and the beneficiary will receive the proceeds of sale net of the costs of sale and repayment of the loan referred to in paragraph 5(c);
- (c) The subscription for shares by the beneficiary is funded by an interest free loan from the Company or an associated body corporate with no recourse to the beneficiary personally, and the beneficiary comes under no liability to pay any sum of money to any person in relation to the shares, other than as referred to in paragraph 5(d), unless and until the election to take transfer of the shares referred to in paragraph 5(a) is made;

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- (d) The beneficiary is entitled to have any bonus shares issued in relation to shares held for the beneficiary under the trust also held for that beneficiary under the trust on the same terms, and to either receive or have applied to reduce the balance of the loan referred to in paragraph 5(c) (at the election of the trustee), any income deriving from the shares (including but not limited to dividends declared by the Company in respect of those shares) or the sale of any rights granted in relation to the shares;
- (e) The trustee or representative shall cause proper books of account to be maintained in respect of the activities of the trust to which the deed relates (the "books of account") and cause the books of account to be audited annually and made available for inspection by the beneficiaries at an office of the trustee or a place of business of the Company during normal business hours or such other time as is agreed with a beneficiary or beneficiaries;
- (f) The trustee or representative must ensure that each share to which a unit held by a beneficiary relates is identified in the books of account as being held on account of that beneficiary;
- (g) The trustee or representative must not levy any fees or charges for operating and administering the trust, either payable directly by the beneficiaries or out of the assets of the trust, except that the trustee may, where the employment of a beneficiary with the Company or an associated body corporate is terminated by that body or ends prior to the commencement of the period referred to in paragraph 5(a), apply the net proceeds of sale of the shares held for that beneficiary to the cost of operating and administering the trust.

SCHEDULE D - CONDITIONS

- 1 The person making the offer (the "offeror") must cause a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document to be provided to ASIC not later than seven days after the provision of that material to the offeree.
- 2 The trustee or representative must cause a copy of the deed to be provided to ASIC at the same time as a copy of the offer document is provided to ASIC in accordance with this instrument.
- 3 The 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 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

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(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 Act).

- 2 A unit of a share means a legal or equitable right or interest in the share.
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the Company or of an associated body corporate of the Company merely because such an employee or director may renounce the offer made to them under the scheme in favour of their nominee.
- 5 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.
- 6 A casual employee is a person employed by the Company or an associated body corporate of the Company for a period that is determined on a reasonable basis by the Company to be equivalent to a period of one year's full-time employment.

Dated this 21st day of November 2001.



Signed by:
Jeremy C Pearson, as a delegate of ASIC.

Australian Securities and Investments Commission 0 1 / 1 4 8 6
Corporations Act 2001 — Subsection 741(1) — Declaration

Under subsection 741(1) of the Corporations Act 2001 (Act) the Australian Securities and Investments Commission (ASIC) hereby declares that Chapter 6D of the Act 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 Act;
- (b) prospectus in paragraph 723(1)(a) of the Act; and
- (c) a copy of a prospectus in subsections 721(3) and 727(2) of the Act,

includes a reference to a document or copy of a document that differs from the disclosure document, prospectus, profile statement or offer information statement lodged with ASIC to the following extent:

- (d) in the document referred to in Schedule A ("the prospectus"), in the "key data" section for each of the following funds (collectively the "HSBC Wholesale Funds"), the words "Since inception", appearing under the heading "Fund Performance", are replaced in each relevant case with the following:
 - HSBC Imputation Growth Wholesale Fund – "Since 31/1/1995";
 - HSBC Active-Growth Wholesale Fund – "Since 31/12/2000";
 - HSBC Australia Share Wholesale Fund – "Since 31/10/1994";
 - HSBC Australian Small Companies Wholesale Fund – "Since 31/10/1994";
 - HSBC International Equity Wholesale Fund – "Since 28/2/1995";
 - HSBC Asian Equity Wholesale Fund – "Since 30/11/1994";
 - HSBC Japan Wholesale Fund – "Since 30/4/2001";
 - HSBC Property Securities Wholesale Fund – "Since 30/9/1994";
 - HSBC Strategic Property Wholesale Fund – "Since 31/10/1994";
 - HSBC Diversified Growth Wholesale Fund – "Since 31/10/1994";
 - HSBC Balanced Wholesale Fund – "Since 30/6/1999";

- (e) in the prospectus, the figures in the final column of the "Fund Performance" table for each of the following funds are replaced with the following figures:

Fund Name	Growth Return %	Distribution Return %	Total Return %	Benchmark %
HSBC Australian Small Companies Wholesale Fund	0.5	11.4	11.9	No change
HSBC International Equity Wholesale Fund	1.3	11.5	12.8	14.4
HSBC Asian Equity Wholesale Fund	-4.2	No change	-3.2	No change
HSBC Balanced Wholesale Fund	No change	No change	No change	4.7

- (f) on page 17 of the prospectus, the second sentence in the first paragraph under the heading "Processing of applications" is replaced with the following:

"If we suspend calculation of unit prices for any reason, your application request will be held over and processed using the next available issue price."

- (g) on page 17 of the prospectus, the second sentence in the third paragraph under the heading "Withdrawals" is replaced with the following:

"If we suspend calculation of unit prices for any reason, your withdrawal request will be held over and processed using the next available withdrawal price."

SCHEDULE A

Prospectus lodged on 19 November 2001 by HSBC Asset Management (Australia) Limited A.B.N 34 004 778 545 to offer units in the HSBC Wholesale Funds.

SCHEDULE B

All offers made in or accompanied by the disclosure document where:

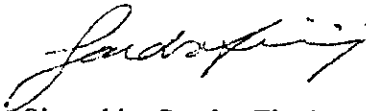
- (a) no application form is attached to the disclosure document lodged with ASIC;
- (b) no application form has been distributed with the disclosure document or a copy of the disclosure document prior to the date of this instrument; and

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- (c) any application form accompanying the disclosure document or a copy of the disclosure document on or after the date of this instrument discloses the difference between the disclosure document and the disclosure document lodged with ASIC.

Dated this 27th day of November 2001.



Signed by Sandra Zivcic
as a delegate of the Australian Securities and Investments Commission.

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that the ASIC will alter the registration details of the following companies

1 month after the publication of this notice, unless an order by a court or Administration Appeals Tribunal prevents it from doing so.

ALLGREEN HOLDINGS PTY LTD

ACN 097 506 217 will change to a public company limited by shares. The new name will be ABSOLUTE CAPITAL GROUP LIMITED ACN 097 506 217.

CAPIX LIMITED ACN 087 364 805 will change to a proprietary company limited by shares. The new name will be CAPIX PTY LTD ACN 087 364 805.

FORTRON INSURANCE AGENCY LIMITED ACN 074 393 365 will change to a proprietary company limited by shares. The new name will be FORTRON INSURANCE AGENCY PTY.LTD. ACN 074 393 365.

NETWORK SPORTS LIMITED ACN 086 065 072 will change to a proprietary company limited by shares. The new name will be NETWORK SPORTS PTY LTD ACN 086 065 072.

ROENETT PTY. LIMITED ACN 089 800 082 will change to a public company limited by shares. The new name will be RE PROPERTY & INVESTMENT SERVICES LIMITED ACN 089 800 082.

WEST AUSTRALIAN METALS NL ACN 001 666 600 will change to a public company limited by shares. The new name will be WEST AUSTRALIAN METALS LTD ACN 001 666 600.

BUILDING INFORMATION GATEWAY

LIMITED ACN 093 388 615 will change to a proprietary company limited by shares. The new name will be BUILDING INFORMATION GATEWAY PTY LTD ACN 093 388 615.

DICHA LTD. ACN 009 500 538 will change to a proprietary company limited by shares. The new name will be DICHA PTY LTD ACN 009 500 538.

JAMES HARDIE INDUSTRIES LTD ACN 000 009 263 will change to a proprietary company limited by shares. The new name will be HAH PTY LIMITED ACN 000 009 263.

PIL INFRASTRUCTURE LIMITED ACN 088 383 484 will change to a proprietary company limited by shares. The new name will be PIL INFRASTRUCTURE PTY. LIMITED ACN 088 383 484.

TOX FREE SYSTEMS AUSTRALIA LIMITED ACN 076 640 830 will change to a proprietary company limited by shares. The new name will be AUTOMATED TANK CLEANING SERVICES PTY LTD ACN 076 640 830.

WIRELESS MONITORS AUSTRALIA LIMITED ACN 098 657 231 will change to a proprietary company limited by shares. The new name will be WIRELESS MONITORS AUSTRALIA PTY LIMITED ACN 098 657 231.