



Commonwealth of Australia



ASIC

Australian Securities &
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RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the Corporations Act and the other legislation administered by ASIC may have rights of review. ASIC has published **Practice Note 57 [PN57] Notification of rights of review** and Information Sheet [INFO 1100] **ASIC decisions – your rights** to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at www.asic.gov.au or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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03 / 09 28

**Australian Securities and Investments Commission
Corporations Act 2001 – Section 655A – Declaration**

Pursuant to paragraph 655A(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission hereby declares that Chapter 6 of the Act applies to the persons described in Schedule A, in the case referred to in Schedule B, as if section 12 were modified or varied by inserting after subsection 12(2):

- (2A) For the purposes of paragraphs 12(2)(b) and (c), the second person is not an associate of the primary person merely because they have entered into a relevant agreement under which one of them has the right, whether enforceable presently or in the future and whether or not on the fulfilment of a condition, to acquire securities from or dispose of securities to the other.

Schedule A

Voyages Hotels & Resorts Pty Limited ACN 079 925 036 ("the Bidder")
BT Funds Management Limited ACN 002 916 458 ("the Seller")

Schedule B

A pre-bid agreement ("the Pre-bid Agreement") under which the Seller agrees to sell to the Bidder up to 19.99% of the issued ordinary shares in Hamilton Island Limited ACN 061 868 077 ("the Target") where:

- (a) the Bidder and Seller do not have a common purpose of controlling or influencing the composition of the Target board or the outcome of decisions about the Target's financial or operating policies;
- (b) the Pre-bid Agreement does not limit in any way the Seller's rights to dispose of the shares in the Target which the Seller holds in excess of the 19.99% holding agreed to be sold to the Bidder to any person; and
- (c) the Bidder makes an unconditional takeover bid under Chapter 6 of the Act at a price no lower than that paid to the Seller for the shares in the Target within fourteen days after the date of the Pre-bid Agreement.

Dated this 21st day of October 2003



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

03/0929

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

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

1. inserting the following text and punctuation mark after the words "in accordance with section" in subsection 650A(1):

"650AA,"

2. inserting after subsection 650A(2) a new section 650AA as follows:

"The bidder may vary offers under an off-market bid to the extent that subsection 650A(1) would otherwise prohibit the bidder from varying its offers under that bid solely for the purpose of allowing the terms of the offer to correspond with section 650G and paragraph 650F(1)(a)."

Schedule A

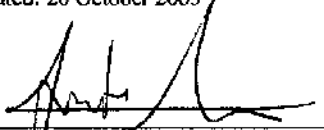
Regional Publishers Pty Limited ACN 000 014 700. ("Bidder")

Schedule B

An off-market takeover bid by the Bidder for all the ordinary shares in Harris and Company Limited ACN 009 475 736 in respect of which:

- (a) a bidder's statement was lodged with ASIC on 19 September 2003 ("Bid");
- (b) the Bidder varies:
 - (i) condition 12.6(6) of the Bid by deleting the words "the date 3 business days after" occurring after the word "to" in the first line; and
 - (ii) clause 12.8(1)(a) of the Bid by replacing the word "less" with the word "later"; and
- (c) the notice of variation under section 650D contains a clear description of the reasons for and effect of this declaration.

Dated: 28 October 2003



Signed by Justin Sam

a delegate of the Australian Securities and Investments Commission

03 / 09 30

**Australian Securities and Investments Commission
Corporations Act, 2001 - Paragraph 601QA(1)(b)
Declaration**

Pursuant to paragraph 601QA(1)(b) of the Corporations Act, 2001 (Act) the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C applies to the person mentioned in Schedule A in relation to each of the registered schemes specified in Schedule B in the case set out in Schedule C as if section 601FL(1) were modified or varied as follows:

1. Delete the comma after "wants to retire" and replace with a colon;
2. Insert "(a)" before "it must call" and replace the full stop at the end of the paragraph with "; or";
3. Add a new subparagraph (b) and (c) as follows:
 - "(b) it must give members notice of the proposal to appoint a company, which is a wholly owned subsidiary of the responsible entity's holding company, to be the scheme's new responsible entity ("the proposed responsible entity"), including in the notice the responsible entity's reasons for wanting to retire and sufficient information to enable the members to vote on an extraordinary resolution to appoint the proposed responsible entity, and it must conduct a postal vote of members as to this; or
 - (c)
 - (i) it must give members notice of the proposal to appoint a company, which is a wholly owned subsidiary of the responsible entity's holding company, to be the scheme's new responsible entity ("the proposed responsible entity");
 - (ii) the notice to members must:
 - (I) explain the responsible entity's reasons for wanting to retire and give sufficient information to enable the members to form a view as to the appointment of the proposed responsible entity;
 - (II) state prominently that if:
 - (A) members who together hold at least 5% of the total value of the interests held by members; or
 - (B) 100 members,
 ask for a vote on the proposed change in responsible entity by giving written notice received by the responsible entity within 21 days from the date the notice is sent, the responsible entity will either arrange a postal vote or call a members' meeting to vote on the appointment of the proposed responsible entity;

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- (III) be accompanied by a form which can be ticked to ask for a vote; and
 - (IV) state prominently a reply paid address of the responsible entity to which the form may be sent;
- (iii) the responsible entity must arrange for a postal vote or, if the responsible entity chooses, call a members' meeting to vote if required in accordance with the notice as soon as possible; and
 - (iv) if sufficient members do not request a vote within the timeframe specified in the notice, then subject to the responsible entity's compliance with subsection 601FL(1B), the proposed responsible entity will be taken to be the new responsible entity of the scheme."
4. Insert the following after subsection 601FL(1):
- "(1A) If there is a postal vote under paragraph 601FL(1)(b) or (c):
- (a) a voting paper must be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent;
 - (b) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
 - (i) the proposed responsible entity will be the responsible entity if chosen by the members pursuant to a resolution passed by at least 50% of the total votes that may be cast by members entitled to vote; and
 - (ii) only votes received by the responsible entity within 28 days after the issue of the voting paper will be counted; and
 - (iii) the voting paper must be accompanied by a notice setting out the information referred to in paragraph 252J(d).
- (1B) If either paragraph 601FL(1)(b) or (c) applies:
- (a) the responsible entity must lodge a certificate with ASIC that it reasonably considers that the appointment of the proposed responsible entity would be in the best interests of members with a summary of the responsible entity's reasons; and
 - (b) the certificate and any notice lodged under paragraph 601FL(2)(a) must specify the date on which ASIC must alter the record of the scheme's registration to name the proposed responsible entity as the scheme's responsible entity and that date may be any date during the period commencing on:

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

Pursuant to paragraph 741(1)(b) of the *Corporations Act 2001* ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D of the Act applies to the person named in Schedule A, in relation to the prospectuses dated 23 September 2002 offering interests in the managed investment schemes specified in Schedule B, as if subsection 711(6) of the Act were modified or varied as follows:

1. Insert "(a)" before the words "The prospectus must state";
2. Replace the words "The expiry date must" with the words "Subject to paragraph 711(6)(b) the expiry date must";
3. Insert a new paragraph (b) as follows:

"(b) The expiry date of a prospectus may be extended by a period of 28 days after the expiry date specified in the prospectus, upon lodgment with ASIC of the following:

 - (i) a supplementary document containing the information and in the form required by section 719; and
 - (ii) a notice, in the form prescribed by paragraph 1438(3)(b), indicating that the issuer of the products to which the prospectus relates wants the new product disclosure provisions to apply in relation to the products from the date which is 28 days after the expiry date specified in the prospectus."

Schedule A

INVESCO Australia Ltd ACN 001 693 232.

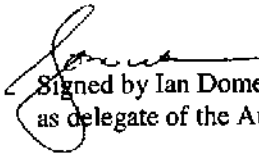
Schedule B

Managed Investment Scheme	ARSN
INVESCO Wholesale Investment Funds (Prospectus 1)	
INVESCO Wholesale Australian Share Fund	089 540 143
INVESCO Wholesale Australian Smaller Companies Fund	089 520 810
INVESCO Wholesale Property Securities Fund	093 306 908
INVESCO Wholesale Global Themes Fund	088 982 816
INVESCO Wholesale International Share Fund	093 413 453
INVESCO Wholesale Indexed International Share Fund	092 662 443
INVESCO Wholesale Asian Share Fund	093 413 720
INVESCO Wholesale Asia Ex Japan Share Fund	093 414 816
INVESCO Wholesale Growth Fund	089 540 367
INVESCO Wholesale June Protected Growth Fund	089 547 606
INVESCO Wholesale Australian Fixed Interest Fund	089 540 554
INVESCO Wholesale Enhanced Indexed Fixed Interest Fund	089 541 257
INVESCO Wholesale Cash Management Fund	089 519 657
INVESCO Wholesale International Fixed Interest Fund	093 414 021
INVESCO Wholesale Indexed International Fixed Interest Fund	089 540 705

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INVESCO Personal Investment Funds (Prospectus 2)	
INVESCO Australian Share Fund	093 172 813
INVESCO Australian Smaller Companies Fund	093 172 715
INVESCO Global Themes Fund	088 982 665
INVESCO International Share Fund	093 400 867
INVESCO Asian Share Fund	093 401 257
INVESCO Growth Fund	093 171 156
INVESCO July Protected Growth Fund	093 172 260
INVESCO Monthly Income Fund	093 171 405
INVESCO International Fixed Interest Fund	093 402 165

Dated this 21st day of October 2003.



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

03 / 09 32

**Australian Securities and Investments Commission
Corporations Act 2001– Paragraph 601QA(1)(b) – Declaration**

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C applies to Macquarie Airports Management Limited ACN 075 295 760 ("MAML") in its capacity as responsible entity of the managed investment schemes specified in Schedule A (each a "Scheme") in the case specified in Schedule B as if Chapter 5C were modified or varied as follows:

1. after subparagraph 601GA(1)(a)(v) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(va) an interest in the scheme that is a component part of a Stapled Security, other than an option to subscribe for such an interest, may be issued at a price determined by the responsible entity under an arrangement where:

- (A) the whole or part of any money payable to a member under the constitution, by way of distribution of capital or income, is applied in payment for the subscription for interests in the scheme;
- (B) each member of the scheme may from time to time elect to participate in that arrangement as to the whole, or some proportion, of the distributions which are, or would otherwise be, payable to that member;
- (C) all the interests issued under the arrangement are of the same class;
- (D) the price of each interest issued pursuant to that arrangement at substantially the same time is the same;
- (E) the amount by which the price of the Stapled Securities of which the interests form a component part is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution; and
- (F) interests not taken up by members under the offer are only issued pursuant to bona fide underwriting agreements:
 - to persons not associated with the responsible entity, or in the case where those persons are associated with the responsible entity, they dispose of the interests to a party or parties that are not the responsible entity or any of its associates within 3 months after the date of issue; and
 - the terms of which were included in the terms of the distribution reinvestment plan sent to members of the scheme,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if each interest is sold in the context of the sale of a Stapled Security, taking

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reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.";

2. after section 601PC insert:

"601PD For the purposes of this Chapter:

Stapled Security means an interest in a registered scheme, an interest in a second registered scheme, and a share in a company which must on the terms on which they are traded only be transferred together.

Schedule A

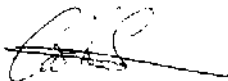
Macquarie Airports Trust (1) (ARSN 099 597 921); and
Macquarie Airports Trust (2) (ARSN 099 597 896)

Schedule B

Where:

1. An interest in each of the Schemes and a share in Macquarie Airports Holdings (Bermuda) Limited ARBN 099 813 180 are together a Stapled Security; and
2. Offers of Stapled Securities are made pursuant to distribution reinvestment plans of each of the Schemes and a dividend reinvestment plan of Macquarie Airports Holdings (Bermuda) Limited ARBN 099 813 180; and
3. An underwriter that is an associate of MAML may take up Stapled Securities that have been offered to existing holders of Stapled Securities but have not been taken up by those holders.

Dated this 30th day of October 2003



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

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**Australian Securities and Investments Commission
Corporations Act 2001 – paragraphs 741(1)(a) and 1020F – Exemption**

Pursuant to paragraph 741(1)(a) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons referred to in Schedule A from compliance with Parts 6D.2 and 6D.3 of the Act in the cases referred to in Schedule B.

Pursuant to paragraph 1020F of the Act, ASIC hereby exempts the persons referred to in Schedule A from compliance with Part 7.9 of the Act in the cases referred to in Schedule B.

Schedule A

Macquarie Airports Management Limited (ACN 075 295 760) in its capacity as responsible entity of MAT1 and MAT2, Macquarie Airports Holdings (Bermuda) Limited (ARBN 099 813 180) ("MAHBL") and any other person acting for either or both of them or on their behalf in respect of an offer or issue under the dividend reinvestment plan or distribution reinvestment plan referred to in Schedule B.

Schedule B

1. An offer or issue to holders of units in MAT1 and units in MAT2 of shares in MAHBL under the distribution reinvestment plan of MAT1 and/or the distribution reinvestment plan of MAT2:
 - (a) in accordance with the constitution governing MAT1;
 - (b) in accordance with the constitution governing MAT2;
 - (c) in accordance with the constitution governing MAHBL; and
 - (d) that would be in substitution for some or all of the distribution amounts payable to the holders of units in MAT1 and/or to the holders of units in MAT2,

where a unit in MAT1, a unit in MAT2 and a share in MAHBL are together a Stapled Security.

2. An offer or issue to holders of shares in MAHBL of units in MAT1 and/or units in MAT2 under the dividend reinvestment plan of MAHBL:
 - (a) in accordance with the constitution governing MAT1;
 - (b) in accordance with the constitution governing MAT2;
 - (c) in accordance with the constitution governing MAHBL; and
 - (d) that would be in substitution for some or all of the dividends payable to the holders of shares in MAHBL,

where a unit in MAT1, a unit in MAT2 and a share in MAHBL are together a Stapled Security.

3. An offer or issue to holders of units in MAT1 of units in MAT2 under the distribution reinvestment plan of MAT1:
 - (a) in accordance with the constitution governing MAT1;
 - (b) in accordance with the constitution governing MAT2; and

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(c) that would be in substitution for some or all of the distribution amounts payable to the holders in units in MAT1,

where a unit in MAT1, a unit in MAT2 and a share in MAHBL are together a Stapled Security.

4. An offer or issue to holders of units in MAT2 of units in MAT1 under the distribution reinvestment plan of MAT2:
- (a) in accordance with the constitution governing MAT2;
 - (b) in accordance with the constitution governing MAT1; and
 - (c) that would be in substitution for some or all of the distribution amounts payable to the holders of units in MAT2,

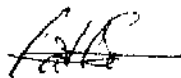
where a unit in MAT1, a unit in MAT2 and a share in MAHBL are together a Stapled Security.

Interpretation

In this instrument:

1. "MAT1" means Macquarie Airports Trust (1) (ARSN 099 597 921);
2. "MAT2" means Macquarie Airports Trust (2) (ARSN 099 597 896); and
3. "Stapled Security" means an interest in MAT1, an interest in MAT2 and a share in MAHBL which on the terms on which they are traded must only be transferred together.

Dated this 30th day of October 2003



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

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

1. Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (“the Act”), the Australian Securities and Investments Commission (“ASIC”) hereby exempts the persons referred to in Schedule A from section 601ED of the Act in the case referred to in Schedule B on the conditions set out in Schedule C.
2. Under paragraphs 911A(2)(l), 992B(1)(a) and 1020F(1)(a) of the Act ASIC hereby exempts the persons referred to in Schedule A in the case referred to in Schedule B on the conditions set out in Schedule C from:
 - (a) sections 992A, 992AA and 1017F of the Act; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by that person in relation to dealing in interests in a managed investment scheme of the kind and offered on the basis referred to in Schedule B.
3. Under paragraphs 992B(1)(a) of the Act ASIC hereby exempts a person (other than a person referred to in Schedule A) in the case of an offer to sell an interest in a managed investment scheme referred to in Schedule B and offered on a basis that appears to comply with Schedule C, from sections 992A and 992AA of the Act.

SCHEDULE A — WHO IS EXEMPT

Any person who operates the scheme specified in Schedule B (scheme) including Shoalwood Pty Ltd ACN 104 157 557 and any other person offering an interest in the scheme for issue, other than a person who is aware that any disclosure statement required to be given to a person under this instrument or any Product Disclosure Statement required to be given to a person under the Act in relation to the scheme, was not given or was given but did not comply with this instrument or the Act as the case may be.

SCHEDULE B — SCHEMES EXEMPTED

Operating a managed investment scheme which involves an owner (investor) of real property (strata unit), in the investor’s discretion, making their strata unit available for use by a person (operator) as part of a serviced apartment, hotel, motel or resort complex located at the corner of Shoal Bay Road and Harwood Avenue, Nelson Bay, New South Wales developed in accordance with an approval of the Port Stephens Council that was given to ASIC on 25 September 2003 and in relation to which on 1 March 2000 there was no person who had bought or agreed to buy a strata unit and who, before agreeing to buy, had been offered an interest in the scheme, where:

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- (a) the sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;
- (b) each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:
 - (i) by a person other than the operator or an associate of the operator; and
 - (ii) under an agreement that the operator made with that person before the notice of withdrawal was given;
- (c) each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
- (d) the operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is an Australian financial services licensee;
- (e) no payment is liable to be made by an investor to participate in the scheme other than:
 - (i) payment of money to buy the strata unit; and
 - (ii) one or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where each such payment:
 - (A) relates to a period of no more than 3 months; and
 - (B) is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the operator during that period;
- (f) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme; and
- (g) the serviced apartment, hotel, motel or resort complex is operated in accordance with a written agreement entered into or to be entered into between the operator and each investor which agreement includes provisions as specified in Schedule E.

SCHEDULE C — CONDITIONS ON OPERATORS AND PROMOTERS

- 1 The operator must ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution must be held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- 2 Each promoter that is involved in making an offer of interests in the scheme for issue must:
 - (a) not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers;

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- (b) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that a disclosure statement complying with Schedule D is given to each person to whom an offer is made at or before the making of the offer; and
 - (c) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that the disclosure statement is signed and dated by the operator or, if the operator is not knowingly concerned in the offer, by a promoter; and
- 3 The operator must comply with the provisions specified in Schedule E, which are included in the agreement referred to in paragraph (g) of Schedule B.

SCHEDULE D — THE DISCLOSURE STATEMENT

- 1 The disclosure statement must:
- (a) describe the main features of the interests in the scheme;
 - (b) set out the main terms and conditions of the offer; and
 - (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 investor in those interests 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 is known to any person who authorised or caused the issue of the disclosure statement.
- 2 The questions are:
- (a) What is being offered?
 - (i) How are the investor's property rights affected by holding an interest in the scheme?
 - (ii) What key rights will investors have in relation to the use of their strata unit by the operator?
 - (iii) What sort of serviced apartment, hotel, motel or resort complex is being operated under the scheme? 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?

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- (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; or
 - (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 returns 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

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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?

- (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 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 the interest in the scheme be transferred and, if so, in what circumstances? What legal requirements apply?

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- (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:
- (a) an investment adviser who is either an Australian financial services licensee or an authorised representative of an Australian financial services 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.

SCHEDULE E — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

1. *Transfer of management rights*
 - (a) If a majority of scheme members advise the operator in writing that they wish to terminate the operator's engagement, the operator must within 9 months transfer the management rights to a person that is chosen by the operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme.
 - (b) If an operator fails to complete that transfer within the 9 month period, the operator must cause the transfer of the management rights to a replacement operator named in a written notice given by a majority of scheme members, at a price specified in the notice.
 - (c) A transfer referred to in paragraphs (a) or (b) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred to in paragraph 2(b) unless the body corporate has consented to the transfer.

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2. *Consent of body corporate to new care-taking arrangements*

- (a) If an operator receives a notice under paragraph 1(b) of this Schedule, the operator must advise all body corporate members of the name of the person to whom the transfer is to be made.
- (b) Unless the body corporate has consented to the transfer, an operator does not have to transfer the management rights to the person named in the notice described in paragraph 1(b) of this Schedule if a majority of body corporate members state in writing to the operator that the person should not be engaged by the body corporate to perform care-taking functions.
- (c) If a majority of body corporate members make a decision referred to in paragraph 2(b) of this Schedule, a majority of scheme members may then at any time name a replacement operator by a written notice, to whom the operator must transfer the management rights at a price specified in the notice and the notice will be taken to be given in accordance with paragraph 1(b) of this Schedule.
- (d) This paragraph 2 does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under paragraph 1(b) or 2(c) of this Schedule before that notice is given to the operator.

3. *Price payable on transfer*

The price scheme members specify in a notice under paragraph 1(b) of this Schedule must be one of the following:

- (a) the average of two valuations of the management rights by independent qualified valuers nominated by the Australian Property Institute (or another relevant independent professional body approved by ASIC); or
- (b) the highest bona fide bid for the management rights (excluding a bid by the operator or its associates) at an auction of which at least 60 days' notice had been given; or
- (c) the highest bona fide amount tendered (excluding any tender by the operator or its associates) for the management rights following reasonable efforts to market the property for at least 60 days.

4. *Voting*

- (a) In determining if there is a majority of scheme members or body corporate members, the operator and its associates and any person nominated as a replacement operator and associates of that person must not be counted.

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- (b) For scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the scheme relates, and otherwise each member shall have one vote.
- (c) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings.
- (d) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision.

5. *Costs*

- (a) Any member may arrange a valuation or auction of, or may market, the management rights before or after the expiration of the 9 month period referred to in paragraph 1(a) of the Schedule for the purposes of determining a price to be specified in a notice under paragraph 1(b) of this Schedule.
- (b) If a member incurs any reasonable valuation, auction or marketing costs under paragraph 5(a) of this Schedule that member is entitled to be reimbursed out of the price payable by any person nominated by the members as transferee of the management rights when the price is paid to the operator.

6. *Assistance*

The operator must give reasonable assistance to enable the transferee to operate the resort, hotel, motel or serviced apartment complex including making available information concerning any prospective bookings.

7. *Definitions*

In this Schedule:

“scheme members” means investors in the scheme excluding the operator and its associates;

“management rights” means all real or personal property (including contractual rights) held by the operator or any of its associates that facilitates the operation of the scheme; and

“transfer” in relation to management rights means to assign or transfer the management rights or to cause another person to become the holder of those rights or rights substantially the same as those rights.

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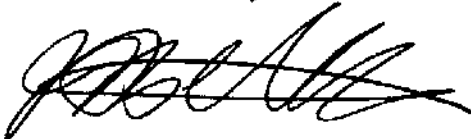
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Interpretation

In this instrument:

1. "financial services licensee" means:
 - (a) a financial services licensee within the meaning of the Act; and
 - (b) a person who, on 11 March 2002, was the holder of a dealers licence within the meaning of the old Corporations Act (as defined in subsection 1410(1) of the Act), until the earlier of:
 - (i) if ASIC revokes the person's dealers licence - the date of that revocation; or
 - (ii) 11 March 2004; and
2. "offer" is to be interpreted in accordance with subsection 1010C(2) of the Act.

Dated this third day of November 2003

Signed by Philippa Bell
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b)- Declaration**

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C of the Act applies to Multiplex Funds Management Limited (ACN 105 371 917) in its capacity as the responsible entity of the Multiplex Property Trust (ARSN 106 643 387) ("Scheme") in the case set out in the Schedule as if Chapter 5C were modified or varied as follows:

1. after subparagraph 601GA(1)(a)(i) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(ia) interests in the scheme may be issued, at a price determined by the responsible entity, while the scheme is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the *Corporations Regulations 2001* and Stapled Securities of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Securities of which interests of that class form a component part are not suspended from quotation, where the issue of the interests is not to the responsible entity or any person associated with it, and, in the case where:

(A) the issue (together with any other issue of interests up to one year previously, at a consideration determined by the responsible entity other than an issue approved or ratified by the members in accordance with subparagraphs (C) to (H) and issues in accordance with other provisions of the constitution) is of interests that would, immediately after the issue, comprise more than 10% of either:

- all of the interests in the scheme; or
- the interests on issue in the scheme in the same class as the interests comprised in the issue;

or

(B) the amount by which the issue price of the Stapled Securities of which the interests form a component part is less than the current market price for those Stapled Securities exceeds 10%,

the following requirements are also satisfied:

(C) the members approve the issue;

(D) if the interests to be issued are in a particular class, members in that class approve the issue;

(E) unless the responsible entity reasonably consider that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue;

(F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue;

(G) an approval for the purposes of subparagraphs (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of all the interests of members entitled to vote on the question vote on the question at the meeting; and

(H) if in making the calculations referred to in subparagraph (G) any vote of a person to whom the interests are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed;

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(ib) interests in the scheme may be issued, at a price determined by the responsible entity, while the scheme is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the *Corporations Regulations 2001* and Stapled Securities of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Securities of which interests of that class form a component part are not suspended from quotation, where:

- (A) the issue of the interests is not to the responsible entity or any person associated with it; and
- (B) the interests are issued pursuant to offers made at substantially the same time; and
- (C) the sum of the prices of the interest and the share which make up the Stapled Security is to equal the current market price for the Stapled Security, as defined in the constitution of the scheme, at the time the offers are made.

2. after subparagraph 601GA(1)(a)(iii) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(iiia) interests in the scheme that are component parts of Stapled Securities, other than options to subscribe for such interests, may be issued at a price determined by the responsible entity, pursuant to offers made at substantially the same time to only and all the then members of the scheme if:

- (A) all of the interests offered are in the same class;
- (B) the price of all the interests offered is the same;
- (C) the amount by which the price of the Stapled Securities of which the interests form a component part is less than any amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution; and
- (D) the amount of interests offered to each member is proportionate to the value of that member's interest,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if each interest is sold in the context of a sale of a Stapled Security, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price. ";

3. after subparagraph 601GA(1)(a)(v) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(va) an interest in the scheme that is a component part of a Stapled Security, other than an option to subscribe for such an interest, may be issued at a price determined by the responsible entity under an arrangement where:

- (A) the whole or part of any money payable to a member under the constitution, by way of distribution of capital or income, is applied in payment for the subscription for interests in the scheme;
- (B) each member of the scheme may from time to time elect to participate in that arrangement as to the whole, or some proportion, of the distributions which are, or would otherwise be, payable to that member;
- (C) all the interests issued under the arrangement are of the same class;

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- (D) the price of each interest issued pursuant to that arrangement at substantially the same time is the same;
- (E) the amount by which the price of the Stapled Securities of which the interests form a component part is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if each interest is sold in the context of the sale of a Stapled Security, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.";

4. after subparagraph 601GA(1)(a)(vi) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(via) where Stapled Securities are quoted on the financial market operated by the Australian Stock Exchange Limited and not suspended from quotation, interests in the scheme that form a component part of stapled securities may be sold by the responsible entity or its agent, at a price determined by the responsible entity, where:

- (A) part of the issue price of interest has not been paid when called and, in accordance with the terms of the constitution, the interest has consequently been forfeited to the responsible entity on trust for the members; and
- (B) the sale of the interest occurs in the context of a sale of the Stapled Security conducted in accordance with section 254Q of the Act other than subsections 254Q(1), 254Q(10), 254Q(13) and 254Q(14) as if the Stapled Security was a share, the scheme was the company and the responsible entity was the directors of the company.";

5. omit paragraph 601FC(1)(c) and substitute:

"(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest are components of a Stapled Security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";

6. omit paragraph 601FD(1)(c) and substitute:

"(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest are components of a Stapled Security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";

7. section 601LC were modified or varied by adding after notional subsection 208(2) of the Act as included in that section:

"(2A) Member approval is not required for the giving of a benefit and the benefit need not be given within 15 months if:

- (a) the benefit either:

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- (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property; and
- (b) all of the interests in the Scheme are component parts of Stapled Securities together with all of the shares in a company; and
- (c) the benefit is given by:
- (i) the responsible entity; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity; and
- (d) the benefit is given to the company referred to in paragraph (b), or a wholly owned subsidiary of the company.

8. After section 601PC insert:

"601PD For the purposes of this Chapter:

Stapled Security means an interest in a registered scheme and a share in a company which must on the terms on which they are traded only be transferred together.

Schedule

Where under the terms on which an interest in the Scheme and a share in Multiplex Limited (ACN 008 687 063) are traded they can only be transferred together.

Dated 3rd October 2003



Signed by Andrew Lachlan Moore
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 1442(2)(b) — Declaration**

Pursuant to paragraph 1442(2)(b) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Part 10.2 of the Act applies to the person mentioned in Schedule A in the case set out in Schedule B as if subsection 1438(5) of the Act were modified or varied as follows:

1. delete from subparagraph (i) "at least 28 days before" and substitute "on";
2. delete from subparagraph (ii) "28 days" and substitute "14 days".

Schedule A

Netwealth Investments Limited ACN 090 569 109 ("Netwealth") in its capacity as issuer of interests in:

(a) registered schemes as follows:

Scheme Name	ARSN
Netwealth Balanced Fund	094 492 627
Netwealth Balanced Plus Fund	094 491 979
Netwealth Conservative Growth Fund	094 492 145
Netwealth Growth Fund	094 492 305
Netwealth Growth Plus Fund	094 492 001
Netwealth High Growth Fund	094 493 035
Netwealth Enhanced Cash Fund	094 491 899
Netwealth Australian Share Fund	094 491 853
Netwealth International Share Fund	094 492 243
Netwealth Property Share Fund	094 492 654

(b) Netwealth Superannuation Master Fund; and

(c) Netwealth Wrap Service, an investor directed portfolio service operated pursuant to ASIC Class Order [CO 02/294].

(together "the Financial Products")

Schedule B

Where Netwealth:

1. Lodged an opt-in notice pursuant to paragraph 1438(3)(b) of the Act dated 23 September 2003 ("First Notice"), relating to the Financial Products and specifying an opt-in date of 23 October 2003; and
2. Complied and continues to comply, in respect of the First Notice, with the requirements of ASIC determination [CO 02/191] made pursuant to subsection 1438(6) of the Act; and

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3. Lodged with ASIC a further notice that complies with paragraph 1438(5)(a) of the Act (as notionally modified by this instrument) on 23 October 2003 ("Further Notice"); and
4. Takes all reasonable steps to ensure that within 3 business days after the lodgement of the Further Notice it:
 - (a) Informs in writing each person to whom it has provided information pursuant to ASIC determination [CO 02/191] (other than via the Internet) that the Further Notice has been lodged, and of the effect of the new opt-in date specified in the Further Notice; and
 - (b) Alters the information that it has made available on the Internet in respect of the Financial Products to reflect the matters described in paragraph (a).

Dated 27th October 2003

Signed by Andrew Moore
as delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(a) - Declaration

Pursuant to paragraph 601QA(1)(a) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C of the Act applies to Australand Wholesale Investments Limited ACN 086 673 092 in its capacity as responsible entity of the schemes mentioned in Schedule A ("Schemes") in the case set out in Schedule B as if Chapter 5C were modified or varied as follows:

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

Schedule A

Australand Wholesale Property Trust ARSN 099 698 012

Australand Wholesale Property Trust No.2 ARSN 101 660 253

Schedule B

A member of either of the Schemes withdraws from the relevant scheme, pursuant to a proposal described in notices of meeting and explanatory memoranda convening meetings of members of each of the Schemes to be held on or about 27 October 2003, under which:

1. Each members' interests in the relevant Scheme, other than interests held by Australand Holdings Ltd ACN 008 443 696 ("ALZ") or its subsidiaries are to be cancelled;
2. Each member is to receive as consideration for the cancellation cash and/or Stapled Securities which have as their component parts an interest in the Australand Property Trust ARSN 106 680 424 ("APT") and a share in ALZ and which must on the terms on which they are traded only be transferred together; and
3. Interests in each of the Schemes equivalent in number to the cancelled interests in each of the Schemes are to be issued to Australand Property Ltd ACN 105 462 137 in its capacity as responsible entity of APT.

Dated ^{31st} October 2003



Signed by Andrew Lachlan Moore
As delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b)- Declaration**

Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 5C of the Act applies to Australand Property Limited ACN 105 462 137 in its capacity as the responsible entity of the Australand Property Trust ARSN 106 680 424 ("Scheme") in the case set out in the Schedule as if Chapter 5C were modified or varied as follows:

1. after subparagraph 601GA(1)(a)(i) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(ia) interests in the scheme may be issued, at a price determined by the responsible entity, while the scheme is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the *Corporations Regulations 2001* and Stapled Securities of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Securities of which interests of that class form a component part are not suspended from quotation, where the issue of the interests is not to the responsible entity or any person associated with it, and, in the case where:

(A) the issue (together with any other issue of interests up to one year previously, at a consideration determined by the responsible entity other than an issue approved or ratified by the members in accordance with subparagraphs (C) to (H) and issues in accordance with other provisions of the constitution) is of interests that would, immediately after the issue, comprise more than 10% of either:

- all of the interests in the scheme; or
- the interests on issue in the scheme in the same class as the interests comprised in the issue;

or

(B) the amount by which the issue price of the Stapled Securities of which the interests form a component part is less than the current market price for those Stapled Securities exceeds 10%,

the following requirements are also satisfied:

(C) the members approve the issue;

(D) if the interests to be issued are in a particular class, members in that class approve the issue;

(E) unless the responsible entity reasonably consider that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue;

(F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue;

(G) an approval for the purposes of subparagraphs (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of all the interests of members entitled to vote on the question vote on the question at the meeting; and

(H) if in making the calculations referred to in subparagraph (G) any vote of a person to whom the interests are to be issued or any vote of any associate of that person were not counted, the resolutions would be passed;

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(ib) interests in the scheme may be issued, at a price determined by the responsible entity, while the scheme is included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the *Corporations Regulations 2001* and Stapled Securities of which the interests form a component part, or if the interests to be issued are in a class of interests, Stapled Securities of which interests of that class form a component part are not suspended from quotation, where:

- (A) the issue of the interests is not to the responsible entity or any person associated with it; and
- (B) the interests are issued pursuant to offers made at substantially the same time; and
- (C) the sum of the prices of the interest and the share which make up the Stapled Security is to equal the current market price for the Stapled Security, as defined in the constitution of the scheme, at the time the offers are made.

2. after subparagraph 601GA(1)(a)(iii) as notionally inserted into Chapter 5C by ASIC Class Order [98/52] insert:

"(iia) interests in the scheme that are component parts of Stapled Securities, other than options to subscribe for such interests, may be issued at a price determined by the responsible entity, pursuant to offers made at substantially the same time to only and all the then members of the scheme if:

- (A) all of the interests offered are in the same class;
- (B) the price of all the interests offered is the same;
- (C) the amount by which the price of the Stapled Securities of which the interests form a component part is less than any amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution; and
- (D) the amount of interests offered to each member is proportionate to the value of that member's interest,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if each interest is sold in the context of a sale of a Stapled Security, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price. ";

3. after subparagraph 601GA(1)(a)(v) as notionally inserted into Chapter 5C by ASIC Class Order [98/52] insert:

"(va) an interest in the scheme that is a component part of a Stapled Security, other than an option to subscribe for such an interest, may be issued at a price determined by the responsible entity under an arrangement where:

- (A) the whole or part of any money payable to a member under the constitution, by way of distribution of capital or income, is applied in payment for the subscription for interests in the scheme;
- (B) each member of the scheme may from time to time elect to participate in that arrangement as to the whole, or some proportion, of the distributions which are, or would otherwise be, payable to that member;
- (C) all the interests issued under the arrangement are of the same class;

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- (D) the price of each interest issued pursuant to that arrangement at substantially the same time is the same;
- (E) the amount by which the price of the Stapled Securities of which the interests form a component part is less than the amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution,

where if the responsible entity reasonably considers that it would be in the best interests of members to exclude certain members that are connected to a place outside this jurisdiction ("foreign members") and not unfair to those members, the responsible entity need not offer or issue the interests to the foreign members if each interest is sold in the context of the sale of a Stapled Security, taking reasonable steps to maximise the sale price net of expenses of the sale and the foreign members are promptly paid the net sale price.";

4. after subparagraph 601GA(1)(a)(vi) as notionally inserted into Chapter 5C by ASIC Class Order [CO 98/52] insert:

"(via) where Stapled Securities are quoted on the financial market operated by the Australian Stock Exchange Limited and not suspended from quotation, interests in the scheme that form a component part of stapled securities may be sold by the responsible entity or its agent, at a price determined by the responsible entity, where:

- (A) part of the issue price of interest has not been paid when called and, in accordance with the terms of the constitution, the interest has consequently been forfeited to the responsible entity on trust for the members; and
- (B) the sale of the interest occurs in the context of a sale of the Stapled Security conducted in accordance with section 254Q of the Act other than subsections 254Q(1), 254Q(10), 254Q(13) and 254Q(14) as if the Stapled Security was a share, the scheme was the company and the responsible entity was the directors of the company.";

5. omit paragraph 601FC(1)(c) and substitute:

"(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest are components of a Stapled Security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";

6. omit paragraph 601FD(1)(c) and substitute:

"(c) act in the best interests of members (having regard to both their interests as holders of interests in the scheme and their interests as holders of shares in a company, where the share and the interest are components of a Stapled Security) and, if there is a conflict between the interests of the members and the interests of the responsible entity, give priority to the interests of the members; and";

7. section 601LC were modified or varied by adding after notional subsection 208(2) of the Act as included in that section:

"(2A) Member approval is not required for the giving of a benefit and the benefit need not be given within 15 months if:

- (a) the benefit either:

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- (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property; and
- (b) all of the interests in the Scheme are component parts of Stapled Securities together with all of the shares in a company; and
- (c) the benefit is given by:
- (i) the responsible entity; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity; and
- (d) the benefit is given to the company referred to in paragraph (b), or a wholly owned subsidiary of the company.

8. After section 601PC insert:

"601PD For the purposes of this Chapter:

Stapled Security means an interest in a registered scheme and a share in a company which must on the terms on which they are traded only be transferred together.

Schedule

Where under the terms on which an interest in the Scheme and a share in Australand Holdings Limited ACN 008 443 696 are traded they can only be transferred together.

Dated 3rd October 2003



Signed by Andrew Lachlan Moore
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 655A(1) and 669(1) – Declarations

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

1. Subsection 620(2) of the Act were modified or varied by inserting the following words at the conclusion of that subsection:

"This subsection is subject to subsection (2A)."

2. Section 620 of the Act were modified or varied by inserting the following subsection after subsection 620(2):

"(2A) If the offer provides that a person will be entitled to be paid or provided additional consideration (**additional consideration**), in addition to the consideration referred to in subsection 620(2), if a condition relating to the level of acceptance of the offer is satisfied or waived (**the condition**):

- (a) the bidder is to pay or provide the consideration referred to in subsection 620(2) within the period referred to in subsection 620(2); and
- (b) if the condition has been waived or satisfied at the time when the person becomes entitled to be paid or provided the consideration referred to in subsection 620(2), the person is entitled to be paid or provided the additional consideration at that time; or
- (c) if the condition has not been waived or satisfied at the time when the person is entitled to be paid or provided the consideration referred to in subsection 620(2), but the condition is subsequently waived or satisfied, the person is entitled to be paid or provided the additional consideration within 21 days after the condition has been waived or satisfied, or the necessary transfer documents are given to the bidder, whichever is the later.

The condition referred to in this subsection is not a defeating condition."

3. Paragraph 623(3)(c) were modified by replacing "." at the end of the paragraph with "; or", and inserting new paragraph (d) as follows:

"(d) simultaneous market and off-market bids."

4. Paragraphs 636(1)(h) and 636(1)(i) were modified by replacing the words "the date of the bid" in each subsection with the words "the date that is no more than 5 business days before the date of the bidder's statement";

5. Paragraph 636(1)(k)(ii) were modified by replacing the words "immediately before the first offer is sent" with the words "as at the date that is no more than 5 business days before the date of the bidder's statement"; and

6. Paragraph 636(1)(l) were modified by adding the words "as at the date that is no more than 5 business days before the date of the bidder's statement" at the conclusion of that paragraph.

And pursuant to paragraph 669(1)(b) of the Act ASIC hereby declares that Chapter 6A of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if:

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1. The definition of "bid class" in section 9 of the Act were modified by replacing the words "a takeover bid" with the words "one or more takeover bids for securities in the same company";
2. The definition of "offer period" in section 9 of the Act were modified by replacing the words "a takeover bid" with the words "one or more takeover bids for securities in the same company" and by replacing the words "the bid" with the words "either bid";
3. Subsection 661A(1) were modified by deleting the entire subsection and replacing it with the following:

"Under this subsection, the bidder under one or more takeover bids for securities in the same company may compulsorily acquire any securities in the bid class if:

(a) the bids are:

- (i) an off-market bid to acquire all the securities in the bid class; or
- (ii) a market bid; and

(b) during, or at the end of, the offer period of either takeover bid:

- (i) the bidder and their associates have relevant interests in at least 90% (by number) of the securities in the bid class; and
- (ii) the bidder and their associates have acquired at least 75% (by number) of the securities that the bidder offered to acquire under either bid (whether the acquisitions happened under either bid or otherwise).

This is so even if the bidder subsequently ceases to satisfy subparagraph (b)(i) because of the issue of further securities in the bid class.":

4. Subsection 661A(1A) were modified by replacing the words "the bid" wherever they appear in the subsection with the words "either bid" and by inserting the words "of either bid" at the end of paragraph (b) of the subsection;
5. Subsection 661A(3) were modified by replacing the words "a takeover bid" with the words "one or more takeover bids for securities in the same company"; and
6. Subsection 661C(1) were modified by replacing the words "securities under the takeover bid" with the words "the relevant securities under the takeover bid under which those securities were acquired".

Schedule A

21st Century Resort Holdings Pty Ltd ACN 104 201 014 ("the bidder")

Schedule B

An off-market bid by the bidder for all the ordinary shares in Hamilton Island Limited ACN 061 868 077 made pursuant to a bidder's statement lodged with ASIC on or about the date of this instrument, and a market bid by the bidder for all the ordinary shares in Hamilton Island Limited made pursuant to a bidder's statement lodged with ASIC on 24 October 2003 where:

1. The offer period under the market bid terminates not later than the day on which the offers under the off market bid expire;
2. If the consideration offered under the off market bid is improved by increasing the cash sum offered (other than an improvement relating to additional consideration if a level of

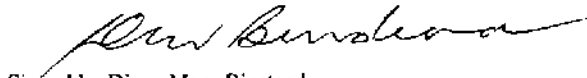
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acceptance is satisfied or waived), the consideration offered under the market bid must be improved by the same amount, unless section 649B prohibits the increase;

3. The off-market bid is unconditional; and
4. For each takeover bid, the bidder's statement, or any document that accompanies the bidder's statement, clearly discloses the effect and operation of paragraph 2 above.

Dated 4th November 2003



Signed by Diane Mary Binstead
Delegate of the Australian Securities & Investments Commission

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

Under subsection 741(1) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A and any person acting on behalf of that person from subsection 716(2) of the Act in the case and in relation to the statements specified in Schedule B on the conditions specified in Schedule C.

Schedule A

Australia and New Zealand Banking Group Limited ACN 005 357 522 ("ANZ")

Schedule B

1. A prospectus to be lodged on or about 24 October 2003 by ANZ for the offer of Securities which includes, or is accompanied by, the citation of one or more ratings which provide an opinion on either or both:
 - (i) the relative creditworthiness of ANZ following completion of the Proposed Acquisition; and
 - (ii) the relative creditworthiness of The National Bank of New Zealand Limited, a company registered under the *Companies Act 1993* (New Zealand) following completion of the Proposed Acquisition.
2. The use in the prospectus of the citations referred to in paragraph 1 is not misleading or deceptive.

Schedule C

The prospectus must include:

- (a) the following information displayed prominently and adjacent to the citation on the ratings:
 - (1) the name of the rating agency;
 - (2) a statement that the rating was current as at the date of the prospectus;
 - (3) a brief description of the meaning of the rating;
 - (4) a statement that the rating is not a recommendation to buy, sell or hold the Securities; and
 - (5) a statement that the rating is subject to revision or withdrawal at any time;
- (b) a statement that the person who issued the rating has not consented to the rating being included in the prospectus in the form and context in which it is included and that accordingly they are not liable for the statement under section 729 of the Act; and
- (c) all other material ratings of a kind referred to in Schedule B that are known to ANZ (whether ANZ complies with requirements in paragraph (a) of Schedule C to the citation of any other rating in the prospectus).

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Interpretation

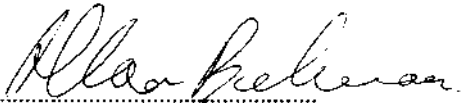
In this instrument:

"**Proposed Acquisition**" means the proposal by a subsidiary of ANZ to purchase NBNZ Holdings Limited, the holding company of the National Bank of New Zealand Limited.

"**Security**" means a renounceable right to subscribe for a fully paid ordinary share in the capital of ANZ.

Dated this 24th day of October 2003.

Signed by:


Allan Bulman, as a delegate of the
Australian Securities and Investments Commission

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

Under subsection 741(1) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person described in Schedule A in the case described in Schedule B from subsections 721(1), 723(1) and 727(2) of the Act, but only to the extent that those provisions might otherwise require a Rights Renunciation Form to be included in or accompanied by a disclosure document, and on the conditions set out in Schedule C.

Schedule A

Australia and New Zealand Banking Group Limited (ACN 005 357 522) ("ANZ").

Schedule B

Issuing a Rights Renunciation Form in the course of settling a sale of Division 3 rights issued pursuant to offers by ANZ of securities of ANZ for issue, where the offers:

- (a) are made *pari passu* to ANZ's ordinary shareholders (except to those shareholders in a jurisdiction where, it is not lawful or practicable to make the offer, in the reasonable opinion of ANZ's directors) as at the time of the offer; and
- (b) are renounceable,

and where ANZ has lodged a disclosure document in relation to the offers which complies with the requirements of Chapter 6D of the Act.

Schedule C

1. A disclosure document for the offers is made available for inspection at ANZ's registered office.
2. ANZ gives a disclosure document for the offers free of charge to a person who requests it during the period while the offers remain open (except to a person in a jurisdiction where it is not lawful or practicable to make the offer, in the reasonable opinion of ANZ's directors).
3. ANZ announces to the Australian Stock Exchange that a disclosure document for the offers may be viewed at its registered office or obtained free of charge upon request (except to a person in a jurisdiction where it is not lawful or practicable to make the offer, in the reasonable opinion of ANZ's directors).

Interpretation


In this instrument:

"Division 3 asset" has the same meaning as in subregulation 1.0.02(1) of the *Corporations Regulations 2001* (the "Regulations");

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- (a) Forms 5, 6, 7 or 8 in Schedule 2A to the Regulations or forms which are substantially similar to the Forms; or
- (b) a pre-printed notification form informing the holders of Division 3 assets of their individual entitlement to acquire a specified number of Division 3 assets pursuant to offers described in Schedule B.

Dated this 24th day of October 2003.

Signed by: 
.....
Allan Bulman, as a delegate of the
Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 (Cth) – Section 257D – Exemption**

Pursuant to subsection 257D(4) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") exempts the person named in Schedule A from compliance with section 257D of the Act in the case referred to in Schedule B if and for so long as the conditions specified in Schedule C are met.

Schedule A

Foster's Group Limited ABN 49 007 620 886 ("Foster's").

Schedule B

A share buy-back scheme to be made available to all holders of Shares on or around 25 November 2003 ("buy-back invitations") which:

- 1 is substantially in the terms contemplated by the draft document provided to ASIC on or around 5 November 2003; and
- 2 complies with the conditions in section 257B(2) of the Act, subject to subsection 257B(3), except:
 - (a) that Foster's does not comply with paragraph (a) of subsection 257B(2) of the Act but rather the Buy-Back Invitations relate only to Shares;
 - (b) that Foster's does not comply with paragraph (b) of subsection 257B(2) of the Act but rather invites all holders of Shares, to offer for sale to Foster's any number of their Shares in accordance with the terms and conditions of the Buy-Back Invitations except that Foster's does not need to make such invitations to any shareholder who only holds Restricted Employee Shares;
 - (c) that Foster's does not comply with paragraph (c) of subsection 257B(2) of the Act but rather all persons who hold Shares in Foster's have a reasonable opportunity to offer for sale any number of their Shares to Foster's in accordance with the terms and conditions of the Buy-Back Invitations (except in respect of Restricted Employee Shares which are subject to restrictions on sale and may not be offered for sale into the buy back);
 - (d) that Foster's does not comply with paragraph (d) of sub-section 257B(2) of the Act but rather the buy-back agreements are not entered into until the Tender Period has closed; and
 - (e) that Foster's does not comply with paragraph (c) of the subsection 257B(2) of the Act but rather the Buy-Back Invitations are to be made by Foster's to every person who holds Shares for those holders to Tender their Shares to Foster's for Foster's to buy back those Shares on the same terms subject to:

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- (i) each shareholder having the ability to nominate a maximum number of Shares which they wish to offer for sale to Foster's;
- (ii) if a shareholder has a Small Holding of Shares, that shareholder will only be permitted to lodge one tender either at a specified price within the tender range or as a Final Price Tender;
- (iii) if the shareholder holds both Shares and Restricted Employee Shares, Foster's only accepting offers in respect of the number of Shares that they hold that are not Restricted Employee Shares; and
- (iv) a Scale Back Mechanism operating in the manner described in conditions 2 and 3 of Schedule C to ensure that Foster's does not exceed the limit specified in condition 1 of Schedule C.

Schedule C

- 1 The number of Shares that Foster's buys back does not exceed approximately 190 million Shares (or such amount determined by Foster's including a lesser or higher amount but such amount must not exceed 10% of the smallest number, at any time during the 12 months before the commencement of the Tender Period, of votes attaching to voting shares of Foster's).
- 2 Foster's makes it a term of the Buy-Back Invitations that:
 - (a) if the Buy-Back Price is determined by Foster's to be the Lowest Tender Price; and
 - (b) at the close of the Tender Period, Foster's has received offers that in aggregate amount to more than the Buy-Back Amount, calculated using the Lowest Tender Price and including Final Price Tenders,
 then:
 - (c) Tenders of Shares made at the Buy-Back Price and as a Final Price Tender will be subject to a reduction by the same proportion (pro rata) being the proportion needed to ensure that:
 - (i) after taking into account the Small Holding Acquisition, no more than the Buy-Back Amount is bought back; and
 - (ii) the Small Holding Acquisition may be made; and
 - (d) the Small Holding Acquisition will be made.
- 3 Foster's makes it a term of the Buy-Back Invitations that:
 - (a) if the Buy-Back Price is determined by Foster's to be a price other than the Lowest Tender Price; and
 - (b) at the close of the Tender Period, Foster's has received offers that in aggregate amount to more than the Buy-Back Amount calculated using the Buy-Back Price,
 then:

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- (c) all Shares tendered at less than the Buy-Back Price will be bought back in full;
 - (d) all Shares tendered as Final Price Tenders will be bought back in full;
 - (e) Shares tendered at the Buy-Back Price (other than as Final Price Tenders) will be bought back but the number of Shares to be bought back will be subject to a reduction by the same proportion (pro rata) being the proportion needed to ensure that:
 - (i) after taking into account the Small Holding Acquisition, no more than the Buy-Back Amount is bought back; and
 - (ii) the Small Holding Acquisition may be made; and
 - (f) the Small Holding Acquisition will be made.
- 4 Disclosure is made by Foster's in any document sent to shareholders pursuant to subsection 257C(2) of the Act, to the effect that shareholders are entitled to vote (in accordance with the voting rights attached to their Shares) at any meeting that is held before the Tender Period ends (and the Tender Period shall not end before 19 December 2003).
- 5 For the purpose of conditions 2 and 3 of this Schedule, disregard, in determining whether the proportion by which the number of each offeror's Shares is reduced is the same, any difference in proportion arising from the rounding down of fractions for the purpose of ensuring that only whole numbers of Shares are bought back.

Interpretation

Buy-Back Amount means up to approximately 190 million Shares or such amount determined by Foster's (including a lesser or higher amount in accordance with the Buy-Back Invitations) but such amount must not exceed 10% of the smallest number, at any time during the 12 months before the commencement of the Tender Period, of votes attaching to voting shares of Foster's.

Buy-Back Invitations means the invitations by Foster's to its shareholders to offer to sell Shares to Foster's.

Buy-Back Price means the price at which Foster's will buy back Shares tendered in accordance with the Buy-Back Invitations.

FESOP means the Foster's Employee Share and Option Plan established pursuant to a resolution of members of Foster's on 23 October 1995 and by the FESOP Rules and the FESOP Trust Deed.

FESOP Rules means the Rules of the Foster's Employee Share and Option Plan and, unless the context otherwise requires, together with the FESOP Trust Deed.

FESOP Trust Deed means the Foster's Employee Share and Option Plan Trust Deed dated on or about 23 October 1995 between Foster's and FGL Employee Share Plan Pty Ltd.

FIESP 2001 No.1 means the Foster's 2001 International Employee Share Plan (No.1) established pursuant to a resolution of members of Foster's on 28 May 2001.

Final Price Tender means a Tender in which the shareholder elects to receive the Buy-Back Price determined under the Buy-Back Invitations.

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FLTIP means the Foster's Long Term Incentive Plan established pursuant to a resolution of members of Foster's on 26 October 1998 and by the FLTIP Trust Deed, as amended from time to time.

FLTIP Trust Deed means the Foster's Long Term Incentive Plan Trust Deed between Foster's and the Trustee dated 23 November 1998, as amended on 26 May 2003 and from time to time.

Lowest Tender Price means the lowest price in the price range specified by Foster's at which it will accept Tenders under the Buy-Back Invitations.

Plan means FESOP, FLTIP or FIESP 2001 No.1.

Restricted Employee Shares means Shares held pursuant to the Plans that the holder would not be entitled to sell under the terms of the Plans.

Scale Back Mechanism means the reduction of Shares bought back by Foster's in the manner described in conditions 2 and 3 of Schedule C to ensure that the limit specified in condition 1 of Schedule C is not exceeded and the Small Holding Acquisition may be made.

Shares means fully paid ordinary shares in the capital of Foster's (other than Restricted Employee Shares).

Small Holding means a parcel of 500 or less Shares.

Small Holding Acquisition means the acquisition by Foster's of all of the Small Holdings of those shareholders (with Small Holdings or otherwise) who Tender all of their Shares at prices that are any one or more of the following:

- (a) a Final Price Tender;
- (b) the Buy-Back Price; and
- (c) if they are also tendered at a price referred to in (a) and/or (b), at below the Buy-Back Price,

and would, but for this acquisition, have had a Small Holding created as a result of the Scale Back Mechanism.

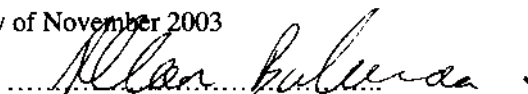
Tender means an offer made in accordance with the Buy-Back Invitations by a holder of Shares to sell to Foster's a specified number of Shares at a specified price by delivering to Foster's a tender form (which has not been withdrawn).

Tender Period means the time period beginning when the Buy-Back Invitations are open for tenders and ending when the Buy-Back Invitations are closed (ie. 9 am on 25 November 2003 to 5 pm on 19 December 2003 (Melbourne time)).

Trustee means LTIP Incentive Pty Ltd (A.C.N. 084 994 043).

Dated this 6th day of November 2003

Signed by:



Allan Bulman, as a delegate of the Australian Securities and Investments Commission

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

Under paragraph 655A(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission hereby declares that Chapter 6 of the Act applies to the persons described in Schedule A, in the case referred to in Schedule B, as if section 12 were modified or varied by:

1. inserting at the beginning of each of paragraphs 12(2)(b) and (c) the words: "subject to subsection 12(2A),"; and
2. after subsection 12(2) inserting a new subsection as follows:

"(2A) The second person is not an associate of the primary person merely because they have entered into a relevant agreement under which one of them has the right (whether the right is enforceable presently or in the future and whether or not on the fulfilment of a condition) to acquire securities from, or dispose of securities to, the other."

Schedule A

The Ten Group Pty Limited ACN 057 564 708 ("Ten")
Publishing and Broadcasting Limited ACN 009 071 167 ("PBL")

Schedule B

A written agreement ("Agreement") dated 24 December 2002 between Australia and New Zealand Banking Group Limited ACN 005 357 522 ("ANZ"), Ten and PBL (together "the Parties") by which ANZ has granted a right of first refusal over Securities in Television and Media Services Limited ACN 004 160 249 ("TMS") to Ten and PBL where:

1. the Parties do not have a common purpose of controlling or influencing:
 - (a) the composition of the TMS board; or
 - (b) the outcome of decisions about TMS financial or operating policies; and
2. the Agreement sets out all the terms of the agreement between all of the Parties concerning the first right of refusal and any subsequent acquisition and disposal pursuant to the right of first refusal.

Interpretation

Securities means

- (a) 100,000,000 fully paid ordinary shares in TMS issued to ANZ under a share subscription agreement dated 24 December 2002; and

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- (b) 50,000,000 options to subscribe for fully paid ordinary shares in TMS issued to ANZ under an option deed dated 24 December 2002 ("Options") and any shares issued to ANZ on exercise of the Options; and
- (c) any bonus shares or other securities issued in respect of any of the abovementioned securities (or in respect of any such additional securities) and any securities into which any such securities are reconstructed from time to time.

Dated this 3rd day of November 2003



Signed by Rachel Howitt
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 283GA(1)(a), 601QA(1)(a), 741(1)(a), 911A(2)(l), 992B(1)(a) and
1020F(1)(a) — Exemption

Disclosure relief

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") exempts:
 - (a) a person from Parts 6D.2, 6D.3 (except section 736) and 7.9 where the person:
 - (i) makes an eligible offer;
 - (ii) offers to arrange for the issue of financial products under an eligible offer;
 - (iii) issues a financial product under an eligible offer,

that does not involve a contribution plan, on the conditions set out in the Schedule and for so long as the conditions are met; and
 - (b) a person (other than a person covered by paragraph (a)) from Part 7.9 where the person makes a recommendation to acquire financial products under an eligible offer that does not involve a contribution plan, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in the Schedule have not been met.

Licensing and hawking relief

2. Under paragraph 911A(2)(l) ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of the exemption set out in paragraph 1 (other than because the person made a recommendation to acquire financial products) from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in those exemptions (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
3. Under paragraph 911A(2)(l) ASIC exempts:
 - (a) an issuer who is exempt from Part 6D.2 or Part 7.9 because of the exemption set out in paragraph 1; and
 - (b) any associate of the issuer,

from the requirement to hold an Australian financial services licence for the provision of the following financial services:

 - (c) the provision of a custodial or depositary service in connection with an eligible offer where:
 - (i) the service is not a custodial arrangement within the meaning of section 1012IA; and
 - (ii) the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
 - (d) dealing in a financial product in connection with an offer covered by the exemption where any acquisition by purchase or disposal of the product by the issuer or an associate occurs either:

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- (i) through a person who holds an Australian financial services licence authorising the holder to deal in those financial products or a dealers licence issued under the old Corporations Act authorising the holder to deal in securities; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in those financial products in the relevant place.
4. Under paragraphs 741(1)(a) and 992B(1)(a) ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of the exemption set out in paragraph 1 from sections 736, 992A and 992AA in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

Schedule

The following conditions apply:

1. the person making the offer must:
 - (a) include that offer in an offer document; and
 - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
2. the issuer must comply (or, in the case of an issuer which does not have a registered office in this jurisdiction, cause an associated body corporate which does so have a registered office to comply) with any undertaking required to be made in the offer document by reason of this instrument; and
3. the issuer must take reasonable steps to ensure that 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 with respect to shares, units of shares and options to acquire unissued shares, under an employee share scheme to be accepted or exercised; 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 eligible employees of the issuer;

but disregarding any offer made, or option acquired or share issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before 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; or
- (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or
- (g) an offer made under a disclosure document or Product Disclosure Statement,

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

Note: where a document must be provided in writing it may be provided by electronic means. See s5C of the Act and s25 of the *Acts Interpretation Act 1901*.

Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act;
2. an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
3. "approved foreign market" means Copenhagen Stock Exchange, provided that:
 - (a) unless otherwise expressly stated, if any such market involves more than one board, only the main board is an approved foreign market; and
 - (b) such a market is not to be taken not to be an approved foreign market at a particular time only because it was known by another name at that time.
4. "associated body corporate" of an issuer means:
 - (a) a body corporate that is a related body corporate of the issuer; or
 - (b) a body corporate that has voting power in the issuer of not less than 20%; or
 - (c) a body corporate in which the issuer has voting power of not less than 20%;
5. "Australian dollar equivalent" in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates;
6. "contribution plan" means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) 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 employee 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) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by the issuer in trust for the employee in an account of an Australian ADI which is established and kept by the issuer only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
 - (c) the employee may elect to discontinue their participation in the contribution plan at any time up to but not including the fifteen (15) days immediately preceding the termination date of a purchase period, and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee.
7. "current market price" means in relation to a share, the price published by the operator of the principal

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financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;

8. "eligible employee" means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme, a full or part-time employee or director of the issuer or of an associated body corporate of the issuer;
9. "eligible offer" means an offer:
 - (a) for the issue or sale of fully-paid shares in the issuer in the same class as shares which have been quoted on an approved foreign market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; and
 - (b) under the ISS Employee Share Programme.
10. "financial product advice" has the meaning given by section 766B;
11. "general advice" has the meaning given by section 766B;
12. "ISS Employee Share Programme" means an employee share scheme extended only to eligible employees of the issuer that is substantially in the form of the document entitled "ISS Employee Share Programme" provided to ASIC on 27 October 2003.
13. "issuer" means ISS A/S, a company incorporated in Denmark;
14. "offer" has a meaning affected by sections 700, 702 and 1010C;
15. "offer document" means a document setting out an offer under an employee share scheme that:
 - (a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
 - (b) if a summary (rather than a copy) of the rules of the scheme is given — includes an undertaking that during the period (the "offer period") during which an eligible employee may acquire the financial products offered or exercise options acquired under the scheme, the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and
 - (c) specifies in respect of the shares:
 - (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
 - (d) includes an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the

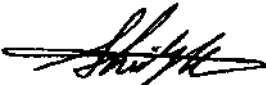
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Australian dollar equivalent of that price) of shares in the same class as those offered;
and

- (ii) where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the issuer or any associated body corporate of it for the purpose of acquiring financial products under the scheme.

- 16. "old Corporations Act" has the meaning given by subsection 1410(1);
- 17. "offer period" has the meaning given by the ISS Employee Share Programme; and
- 18. "unit" in relation to a share means a legal or equitable right or interest in the share.

Dated: 31 October 2003



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

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

0 3 / 0 9 6 1

Pursuant to paragraph 601QA(1)(a) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby:

- (a) exempts from paragraph 601FC(1)(d) of the Act, the persons referred to in Schedule A in respect of the schemes of which they are responsible entities as set out in Appendix A, where they are related bodies corporate and remain related bodies corporate, in the case mentioned in Schedule B on the conditions set out in Schedule C, for as long as such conditions are met; and
- (b) exempts from paragraph 601FC(1)(d) of the Act, the persons referred to in Schedule A in respect of the schemes of which they are responsible entities as set out in Appendix A, where they are related bodies corporate and remain related bodies corporate, in the circumstances, to the extent and on the conditions as set out in Class Order [CO 03/217] (the "Class Order"), as if the Class Order was modified as provided for in Schedule D.

Schedule A

BT Funds Management Limited (ABN 63 002 916 458);

Sagitta Wealth Management Limited (ABN 22 000 727 659);

Westpac Financial Services Limited (ABN 20 000 241 127); and

known collectively as "the Responsible Entities".

Schedule B

The specification and administration of Minimum Requirements and Regular Payment Plan Requirements by the persons listed in Schedule A in their capacity as responsible entity of the registered managed investment schemes as set out in Appendix A, on a basis that differs between members who hold interests of the same class and that is based on or determined by reference to whether any interests or groups of interests held by the members concerned were acquired before 27 October 2003.

Schedule C

1. The Responsible Entities concerned must notify each existing member of any amendments to their schemes' constitutions which are required in order to implement any different Minimum Requirements and/or Regular Payment Plan Requirements.
2. The Responsible Entities concerned must apply all Minimum Requirements and Regular Payment Plan Requirements to all members on an equal basis except that they may differentiate between members who hold interests of the same class based on whether any

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interests (or groups of interests) held by the members concerned were acquired before 27 October 2003.

3. The Responsible Entities concerned must ensure that any relevant disclosure documents or Product Disclosure Statements which the Act requires one or more of the Responsible Entities to give to a client disclose in a clear, concise and effective manner the Minimum Requirements and Regular Payment Plan Requirements which are to apply to investments subscribed for pursuant to those disclosure documents or Product Disclosure Statements.

Schedule D

1. In Schedule A of the Class Order, replace Schedule A of the Class Order with Schedule A of this instrument; and
2. In paragraph 1(e) of Schedule B of the Class Order, add the following words after the words "responsible entity":
"or another responsible entity listed in Schedule A".

Interpretation

In this instrument:

"Minimum Requirements" means requirements that members hold or maintain a minimum dollar level of investment or make applications for issue or redemption of no less than a specified minimum value.

"Regular Payment Plan Requirements" means the terms and conditions applicable to facilities under which the members can arrange to receive payments at regular intervals.

Dated: 23 October 2003.



Signed by Catherine L. Matterson,
As a delegate of the Australian Securities and Investment Commission

Appendix A

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Funds List
BT Investment Funds

RE	Old Name	New Name	ARSN
BTFM	BT Future Goals Fund	Same	ARSN 087 593 128
BTFM	BT Income Plus Fund	Same	ARSN 087 592 970
BTFM	Multi Manager Growth	Multi-manager Growth Fund	ARSN 098 405 308
BTFM	Multi Manager Balanced	Multi-manager Balanced Fund	ARSN 098 405 380
BTFM	Multi Manager Conservative	Multi-manager Conservative Fund	ARSN 098 405 479
BTFM	Multi Manager Diversified Shares	Multi-manager Diversified Share Fund	ARSN 102 760 896
BTFM	BT International Fund	Same	ARSN 087 594 625
BTFM	BT Pacific Basin Fund	BT Asian Share Fund	ARSN 087 595 131
BTFM	BT European Growth Fund	BT European Share Fund	ARSN 087 596 227
BTFM	BT Japanese Growth Fund	BT Japanese Share Fund	ARSN 091 206 272
BTFM	BT American Growth Fund	BT American Share Fund	ARSN 087 587 906
BTFM	BT TIME Fund	Same	ARSN 091 512 426
BTFM	BT Partner International Shares Growth 1	Same	ARSN 102 750 407
BTFM	BT Partner International Shares Value 1	Same	ARSN 102 750 158
BTFM	BT Australian Share Fund	Same	ARSN 087 595 739
BTFM	BT Partner Australian Shares Core 1	Same	ARSN 102 749 744
BTFM	BT Partner Australian Shares Growth 1	Same	ARSN 102 760 663
BTFM	BT Partner Australian Shares Value 1	Same	ARSN 102 748 185
BTFM	BT Properties Securities Fund	Same	ARSN 087 588 627
BTFM	BT Cash Management Trust	Same	ARSN 087 531 539
SWML	--	BT Active Balanced Fund	ARSN 106 553 977
SWML	--	BT Tax Effective Income Fund	ARSN 106 554 376
SWML	--	BT Diversified Share Fund	ARSN 106 554 803
SWML	Sagitta Rothschild Global Core Hedged Fund	BT Core Hedged Global Share Fund	ARSN 098 376 419
SWML	Sagitta Rothschild Smaller Companies Fund	BT Smaller Companies Fund	ARSN 089 133 666
SWML	Sagitta Rothschild Imputation Fund	BT imputation Fund	ARSN 089 839 912
SWML	Sagitta Rothschild Fixed Interest Fund	BT Fixed Interest Fund	ARSN 089 133 184
	Registered Name	Investment Option	ARSN

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WFS	BT External Australian Shares 1	BT Schroder Australian Share	ARSN 105 251 876
WFS	BT External Australian Shares 2	BT UBS Australian Share	ARSN 105 252 202
WFS	BT External Australian Shares 3	BT Investors Mutual Australian Share	ARSN 105 252 328
WFS	BT External International Shares 1	BT Credit Suisse International Share	ARSN 105 252 417
WFS	BT External International Shares 2	BT UBS International Share	ARSN 105 250 566
WFS	BT External International Shares 3	BT Platinum International	ARSN 105 250 726
WFS	BT External Diversified 1	BT Barclays Diversified Growth	ARSN 105 250 833
WFS	BT External Diversified 2	BT Schroder Balanced	ARSN 105 250 860
WFS	BT External Diversified 3	BT UBS Defensive Investment	ARSN 105 252 524
WFS	BT External Property 1	BT APN Property for Income	ARSN 105 252 891
WFS	BT External Specialist 1	BT Schroder Hybrid Securities	ARSN 105 252 677
WFS	BT External Specialist 2	BT UBS Diversified Fixed Income	ARSN 105 252 640

BT Classic Funds

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RE	Old Name	New Name	ARSN
BTFM	BT Balanced Returns Fund	Same	ARSN 087 593 057
BTFM	BT Split Income Fund	Same	ARSN 087 531 566
BTFM	BT Monthly Income Fund	Same	ARSN 087 591 884
BTFM	BT Split Growth Fund	Same	ARSN 087 531 575
BTFM	BT Australian Small Companies Fund	Same	ARSN 099 427 193
BTFM	BT Australasian Bond Fund	Same	ARSN 087 589 222
BTFM	BT Global Bond Fund	Same	ARSN 087 593 002
BTFM	BT Balanced Deeming Fund	Same	ARSN 087 591 124
SWML	Sagitta Rothschild Balanced Fund	BT Active Balanced Fund – NEF	ARSN 089 133 746
SWML	Sagitta Rothschild Tax Effective Income Fund	BT Tax Effective Income Fund – NEF	ARSN 089 134 136
SWML	Sagitta Rothschild Growth Fund	BT Diversified Share Fund – NEF	ARSN 089 133 853
SWML	Sagitta Rothschild Global Core Fund	BT Core Global Share Fund	ARSN 091 787 049
SWML	Sagitta Rothschild Global Core Fund (Nil Entry Fee)	BT Core Global Share Fund – NEF	ARSN 091 787 263
SWML	Sagitta Rothschild Global Value Fund	BT Value Global Share Fund	ARSN 093 620 967
SWML	Sagitta Rothschild Australian Share Fund	BT Core Australian Share Fund	ARSN 089 134 001
SWML	Sagitta Rothschild Australian Share Fund (Nil Entry Fee)	BT Core Australian Share Fund - NEF	ARSN 094 446 634
SWML	Sagitta Rothschild Smaller Companies Fund (Nil Entry Fee)	BT Smaller Companies – NEF	ARSN 094 444 827
SWML	Sagitta Rothschild Imputation Fund (Nil Entry Fee)	BT Imputation Fund – NEF	ARSN 094 446 689
SWML	Sagitta Rothschild Natural Resources Fund	BT Natural Resources Fund	ARSN 089 134 341
SWML	Sagitta Rothschild Property Investment Fund	BT Property Investment Fund	ARSN 089 847 487
SWML	Sagitta Rothschild Ethical Share Fund	BT Ethical Share Fund	ARSN 097 575 703
SWML	Sagitta Rothschild International Share Fund	BT Global Share Fund	ARSN 089 839 743
SWML	Sagitta Rothschild Cash Management Trust	BT Cash Investment Fund	ARSN 090 656 545

BT Investor Choice Funds

RE	Name	ARSN
WFS	Westpac Dynamic Growth Fund	ARSN 088 185 059

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WFS	Westpac Balanced Growth Fund	ARSN 088 162 118
WFS	Westpac Moderate Growth Fund	ARSN 088 185 442
WFS	Westpac International Share Fund	ARSN 088 187 599
WFS	Westpac Australian Property Securities Fund	ARSN 088 186 770
WFS	Westpac Australian Bond Fund	ARSN 088 185 826
WFS	Westpac All Australian Tax Effective Share Fund	ARSN 091 421 055
WFS	Westpac All Australian Growth Share Fund	ARSN 091 421 304
WFS	Westpac Dynamic Growth Fund – Nil Entry Fee	ARSN 100 435 096
WFS	Westpac Balanced Growth Fund – Nil Entry Fee	ARSN 100 438 337
WFS	Westpac Moderate Growth Fund – Nil Entry Fee	ARSN 100 434 848
WFS	Westpac International Share Fund – Nil Entry Fee	ARSN 100 438 177
WFS	Westpac Australian Property Securities Fund – Nil Entry Fee	ARSN 100 434 982
WFS	Westpac Australian Bond Fund – Nil Entry Fee	ARSN 100 435 229
WFS	Westpac Sustainability Fund - International Shares	ARSN 097 965 654
WFS	Westpac Sustainability Fund – Australian Shares	ARSN 097 963 329
WFS	Westpac Sustainability Fund - International Shares – Nil Entry Fee	ARSN 100 434 786
WFS	Westpac Sustainability Fund – Australian Shares – Nil Entry Fee	ARSN 100 438 275
WFS	Westpac Australian Tax Effective Share Fund	ARSN 088 187 348
WFS	Westpac Australian Growth Share Fund	ARSN 088 186 323
WFS	Westpac All Australian Tax Effective Share Fund – Nil Entry Fee	ARSN 100 438 220
WFS	Westpac All Australian Growth Share Fund – Nil Entry Fee	ARSN 100 438 195
WFS	Westpac Cash Management Trust	ARSN 088 187 928
WFS	Westpac Conservative Growth Fund	ARSN 088 184 016

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BT Wholesale Funds

RE	Old Name	New Name	ARSN
SWML	Sagitta Rothschild Balanced Wholesale Trust	BT Wholesale Active Balanced Fund	ARSN 088 251 496
SWML	Sagitta Rothschild Asset Allocation Trust	BT Wholesale Asset Allocation Fund	ARSN 089 613 507
SWML	Sagitta Rothschild Tax Effective Wholesale Trust	BT Wholesale Tax Effective Income Fund	ARSN 089 613 301
SWML	Sagitta Rothschild Global Core Wholesale Trust	BT Wholesale Core Global Share Fund	ARSN 089 938 492
SWML	Sagitta Rothschild Global Value Wholesale Trust	BT Wholesale Value Global Share Fund	ARSN 092 815 417
SWML	Sagitta Rothschild Global Growth Wholesale Trust	BT Wholesale Growth Global Share Fund	ARSN 095 515 754
SWML	Sagitta Rothschild Global Core Wholesale Hedged	BT Wholesale Core Hedged Global Share Fund	ARSN 098 376 151
SWML	Sagitta Rothschild Australian Share Wholesale Trust	BT Wholesale Core Australian Share Fund	ARSN 089 935 964
SWML	Sagitta Rothschild Imputation Wholesale Trust	BT Wholesale Imputation Fund	ARSN 089 614 693
SWML	Sagitta Rothschild Smaller Companies Wholesale Trust	BT Wholesale Smaller Companies Fund	ARSN 089 939 328
SWML	Sagitta Rothschild Property Wholesale Trust	BT Wholesale Property Investment Fund	ARSN 089 939 819
SWML	Sagitta Rothschild Ethical Share Wholesale Trust	BT Wholesale Ethical Share Fund	ARSN 096 328 219
SWML	Sagitta Rothschild Ethical Conservative Trust	BT Wholesale Ethical Conservative Fund	ARSN 090 651 924
SWML	Sagitta Rothschild Enhanced Credit Trust	BT Wholesale Enhanced Credit Fund	ARSN 089 937 815
SWML	Sagitta Rothschild Fixed Interest Wholesale Trust	BT Wholesale Fixed Interest Fund	ARSN 089 939 542
SWML	Sagitta Rothschild Global Fixed Interest Wholesale Trust	BT Wholesale Global Fixed Interest Fund	ARSN 099 567 558
SWML	Sagitta Rothschild Global Return Fund	BT Global Return Fund	ARSN 097 575 730
SWML	Sagitta Rothschild Geared Tax Effective Share Wholesale Trust	BT Wholesale Geared Tax Effective Share Fund	ARSN 102 970 089
BTFM	BT Wholesale Future Goals Fund	Same	ARSN 087 593 682
BTFM	BT Wholesale Balanced Returns Fund	Same	ARSN 087 593 011
BTFM	BT Conservative Outlook Fund	Same	ARSN 087 593 100
BTFM	BT Wholesale Split Growth Fund	Same	ARSN 087 394 198
BTFM	BT Wholesale International Share Fund	Same	ARSN 087 593 299
BTFM	BT Wholesale Asian Share Fund	Same	ARSN 087 593 468

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BTFM	BT Wholesale European Share Fund	Same	ARSN 087 594 429
BTFM	BT Wholesale TIME Fund	Same	ARSN 092 192 964
BTFM	BT Wholesale Japanese Share Fund	Same	ARSN 090 666 621
BTFM	BT Wholesale American Share Fund	Same	ARSN 087 594 509
BTFM	BT Wholesale Australian Share fund	Same	ARSN 087 593 191
BTFM	BT Wholesale Property Securities Fund	Same	ARSN 087 593 584
WFS	Westpac Investment Trust – Australian Sustainability Share Fund	BT Wholesale Australian Sustainability Share Fund	ARSN 097 965 547
WFS	Westpac Investment Trust – International Sustainability Share Fund	BT Wholesale International Sustainability Share Fund	ARSN 097 963 481

BT Private Investment Funds

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RE	Old Name	New Name	ARSN
BT	BT Asset Selection Fund	Same	ARSN 089 300 283
BT	BT Select Australian Share Fund	Same	ARSN 089 299 838
BT	BT International Share Fund	Same	ARSN 089 299 356
BT	TIME Fund	Same	ARSN 091 737 138
BT	BT Premium Cash Fund	Same	ARSN 089 299 730

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Australian Securities and Investments Commission**Corporations Act 2001 — Paragraphs 1442(2)(a) and 1442(2)(b) —
Exemption and Declaration**

1. Pursuant to paragraph 1442(2)(b) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission ("ASIC") declares that Part 10.2 of the Act applies to the person specified in Schedule A in the case set out in Schedule B as if subsection 1438(5)(a) of the Act were modified or varied by deleting the following words:

"(the *new date*), but only if:

- (i) that further notice is lodged with ASIC at least 28 days before the date specified in the first notice; and
 - (ii) the new date is at least 28 days after that further notice is lodged with ASIC".
2. Pursuant to paragraph 1442(2)(a) of the Act, ASIC exempts the person specified in Schedule A from subsection 1438(6) of the Act in the case specified in Schedule B.

Schedule A

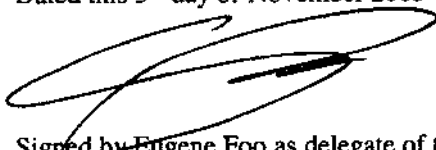
CPT Manager Limited ABN 37 054 494 307 ("CPT Manager") as responsible entity of Centro MCS 32-International No. 2 ARSN 104 932 096 ("Scheme").

Schedule B

Where CPT Manager:

- a) lodges a notice for the Scheme pursuant to paragraph 1438(5)(a) of the Act (as modified or varied by this instrument) by 7 November 2003; and
- b) annexes to such notice a letter addressed to ASIC setting out the circumstances of the lodgement of such notice and attaching a copy of this instrument.

Dated this 3rd day of November 2003



Signed by Eugene Foo as delegate of the
Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that 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.

AIRPORT MOTORWAY CUSTODIANS LIMITED

ACN 078 453 648 will change to a proprietary company limited by shares. The new name will be AIRPORT MOTORWAY CUSTODIANS PTY LIMITED ACN 078 453 648.

BOND STREET AUSTRALIA LIMITED ACN 006 880 217 will change to a proprietary company limited by shares. The new name will be BOND STREET AUSTRALIA PTY LIMITED ACN 006 880 217.

COOEE BIOSCIENCES LIMITED ACN 100 026 846 will change to a proprietary company limited by shares. The new name will be COOEE BIOSCIENCES PTY.LTD. ACN 100 026 846.

DCAM LIMITED ACN 002 540 427 will change to a proprietary company limited by shares. The new name will be DCAM PTY LIMITED ACN 002 540 427.

MCLERNON LIMITED ACN 085 979 264 will change to a proprietary company limited by shares. The new name will be MCLERNON PTY LIMITED ACN 085 979 264.

OZ E-BUSINESS CORPORATION PTY. LTD. ACN 101 759 460 will change to a public company limited by shares. The new name will be OZ E-BUSINESS CORPORATION LIMITED ACN 101 759 460.

PLA HOLDINGS LTD. ACN 000 941 944 will change to a proprietary company limited by shares. The new name will be PLA HOLDINGS PTY LIMITED ACN 000 941 944.

R.R.C. NOMINEES LIMITED ACN 007 771 735 will change to a proprietary company limited by shares. The new name will be RRC NOMINEES PTY LTD ACN 007 771 735.

AUSTRALIAN BIOGEN PTY LTD ACN 086 778 476 will change to a public company limited by shares. The new name will be AUSTRALIAN BIOGEN LIMITED ACN 086 778 476.

CITIBANK AUSTRALIA STAFF SUPERANNUATION LIMITED ACN 008 477 816 will change to a proprietary company limited by shares. The new name will be CITIBANK AUSTRALIA STAFF SUPERANNUATION PTY LIMITED ACN 008 477 816.

CREDIT CORP FINANCE LIMITED ACN 000 389 846 will change to a proprietary company limited by shares. The new name will be CREDIT CORP FINANCE PTY LIMITED ACN 000 389 846.

HIBERNIA GOLD PTY LTD ACN 103 295 521 will change to a public company limited by shares. The new name will be HIBERNIA GOLD LIMITED ACN 103 295 521.

OLIMS CONSOLIDATED LTD ACN 000 389 622 will change to a proprietary company limited by shares. The new name will be OLIMS CONSOLIDATED PTY LIMITED ACN 000 389 622.

PANVAX PTY LTD ACN 100 033 583 will change to a public company limited by shares. The new name will be PANVAX LIMITED ACN 100 033 583.

PORTFOLIO LEASING AUSTRALIA LIMITED ACN 008 547 304 will change to a proprietary company limited by shares. The new name will be PORTFOLIO LEASING AUSTRALIA PTY LIMITED ACN 008 547 304.

TRI ORIGIN AUSTRALIA N.L. ACN 062 002 475 will change to a public company limited by shares. The new name will be TRI ORIGIN MINERALS LTD ACN 062 002 475.

CORPORATIONS ACT 2001
SECTION 601AH(1)

Notice is hereby given that the registration of
the companies mentioned below will be reinstated.

Dated this sixth day of November 2003

Jeremy McNeice :
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
ABACA PTY. LIMITED	081 080 819
ABALA PTY. LIMITED	081 080 757
ALLAN'S BODY WORKS PTY LTD	001 301 373
ALVATRON PTY. LTD.	059 815 235
AMBRO PLUMBING SERVICES PTY LTD	085 231 465
ARTS FILM RIGHTS PTY. LTD	093 478 043
ASSOCIATED FREIGHT AUSTRALIA PTY. LTD.	086 113 635
AUTUMN BAY HOLDINGS PTY LTD	009 429 378
AVANTI CONSTRUCTIONS AUSTRALIA PTY LTD	084 424 402
AYS CONSTRUCTIONS PTY. LTD.	098 435 744
BETALEX LEARNING SOLUTION PTY LTD	084 271 965
BLUEWAY INVESTMENTS PTY LTD	097 319 858
BOMILHAM PTY LTD	002 799 466
BONDMARK INVESTMENTS PTY. LTD.	010 921 687
BRADCEIL PTY. LTD.	009 649 558
BRAMPTON HOMES PTY LTD	065 220 144
C.J 'S TRANSPORT PTY LTD	098 435 762
CAPACITY INTERNATIONAL PTY LTD	077 143 867
CENTRAL BLUE MOUNTAINS GOLF CLUB (LAWSON) LIMITED	002 585 784
CHARISMA (AUST) PTY. LIMITED	059 974 775
CLAING NOMINEES PTY. LTD.	050 144 851
COMMOTION PTY LTD	094 192 597
COMPIM PTY LTD	002 756 121
D. ALTSHUL & CO. PTY. LIMITED	004 546 534
D.I. INVESTMENTS PTY LTD	071 993 952
D & W CONSTRUCTIONS PTY LTD	080 900 974
DE BERNARDI CARPENTRY SERVICES PTY LTD	077 018 752
DMC (AUSTRALIA) PTY LIMITED	003 164 154
DOFINE PTY. LTD.	006 192 105

Name of Company	ACN
DOLWYN PTY LTD	089 119 040
E.B.S MARINE PTY LTD	082 868 175
E G C PTY. LTD.	054 599 450
EMERGENCY MANAGEMENT CONSULTANTS (AUSTRALASIA) PTY. LIMITED	053 648 294
EMIELANE PTY LTD	003 030 975
FNF INSTALLATIONS PTY LTD	070 271 091
G & H POOLE INVESTMENTS PTY LTD	074 495 551
GROVEWAY INVESTMENTS PTY LTD	092 156 164
IDODEB PTY LTD	002 706 774
J & F PHILLIPS DEVELOPMENTS PTY LTD	000 117 313
JEFFREY WILLETTS & ASSOCIATES PTY.	056 768 873
JEZABEEL PTY LTD	085 016 324
KALEE PTY LTD	001 204 986
LAPOND PTY LTD	055 607 157
LAZNER NOMINEES PTY. LTD.	006 057 058
LEMOAR NOMINEES PTY LTD	001 304 025
LENSON REAL ESTATE PTY LTD	002 713 573
LESVOS TRANSPORT PTY. LTD.	077 535 883
LIFFORD GROUP HOLDINGS PTY. LTD.	084 149 833
LITTLEWOOD NOMINEES PTY. LTD.	007 235 690
LJSD CONSULTING PTY. LTD.	087 168 974
M. & M. SALVARIS NOMINEES PROPRIETARY LIMITED	004 804 719
M. THOMPSON CONSTRUCTION PTY. LTD.	092 792 884
MACKAY RESIDENTIAL INVESTMENTS PTY LTD	060 521 413
MAGMIR DISTRIBUTION PTY LTD	087 384 049
MALDEVE PTY LTD	081 590 936
MARY PARADE BODY REPAIRS PTY LTD	075 415 771
MURRINDINDI MANAGEMENT PTY LTD	080 924 214
NAN FEI SERVICE PTY LTD	080 562 376
NDF EARTHMOVERS PTY. LTD.	083 811 901
NEWPAVE CIVIL PTY LIMITED	002 476 477
ONE COM COMMUNICATIONS PTY LTD	090 800 883
OPAL HICOMM PTY LTD	085 462 353
P. & H. DENIS INTERNATIONAL PTY. LIMITED	089 070 904
PARRIWORK PTY. LIMITED	078 614 409
PEGARAH PTY. LTD.	010 405 026
PETER JEHLE FLOORING PTY LTD	092 100 644
PIONEER PAVING INDUSTRIES PTY LTD	094 263 662
PRO POWER (AUSTRALIA) PTY. LIMITED	054 754 595
RAZDE PTY LTD	080 618 999

Name of Company	ACN
REMMACOLE PTY. LIMITED	078 115 170
RIANNA ENTERPRISES PTY LTD	077 900 148
RINFAIR PTY. LIMITED	052 027 460
RIOJA HOLDINGS PTY LTD	002 976 794
SAK SUPERANNUATION PTY LTD	098 766 904
SARTARY PTY LTD	088 214 984
SJ & H ROOFING PTY. LTD.	085 986 376
SNK ENGINEERING PTY LIMITED	093 377 658
STANMACK PTY. LTD.	007 226 182
STE PTY LTD	098 750 497
STEYNE PTY. LIMITED	006 108 443
STORGATO & SONS PTY LTD	002 195 735
STRAIGHT BUSINESS PTY LTD	084 650 902
SULTANA HOMES PTY. LTD.	006 470 873
SYDNEY DESIGN & DEVELOPMENTS PTY LTD	082 514 958
T.M.A. (FINANCE) PTY. LIMITED	003 895 243
T. WILLIS INVESTMENTS PTY. LTD.	007 930 734
T. WIMBERLEY PTY. LTD.	006 045 969
THAN QUANG FASHIONS PTY. LTD.	067 876 144
THE ANSWER PTY. LTD.	005 192 441
W.J. CARR PROPRIETARY LIMITED	004 078 639
WOODFIELD WINDOW FURNISHINGS PTY LTD	090 510 740
007 635 038 PTY. LTD.	007 635 038