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ASIC

Australian Securities &
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Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 196(1) – Declaration

Pursuant to subsection 196(1) of the Corporations Act 2001 (“Act”) the Australian Securities and Investments Commission (“Commission”) hereby declares that subsections 195(1) and (4) of the Act do not apply for the purposes of the meeting or meetings specified in Schedule A of the public company specified in Schedule B (“Company”) in relation to the matter specified in Schedule C.

SCHEDULE A

All meetings (including meetings of any committee) of the directors of the Company, insofar as they deal with the matter specified in Schedule C.

SCHEDULE B

Amnesty International Australia ACN 002 806 233

SCHEDULE C

The determination by the directors of the Company to authorise the issue and execution of Deeds of Indemnity and Access with directors of the Company under which the Company agrees to provide for:

- (a) a right of access to the books and records of the Company (on terms and conditions materially similar to those approved at the Company's 1999 Annual General Meeting) which relate to the period the director acted as a member of the Board for the purpose of legal proceedings;
- (b) an indemnity from the Company to the maximum extent permitted by law against all losses and liabilities incurred by the director as an officer of the Company; and
- (c) the Company to take out appropriate insurance in relation to liabilities of the director as a director or officer of the Company (to the extent permitted by law).

Dated this 9th day of October 2002.



Signed by Kathleen Cuneo

as a delegate of the Australian Securities and Investments Commission

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AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

SUBSECTION 340(2)

CORPORATIONS ACT 2001

ORDER

PURSUANT to subsection 340(2) of the Corporations Act 2001 ("the Law"), the Australian Securities and Investments Commission hereby makes an order exempting **Bar Association of Queensland** (A.C.N. 009 717 739) ("the Company") and the directors of the Company from compliance with paragraph 323D(2)(b) of the Law for the financial year commencing on 1 January 2003 insofar as that paragraph requires the financial year to be 12 months long, on condition that paragraph 323D(2)(b) is applied for the financial year commencing 1 January 2003 as if it referred to a period of 6 months.

Dated this 18th day of October 2002.



Scott Franklin
As Delegate of the
Australian Securities and Investments Commission

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**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001
PARAGRAPH 283GB(1)
APPROVAL**

PURSUANT to paragraph 283GB(1) of the Corporations Act 2001 ("the Act") ASIC HEREBY GRANTS APPROVAL to Professional Funds Management Pty Ltd ACN 064 139 877 ("the trustee") to act as trustee for the holders ("note holders") of convertible notes ("convertible notes") issued or proposed to be issued by Brandrill Limited ACN 061 845 529 ("the issuer") pursuant to the convertible note trust deed dated 7 October 2002 ("note trust deed") made between the trustee and the issuer and Haynes Knight GTO Pty Ltd ACN 009 101 286 ("the guarantor"), as the guarantor of the trustee's obligations under the note trust deed.

This approval is granted on condition that the trustee complies with the following conditions.

- 1 The trustee must notify ASIC where it or any of the trustee's employees or agents who are to exercise powers or perform functions under the note trust deed on behalf of the trustee or any of its directors or secretaries or executive officers have (whether before or after the granting of this approval):
 - (i) been found by a court to have committed an offence that may be punishable (in the case of a natural person) by a fine of more than \$1000 or any term of imprisonment (other than an offence the subject of a spent conviction as defined in the Crimes Act 1914); or
 - (ii) to the knowledge of the trustee engaged in serious misconduct that may reasonably be seen as giving rise to doubts as to their good character and honesty; or
 - (iii) been disqualified from acting as a director of a company or been disqualified, banned or suspended for more than six months from holding a licence under the Act or membership of any professional association.

This condition does not apply in relation to matters the trustee has previously disclosed to ASIC in its application for approval as a trustee, or for the purposes of a condition of approval under subsection 283AC(1)(f) of the Act. The notification to ASIC must set out the details of the offence, misconduct or disqualification.

- 2 The trustee must notify ASIC of any change resulting in the trustee being required to perform functions not normally required of a trustee in relation to a note trust deed and convertible notes of this kind. The trustee must include details of the change and the new functions.
- 3 The trustee must notify ASIC of all changes to the engagement of any of its officers (including changes in the workplace of staff, their function and staff terminations) that may materially adversely affect the trustee's ability to exercise its powers or to perform its functions under the note trust deed ("functions"). In particular the trustee must notify ASIC of any reduction in

its staff levels in the location of the principal place of business of the issuer that may materially adversely affect its capacity to perform its functions.

- 4 The trustee must notify ASIC if it appears likely that its net asset position (based on assets and liabilities as would be reported in general purpose financial reports) has fallen more than 5% from that most recently reported to ASIC in connection with its approval as trustee or for the purposes of a condition of approval under subsection 283AC(1)(f) of the Act.
- 5 The trustee must notify ASIC if it becomes aware of a contingent liability that:
 - (i) would be required to be disclosed in the trustee's statutory accounts prepared as general purpose financial accounts if it was a company; and
 - (ii) if it was an actual liability would require the trustee to notify ASIC under condition 4 of this approval.
- 6 The trustee must notify ASIC where the trustee has reason to believe that the trustee is not a going concern.
- 7 The trustee must notify ASIC of any breach of the deed, the Act as it applies in relation to the note trust deed, or any of these conditions that:
 - (i) may reasonably be considered materially prejudicial to any note holders under the note trust deed; or
 - (ii) otherwise, continues for 30 days from the date of the breach.

The trustee must provide details of the breach and action it has taken or proposes to take to remedy the breach.

- 8 The trustee must notify ASIC if it has reason to suspect that any of the following circumstances apply, or apply to a greater extent, except as previously disclosed to ASIC and must make reasonable enquiries from time to time to ascertain if these circumstances have occurred:
 - (i) subject to subsection 283AD of the Act, if any of the matters set out in subsection 283AD(2) of the Act occur whether by leave of the Court or not;
 - (ii) the trustee or any of its officers is an officer or employee of the issuer or any holding company of the issuer;
 - (iii) any holding company of the trustee or any officer of the trustee beneficially holds any shares in the issuer or any holding company of the issuer;
 - (iv) the issuer, any holding company of the issuer or any agent or employee of the issuer who performs functions of the issuer or any director, executive officer or secretary of the issuer beneficially holds any voting shares of the trustee or any holding company of the trustee;

- (v) any officer of the trustee beneficially owes money to, or is beneficially owed money by, the issuer or any holding company of the issuer except moneys owed under a banking facility extended in the normal course of banking business; or
 - (vi) there is any commercial or other relationship, other than as set out in paragraphs (i) to (v) above, between the trustee, any body corporate related to the trustee, or any officer of the trustee on the one part and the issuer, any body corporate related to the issuer, or any agent or employee of the issuer who performs functions of the issuer or any director, executive officer or secretary of the issuer on the other part that is likely to cause a conflict between the duties of the trustee and the other duties or interests of the trustee or any of its officers.
- 9 The trustee must maintain management systems and internal controls that give reasonable assurance that the trustee will perform its functions as trustee under the note trust deed, the conditions of this approval and the Act ("compliance system").
 - 10 The trustee must ensure an executive director signs a report after the end of each of its financial years reporting on the adequacy of the trustee's compliance system and including any information ASIC directs from time to time ("compliance report"). The report must be tabled at a meeting of the trustee's board of directors within two months after the end of each financial year and a resolution must be passed as to whether the directors consider the compliance system is adequate.
 - 11 The trustee must ensure that its auditor states substantially in such form as ASIC requires whether there is any matter or thing that has come to the auditor's attention to cause the auditor to disagree with the information contained in the compliance report or the resolution passed by the board of directors. The auditor is not required to do any testing or seek any information to assist in determining if there is reason to disagree apart from that required on a statutory audit of a company other than to read the compliance report and relevant ASIC policy on approval of trustees. The trustee must lodge with ASIC the auditor's statement on the compliance report within four months of the end of its financial year together with a copy of the compliance report.
 - 12 The trustee must lodge a copy of the resolution of the board referred to in condition 10 above certified as true by the secretary if the resolution is other than that the compliance system is adequate or if ASIC so requests.
 - 13 The trustee must lodge a copy of its accounts prepared as general purpose financial accounts and complying with the Act, together with a report by a registered company auditor as would be required if it was a public company by Division 3 of Part 2M.3 of the Act and within the period in which it would be required to lodge the copy of the accounts if it was a public company.
 - 14 The trustee must maintain professional indemnity insurance satisfactory to ASIC in all respects, including that the sum insured for any one claim is not

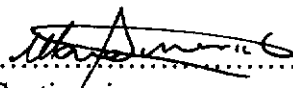
less than the value (including any interest payable) of the convertible notes on issue from time to time.

- 15 The trustee must notify ASIC of any material amendment to the terms of its professional indemnity insurance and of any claims made. A material amendment includes an amendment which reduces the level of the trustee's insurance cover.
- 16 The trustee must notify ASIC of any change in its corporate status.
- 17 The trustee must notify ASIC of any material amendment to the terms of any agreement with any person that the trustee has advised ASIC it relies upon to demonstrate it has the resources required for this approval by ASIC. An amendment will be taken to be material if it reduces the ability of the trustee to access that resource from a source other than the issuer throughout the duration of the deed.
- 18 The trustee must maintain a drawdown facility (which term includes a bank guarantee, performance bond or line of credit) ("facility") for \$250,000 satisfactory to ASIC in all respects.
- 19 The trustee must notify ASIC of the following:
 - (i) Any drawing on the facility.
 - (ii) Any material amendment to the terms of the facility. A material amendment includes an amendment which reduces the amount able to be drawn on the facility by the trustee.
 - (iii) The trustee not maintaining the facility for any reason.
20. The trustee must ensure that the guarantee continues to meet the following requirements:
 - (i) the guarantee is an enforceable and unqualified guarantee to the note holders of the performance by the trustee of its duties as trustee or representative for the purposes of the note trust deed;
 - (ii) except as disclosed to ASIC, there is no principle of Act or circumstance that may arise (other than by the normal operation of Act in the event of insolvency of the guarantor) that may adversely affect a note holder's right to recover from the guarantor any losses the holder may suffer caused by a failure of the trustee to perform its obligations as trustee or representative that would be recoverable from the trustee if the trustee was solvent; and
 - (iii) the guarantee is irrevocable and remains operative in any circumstance including the trustee ceasing to be trustee or representative or its approval being revoked.
- 21 The trustee must ensure that the guarantor will comply with conditions 4 to 8 inclusive, as if the references to the trustee therein are references to the guarantor.

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- 22 The trustee must make all notifications required by these conditions promptly and in writing and in any event within seven days of the occurrence of the event or circumstance giving rise to the obligation to notify. All notifications and lodgements must be addressed to the signatory of this approval or such other person as nominated in writing by ASIC from time to time.
- 23 The trustee must ensure that every copy of the note trust deed that is given to note holders or any other person by the issuer is accompanied by a copy of the guarantee deed given by the guarantor in respect of the trustee's obligations under the note trust deed dated 7 October 2002 and otherwise under the Act.

Dated this 21st day of October 2002.

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

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

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

Schedule A

Willhart Limited ACN 009 268 571 ("Issuer").

Schedule B

The Issuer making offers to issue securities in the Issuer pursuant to a prospectus dated 30 July 2002 in circumstances where, within 3 months after the date of the prospectus:

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

Dated this 22nd day of October 2002.

Signed: 

Milija Cvetinovic as delegate of the
Australian Securities and Investments Commission



ASIC 02/1137_
Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Corporations Act 2001 - Section 340 - ORDER

Pursuant to subsection 340(1) of the Corporations Act 2001 ("the Act") the **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION** hereby **MAKES AN ORDER** relieving the company specified in Schedule 1 to this Order and its directors and auditor, from compliance with paragraph 323D(2)(b) of the Act for the purpose of changing its financial year beginning on 1 July 2002 ("the Relevant Financial Year") and from having to have its financial statements for the financial years ending 30 June 2002 and 31 December 2002 audited, subject to the conditions set out in Schedule 2 to this Order.

SCHEDULE 1

BluePrint Automation Pty Ltd, ACN 095 396 955

SCHEDULE 2

- (a) The Relevant Financial Year shall be the 12 month period ending on 31 December.
- (b) The Notes to the financial report for the Relevant Financial Year shall include a statement as to the relief provided by this Order.

Dated 24 October 2002

.....*Victor Starr*.....

Signed by **Victor Starr**

as a **Delegate** of the Australian Securities and Investments Commission

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

- 1 Under paragraphs 283GA(1)(a) and 741(1)(a) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts each person in the class of persons referred to in Schedule A from Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 of the Act in the case referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.
- 2 For the avoidance of doubt, under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the Act ASIC hereby exempts each person referred to in Schedule E:
- (a) from Chapter 5C and Part 7.9 of the Act; and
 - (b) from the requirement to hold an Australian financial services licence for the provision of financial services by the person,

in relation to interests in a managed investment scheme referred to in Schedule E in the case referred to in Schedule F on the conditions set out in Schedule D and for so long as those conditions are met.

- 4 For the avoidance of doubt, under paragraph 911A(2)(l) and 1020F(1)(a) of the Act, ASIC hereby exempts a person (other than a person in the class of persons mentioned in Schedule E) from:
- (a) Part 7.9 of the Act in relation to a recommendation that a retail client acquire, and an offer to arrange the issue of an interest in; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by the person in relation to interests in,

a managed investment scheme referred to in Schedule E which appears to meet the conditions and requirements in Schedules D and F, except where the person is aware, or ought reasonably to be aware, that those conditions and requirements have not been met.

SCHEDULE A — PERSONS EXEMPTED

Westpac Banking Corporation ABN 33 007 457 141 ("the issuer") and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

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

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through a trust and which is exempted by Class Order [CO 00/223] dated 11 March 2000 and where the conditions of that Class Order are met;

which is made pursuant to an employee share scheme which involves a contribution plan, and which meets the further requirements set out in Schedule C, but does not apply to:

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

SCHEDULE C — FURTHER REQUIREMENTS

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

- 1 The shares the subject of the offer or option are of a body (the issuer) securities of which have been quoted on:
 - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 36 month period, immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of:
 - (i) the rules of the employee share scheme pursuant to which the offer is made; and
 - (ii) the terms and conditions of the contribution plan;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules, terms and conditions referred to in paragraph (a), the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula:

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- (A) an explanation of the formula;
 - (B) an indicative example of the calculation of the acquisition price based on closing market price or prices as near as practicable to the date of the issue of the offer document; and
 - (C) a statement to the effect that the example referred to in paragraph (c)(iii)(B) is illustrative only and the acquisition price may be different to the price calculated in the example;
- (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) the offer document must also state:
- (i) the Australian ADI where contributions are held;
 - (ii) the length of time they may be held; and
 - (iii) the rate of interest payable (if any) on the contributions held in the account.

- 4 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;
- but disregarding any offer made, or option acquired or share issued by way of or as a result of:
- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
 - (e) an offer that did not need disclosure to investors because of section 708 of the Act;

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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.

SCHEDULE D — CONDITIONS

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

SCHEDULE E — FURTHER PERSONS EXEMPTED

Any person who:

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

SCHEDULE F — FURTHER CASES EXEMPTED

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

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the offeree on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - (b) any contributions made by an offeree as part of the contribution plan must be held by the issuer in trust for the offeree in an account of an Australian ADI which is established and kept by the issuer solely for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme;
 - (c) the offeree may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with

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the Australian ADI in relation to that offeree, including any accumulated interest, must be repaid to that offeree.

- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%,
(applying the definition of "voting power" contained in section 610 of the Act).
- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An offer under a scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
 - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
 - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
 - (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

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Note: In this instrument, "this jurisdiction" means Australia, ss 5 and 9 (definition of "this jurisdiction").

Dated the 25th day of October 2002



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 — Subsection 741(1) — Exemption**

Pursuant to subsection 741(1) of the Corporations Act 2001 (the Act) the Australian Securities and Investments Commission (ASIC) hereby exempts each person in the class of persons referred to in Schedule A from Parts 6D.2 and 6D.3 of the Act in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A — PERSONS EXEMPTED

Westpac Banking Corporation ABN 33 007 457 141

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of units of fully paid shares where:
 - (i) the shares to which the units of shares relate are in the same class as shares which at the time of the offer are quoted on the “financial market operated by Australian Stock Exchange Limited or an approved foreign market” and trading in which is not suspended (quoted shares); and
 - (ii) the units of shares will be sold or issued to, and the shares to which the units relate will be held on trust for and on behalf of, the person who makes application for or purchases the units (plan participant) in accordance with a deed of trust governing the issue and purchase of those shares (the deed);
- (b) an offer for issue or sale of fully paid shares in the same class as quoted shares made contemporaneously with and as a consequence of an offer of the kind referred to in paragraph (a);
- (c) an issue or sale of options or units of shares as a consequence of an offer of the kind referred to in paragraph (a); and
- (d) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraph (b);

which is made pursuant to an employee share scheme that involves such offer, issue or sale being made through a trust, and which meets the further requirements set out in Schedule C, but does not apply to:

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

SCHEDULE C — FURTHER REQUIREMENTS

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

- 1. The shares must be of a body (the issuer) securities of which have been quoted on:
 - (a) the “financial market of Australian Stock Exchange Limited” throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 36 month period immediately preceding the offer, without suspension during that period exceeding in total 5 trading days.

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2. The offer must be made pursuant to an employee share scheme extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
3. The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy or a summary of the rules of the employee share scheme pursuant to which the offer is made and a copy or a summary of the deed;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme or of the deed, the offer document must include an undertaking that during the period or periods during which the offeree may acquire units of shares to which the offer relates (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme and a copy of the deed;
 - (c) the offer document must specify:
 - (i) the acquisition price in Australian dollars of the units of shares to which the offer relates;
 - (ii) where the acquisition price of the units of shares to which the offer relates is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula:
 - (A) an explanation of the formula;
 - (B) an indicative example of the calculation of the acquisition price based on closing market price or prices as near as practicable to the date of the issue of the offer document; and
 - (C) a statement to the effect that the example referred to in paragraph (c)(iii)(B) is illustrative only and the acquisition price may be different to the price calculated in the example;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares to which the units of shares relate; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and

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- (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the units of shares to which the offer relates, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.
4. In the case of an offer with respect to unissued shares or units of unissued shares, the number of shares the subject of the offer when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares or units of shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
 - (b) the number of shares in the same class issued during the previous five years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, but disregarding any offer made, or option acquired or share issued by way of or as a result of:
 - (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
 - (e) an offer that did not need disclosure to investors because of section 708 of the Act

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

5. The deed contains covenants binding the trustee or representative and their agents, if any, to the effect that:
- (a) A plan participant possesses substantially the same rights in respect of the shares to which the units of shares relate (in this paragraph referred to as "the shares") as if they were the legal owner of the shares, including (but not limited to) the right to:
 - (i) direct the trustee or representative how the voting rights attaching to the shares shall be exercised, except where the voting is to be conducted by voices or show of hands in which case the trustee or representative is precluded from voting; and
 - (ii) receive the income deriving from the shares, including (but not limited to) dividends declared by the issuer in respect of those shares;
 - (b) The trustee or representative shall cause proper books of account to be maintained in respect of the activities of the trust to which the deed relates (the books of account) and cause the books of account to be audited annually and made available for inspection by the plan participants at an office of the trustee or a place of business of the issuer during normal business hours or such other time as is agreed with a plan participant or plan participants;
 - (c) The trustee or representative must ensure that each share to which a unit held by a plan participant relates is identified in the books of account as being held on account of that plan participant;

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- (d) Except as expressly provided by the deed, a plan participant must have the capacity to authorise the trustee or representative to sell at or above the current market price the shares to which he or she is entitled under the deed; and
- (e) The trustee or representative must not levy any fees or charges for operating and administering the trust, either payable directly by the plan participants or out of the assets of the trust.

SCHEDULE D — CONDITIONS

1. The person making the offer (the offeror) must cause a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document to be provided to ASIC not later than seven days after the provision of that material to the offeree.
2. The trustee or representative must cause a copy of the deed to be provided to ASIC at the same time as a copy of the offer document is provided to ASIC in accordance with this instrument.
3. The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) complies with any undertaking required to be made in the offer document by reason of this instrument.

Interpretation

For the purposes of this instrument:

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

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- (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
- (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
- (b) NASDAQ National Market.

7. The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Note: In this instrument, "this jurisdiction" means Australia: Act, ss 5 and 9 (definition of "this jurisdiction").

Dated the 25th day of October 2002



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

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

Pursuant to subsection 741(1) of the Corporations Act 2001 (the Act) the Australian Securities and Investments Commission (ASIC) hereby exempts each person in the class of persons mentioned in Schedule A from Parts 6D.2 and 6D.3 of the Act in the cases referred to in Schedule B on the conditions set out in Schedule D and for so long as those conditions are met.

SCHEDULE A — PERSONS EXEMPTED

Westpac Banking Corporation (the "issuer") ABN 33 007 457 141 and any person who makes an offer of securities for issue or sale of the kind referred to in Schedule B for or on behalf of the issuer.

SCHEDULE B — CASES EXEMPTED

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

- (a) an offer for issue or sale of fully paid shares being shares in the same class as shares which at the time of the offer are quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market and trading in which is not suspended (quoted shares); and
- (b) an offer for issue or sale of options over fully paid shares in the same class as quoted shares where the option is offered for no more than nominal consideration; and
- (c) an issue or sale of fully paid shares in the same class as shares which at the time of issue or sale are quoted shares as a consequence of an offer of the kind referred to in paragraphs (a) or (b);

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

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

SCHEDULE C — FURTHER REQUIREMENTS

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

- 1 The shares the subject of the offer or option must be of a body (the issuer) securities of which have been quoted on:
 - (a) the financial market operated by Australian Stock Exchange Limited throughout the 12 month period immediately preceding the offer without suspension during that period exceeding in total 2 trading days; or
 - (b) an approved foreign market throughout the 36 month period immediately preceding the offer without suspension during that period exceeding in total 5 trading days.
- 2 The offer must be made pursuant to an employee share scheme extended only to persons (offerees) who at the time of the offer are full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer.
- 3 The employee share scheme must not involve:
 - (a) a contribution plan; or

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(b) any offer, issue or sale being made through a trust.

4 The offer must be in writing (the offer document) and:

- (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee share scheme pursuant to which the offer is made;
- (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of the rules of the employee share scheme;
- (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars of the shares;
 - (ii) where the acquisition price of the shares is denominated in a foreign currency, the Australian dollar equivalent of the acquisition price as at the time of the offer; or
 - (iii) where the acquisition price of the shares is determinable at some future time by reference to a formula:
 - (A) an explanation of the formula;
 - (B) an indicative example of the calculation of the acquisition price based on closing market price or prices as near as practicable to the date of the issue of the offer document; and
 - (C) a statement to the effect that the example referred to in paragraph (c)(iii)(B) is illustrative only and the acquisition price may be different to the price calculated in the example;
- (d) the offer document must include 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 offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.

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- 5 In the case of an offer of shares or options for issue, the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
- (a) the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares, being an offer made or option acquired pursuant to an employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer, to be accepted or exercised (as the case may be); and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to employees or directors of the issuer and of associated bodies corporate of the issuer;

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

- (c) an offer to a person situated at the time of receipt of the offer outside Australia; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as it stood prior to the commencement of Schedule 1 to the Corporate Law Economic Reform Program Act 1999; or
- (e) an offer that did not need disclosure to investors because of section 708 of the Act;

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

SCHEDULE D — CONDITIONS

- 1 The person making the offer (the offeror) must provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the offeree such as the identity or entitlement of the offeree) and of each accompanying document not later than 7 days after the provision of that material to the offeree.
- 2 The offeror must ensure that the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, an associated body corporate of the issuer which does so have a registered office), complies with any undertaking required to be made in the offer document by reason of this instrument.

Interpretation

For the purposes of this instrument:

- 1 A contribution plan is a plan under which a participating offeree may save money by regular deductions from wages or salary towards paying for shares offered for issue or sale under an employee share scheme.
- 2 A body corporate is an associated body corporate of an issuer if:
 - (a) the body corporate is a related body corporate of the issuer; or
 - (b) the body corporate has voting power in the issuer of not less than 20%; or
 - (c) the issuer has voting power in the body corporate of not less than 20%;(applying the definition of "voting power" contained in section 610 of the Act).

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- 3 The Australian dollar equivalent of a price shall be calculated by reference to the relevant exchange rate published by an Australian bank on the previous business day.
- 4 An employee share scheme shall not be regarded as extended to a person other than an employee or director of the issuer or an associated body corporate of the issuer merely because such an employee or director may renounce an offer of shares made to them under the scheme in favour of their nominee.
- 5 An option shall be taken to have been offered or granted for nominal consideration if and only if the monetary consideration payable upon the issue of the option is not more than the lesser of:
 - (a) 1 cent per option; or
 - (b) 1% of the exercise price in respect of the option.
- 6 Securities shall be taken to be quoted on an approved foreign market if and only if quoted on:
 - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronext Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
 - (i) unless otherwise expressly stated, if any such market involves more than one board on which securities are quoted, securities shall only be taken to be quoted on that market if quoted on the main board of that market; and
 - (ii) where any such market was known by another name during a past period of time, securities shall not be taken not to have been quoted on the market during that period merely because the market was then known by that other name; or
 - (b) NASDAQ National Market.
- 7 The current market price of a share shall be taken as the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market.

Note: In this instrument, "this jurisdiction" means Australia: Act, ss 5 and 9 (definition of "this jurisdiction").

Dated the 25th day of October 2002



Signed by Rachel Howitt

as delegate of the Australian Securities and Investments Commission

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**Australian Securities & Investments Commission
Corporations Act 2001 Section 1190**

Order Revoking Licence

TO: Andrew Peter Tasker ("the Licensee")
PO Box 4216 MOSMAN PARK WA 6012

Whereas:

1. Licence Number 192428 ("the Licence") was issued to the Licensee on 19 November 1999 pursuant to section 1144A of the Corporations Act 2001 Law
2. The Licensee asked the Australian Securities & Investment Commission to revoke the Licence by letter dated 11 September 2002.

Pursuant to section 1189A of the Corporations Act 2001 the Australian Securities and Investments Commission hereby revokes the Licence with effect from the date upon which this order is served on the Licensee.

Dated this 25TH day of OCTOBER 2002

Signed 

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

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if:

1. the text of paragraph 723(3)(b) of the Act was omitted and the following substituted:

"the securities are not admitted to quotation within 3 months after the later of:

- (i) the date of the disclosure document; and
- (ii) the date of a supplementary disclosure document which relates to the matters referred to in subparagraph 724(1)(b);"

2. subparagraph 724(1)(a) of the Act was modified or varied by omitting the words "and that condition is not satisfied within 4 months after the date of the disclosure document" and substituting the words:

"and that condition is not satisfied within 4 months after the later of:

- (iii) the date of the disclosure document; or
- (iv) the date of a supplementary disclosure document which relates to the matters referred to in subparagraph 724(1)(b) and which explains the effect of this paragraph"; and

3. the text of subparagraph 724(1)(b)(ii) of the Act was omitted and the following substituted:

"the securities are not admitted to quotation within 3 months after the later of :

- (A) the date of the disclosure document; and
- (B) the date of a supplementary disclosure document which relates to the matters referred to in subparagraph 724(1)(b)".

SCHEDULE A


State Development Fund Limited ACN 093 639 064 ("Issuer") and any person acting on its behalf.

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SCHEDULE B

An offer or issue of securities of the Issuer under a disclosure document lodged with ASIC on 1 August 2002.

Dated this 25th day of October 2002

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



ASIC 02/1143

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**IN THE MATTER OF BRUCE ALAN CHANDLER
AND PART 7.3 OF THE CORPORATIONS ACT**

**To: Bruce Alan Chandler
Peel Road
WALPOLE WA 6398**

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

TAKE NOTICE that the Australian Securities and Investments Commission **HEREBY PROHIBITS BRUCE ALAN CHANDLER** for a period of two (2) years from the date of service of this Banning Order pursuant to section 829 of the Corporations Act from doing an act as a representative of a dealer or an investment adviser.

Dated this 18th day of October 2002.

Signed: 

GAUDI BARTOLOMEO

Delegate of the
Australian Securities and Investments Commission.

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

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**Australian Securities And Investments Commission
Corporations Act 2001 - Subsections 655A(1) and 673(1) - Declarations**

Pursuant to subsection 655A(1) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the person named in Schedule A in the case referred to in Schedule B as if section 609 were modified or varied by inserting the following subsection immediately after subsection 609(10) :

"609(11) A person does not have a relevant interest in securities or voting power in a body corporate merely because of an escrow agreement relating to those securities of that body corporate."

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

"671B(8) For the purposes of this section and of the definition of "substantial holding" in section 9, disregard any relevant interest in securities which is disregarded for the purposes of Chapter 6 because of subsection 609(11)."

Schedule A

DCA Group Limited ACN 002 808 746 ("DCA").

Schedule B

An increase in voting power or acquisition of a relevant interest in up to 106,143,419 voting shares in DCA ("DCA Shares") arising as a result of the entry into Restriction Deeds ("Deed"), on terms substantially in the form of the draft provided to ASIC on 1 October 2002 and as disclosed in a prospectus lodged with ASIC on 26 September 2002, between DCA and each shareholder ("Shareholder") in:

- (a) Southernnex Imaging Group Limited ACN 093 088 236;
- (b) Regional Imaging Limited ACN 095 630 792;
- (c) Jones Holding Co Limited ACN 096 196 655;
- (d) Gold Coast Medical Imaging Pty Limited ACN 069 098 988; and
- (e) PerthRadClinic Limited ACN 099 943 594,

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(collectively the "Companies"), who is issued DCA Shares as consideration under offers made by DCA dated on or about 27 September 2002 to acquire all the issued shares in the Companies, in which clauses 2 and 3 of each Deed imposes escrow restrictions on the Shareholder, that are enforceable by DCA, for a period until 30 September 2004.

Dated this 24th day of October 2002.



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

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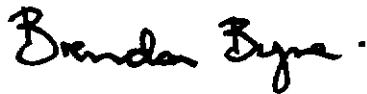
**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 765A(2) – Declaration**

Under subsection 765A(2) of the *Corporations Act 2001* the Australian Securities and Investments Commission hereby declares that an overseas student health insurance contract issued before 31 March 2003 is not a financial product for the purposes of Chapter 7 of that Act.

Interpretation

In this instrument, “overseas student health insurance contract” has the same meaning as in regulation 48 of the *National Health Insurance Regulations 1954*.

Dated this 31st day of October 2002



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

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AUSTRALIAN SECURITIES AND INVESTMENT COMMISSION

Corporations Act 2001 - Subsection 340(1) Order

Pursuant to subsection 340(1) of the Corporations Act 2001 (“the Act”) the **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION** hereby **MAKES AN ORDER** relieving the companies referred to in Schedule A from subsections 319(3) of the Act in so far as this subsection requires the financial reports for the year ended 30 June 2002 to be lodged within four months after the end of the financial year, **ON CONDITION THAT** the report is lodged by the date referred to in Schedule B.

The reference to “4 months” in section 319(3) for the year ended 30 June 2002 is replaced with “ 30 November 2002”.

SCHEDULE A

Simeon Wines Limited	A.C.N. 002 775 751
Australian Vintage Limited	A.C.N. 060 649 783
Austvin Vineyards Limited	A.C.N. 077 644 725
Vintners Australia Pty Limited	A.C.N. 007 654 462
Icon Brands Pty. Limited	A.C.N. 072 676 825

SCHEDULE B
30 November 2002

Dated: 25 October 2002



Signed by Trevor John Shaw
As a Delegate of the Australian Securities and Investments Commission.

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AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

CORPORATIONS ACT – SECTION 741 – DECLARATION

Pursuant to section 741(1)(b) of the Corporations Act 2001 ("**the Act**") the Australian Securities and Investments Commission ("**the Commission**") declares that Chapter 6D of the Act applies in relation to the person named in Schedule A, in the case referred to in Schedule B, as if section 711 of the Act were modified by:

1. Inserting "at any time during the last 2 years" after "the nature and value of any benefit anyone has given or agreed to give" in the first sentence in subsection 711(3).
2. Inserting a new subsection 711(3A) in the same terms as the unmodified subsection 711(3), except for:
 - (a) replacing "the", where it first occurs, with "any material";
 - (b) inserting "material" before "benefit" where it first occurs, and
 - (c) inserting "at any time during the last 5 years" after "the nature and value of any benefit anyone has given or agreed to give" in the first sentence.
3. Inserting, ", (3A)" after "subsection (2)" in subsection 711(4).

Schedule A

HSBC Asset Management (Australia) Limited (ABN 34 004 778 545)

Schedule B

An offer for interests under a prospectus in relation to the following funds where the prospectus in relation to those interests will be lodged with the Commission on or about 22 November 2002:

- | | |
|--|------------------|
| • HSBC Imputation Wholesale Fund | ARSN 090 578 171 |
| • HSBC Australian Share Wholesale Fund | ARSN 090 577 423 |
| • HSBC Australian Small Companies Wholesale Fund | ARSN 090 577 487 |
| • HSBC International Equity Wholesale Fund | ARSN 090 577 996 |
| • HSBC Asian Equity Wholesale Fund | ARSN 090 578 055 |
| • HSBC Property Securities Wholesale Fund | ARSN 090 577 825 |
| • HSBC Strategic Property Wholesale Fund | ARSN 090 790 962 |
| • HSBC Diversified Growth Wholesale Fund | ARSN 090 577 236 |

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An offer for interest under a prospectus in relation to the following funds where the prospectus in relation to those interests will be lodged with the Commission on or about 2 December 2002:

- HSBC Imputation Fund ARSN 090 840 903
- HSBC Dragon Trust ARSN 090 850 418
- HSBC International Trust ARSN 090 787 563
- HSBC Australian Property Securities Trust ARSN 090 790 873
- HSBC Strategic Property Trust ARSN 090 850 294
- HSBC Diversified Growth Fund ARSN 090 850 187
- HSBC Balanced Fund ARSN 090 850 230
- HSBC Income Generator Fund ARSN 090 850 212

Dated this *27th* day of October 2002


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

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Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 992B(1)(a) — Variation

Under paragraph 992B(1)(a) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission ("ASIC") hereby varies Schedule C of instrument number 02/0954 by:

1. deleting the full stop at the end of paragraph 2 and inserting a comma in its place;
2. adding the following words below paragraph 2, "provided that a licensee who is a natural person may, if noted in a balance sheet or profit and loss statement required by ASIC under this instrument, exclude:
 - (a) personal assets of the licensee from the balance sheet, if the assets disclosed in the balance sheet exceed the liabilities of the licensee; and
 - (b) revenue and expenditure that does not relate to the licensee's financial services business from the profit and loss statement."

Dated the 29th day of October 2002



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



ASIC 02/1149

Australian Securities & Investments Commission

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT
SUB-SECTION 340(1)
ORDER**

PURSUANT to sub-section 340(1) of the Corporations Act ("Act") the Australian Securities and Investments Commission ("ASIC") **HEREBY MAKES AN ORDER** in respect of the company ("the Company") mentioned in Schedule A relieving the Company from compliance with the requirements of paragraph 315(1) of the Act, relating to the deadline for reporting to members of the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2002, until 31 December 2002.


Schedule A

Nautronix Limited ACN 009 019 603

Schedule B

A Disclosure Notice is lodged in accordance with section 674 of the Act by 5.30 pm WST on 2 November 2002 providing details concerning ASIC's approval, the reason for the need for the extension of time and stating the date to which the extension has been granted.

Dated the 29th day of October 2002



Signed by JOHN MURDOCH
as delegate of the Australian Securities and Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 259C(2) - Exemption

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Pursuant to subsection 259C(2) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") exempts the person referred to in Schedule A in the circumstances referred to in Schedule B from compliance with section 259C of the Act subject to the following conditions:

1. The conditions, in paragraphs (a), (b) and (c) below, relate only to those AMP shares and units of AMP shares in circumstances where, but for this exemption, their issue or transfer to a controlled entity would contravene section 259C of the Act:
 - (a) AMP and its controlled entities do not exercise votes attaching to AMP shares nor control or influence the exercise of votes attached to AMP shares.
 - (b) All acquisitions by AMP's controlled entities in AMP's shares, other than by way of a new issue, may only be made:
 - (i) on the financial market operated by Australian Stock Exchange Limited ("ASX"); or
 - (ii) as a result of a transaction between AMP's controlled entities, for funds which are managed by AMP's controlled entities.
 - (c) A controlled entity does not acquire AMP shares, by way of a new issue, unless participation in the issue is approved by AMP shareholders or the issue satisfies one of the following exceptions in ASX Listing Rule 7.2:
 - (i) participation in a pro rata issue;
 - (ii) the issue of shares pursuant to a takeover offer;
 - (iii) an issue under a dividend reinvestment plan; and
 - (iv) issue on the conversion of convertible securities which were issued in the circumstances outlined in subparagraphs (i) to (iii).
2. The aggregated percentage of voting shares in AMP, in respect of which its controlled entities have the power to control voting or disposal of, does not exceed 5% of AMP's voting shares.
3. In calculating the percentage referred to in paragraph 2, include those AMP shares underlying a derivative, where the terms of the derivative give an AMP controlled entity power to control the vote attached to the underlying share.
4. Commencing on the date of this exemption and every 14 days from the date of the most recent notice given under either paragraphs 4 and 5, AMP announces to ASX for release to the financial market operated by ASX, the aggregated percentage total of the following:
 - (a) AMP voting shares in respect of which AMP controlled entities have the power to control voting or disposal; and
 - (b) AMP voting shares in respect of which AMP or any of its controlled entities have, to their knowledge, an economic exposure arising from derivatives which any of them hold;as a percentage of the total number of AMP voting shares on issue.
5. Commencing on the date of this exemption, AMP announces to ASX for release to the financial market operated by ASX, any change of 1% or more in the aggregated percentage total referred to in paragraph 4, from the most recent notice given under either paragraphs 4 and 5. Disclosure under this paragraph must be made before the end of 1 business day after the day on which AMP became aware of the change.
6. In making any announcement pursuant to paragraph 4 or 5, AMP is required to comply with subsection 671B(3) of the Act as though the announcement was a notice of a change in substantial shareholding.
7. Commencing on the date of this exemption, AMP maintains records of trading by its controlled entities in shares and in derivatives with AMP shares as the underlying shares.
8. AMP retains the records of trading, referred to in paragraph 7, for a period of 12 months from the date of each trade.
9. AMP makes the records referred to in paragraph 7 available for inspection to ASIC, ASX or a futures exchange during business hours and within 1 business day upon receipt of a written request for access.

10. In relation to the funds referred to in Schedule B, the portion of the shareholder retained profits account which is required for solvency can only invest no more than 3% of its funds in AMP shares.
11. For the purposes of these conditions:
 - (a) ASX means Australian Stock Exchange Limited.
 - (b) An entity is a controlled entity of AMP if that entity would be a controlled entity of AMP within the meaning of section 259E of the Act.
 - (c) The term derivative includes a warrant, an exchange traded option, a swap transaction and any other futures contract which has AMP shares as the underlying security.

This exemption shall remain effective, unless otherwise revoked, for a period of 12 months from the date of execution.

Schedule A

AMP Limited ACN 079 354 519

Schedule B

The issue or transfer of shares or units of shares of AMP to, or in trust:

- (a) for statutory funds of AMP Life Limited ACN 079 300 379 ("AMP Life") which carry on the life insurance business of providing investment linked benefits (see section 31(b) of the Life Insurance Act 1995 (Cth)), including the shareholders retained profits accounts of these statutory funds;
- (b) as investments of participating business of the statutory fund of AMP Life known as at the date of this instrument as Statutory Fund No. 1, including the shareholders retained profits (Australian participating) account of the fund;
- (c) any managed investment scheme which has a controlled entity of AMP as a trustee or responsible entity; and
- (d) for the statutory fund of GIO Workers Compensation (NSW) Limited established under the Workers Compensation Act 1987 (NSW).

This exemption does not exempt from section 259C of the Act any issue or transfer of shares or units of shares of AMP to, or in trust for, any portion of a shareholder retained profits account of any of its statutory funds which is in excess of solvency requirements

Dated 29 October 2002



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

02 / 1151

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
SUBSECTION 340(1) CORPORATIONS ACT 2001
ORDER**

PURSUANT to subsection 340(1) of the Corporations Act 2001, the AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ("ASIC") HEREBY MAKES AN ORDER varying Class Order 98/1417 dated 13 August 1998 (the "Class Order") in relation to the financial year ending on 30 June 2002 ("the Relevant Financial Year") for the company mentioned in the Schedule (the "Company") and exempts:

- (a) the Company from compliance with subsections 301(1) and 314(1)(a)(iii) of the Act; and
- (b) the auditor of the Company (if any) from compliance with sections 307 and 308 of the Law,

in relation to the Company financial report for the Relevant Financial Year, **ON CONDITION THAT:**

- (c) the Company complied with all of the conditions contained in the Class Order other than the condition contained in paragraph (c) of the Class Order; and
- (d) the Company did not have its financial report or financial statements audited for a financial year ending during 1993 or any later financial year, prior to the Relevant Financial Year, except for the financial years ended 30 June 1999, 30 June 2000 and 30 June 2001.

This order applies to the Company only in relation to the Relevant Financial Year.

INTERPRETATION

In this Order:

- (a) the "Class Order" is ASIC Class Order 98/1417 dated 13 August 1998; and
- (b) each term has the same meaning as that term is given by the Class Order (except where otherwise specified in this order).

SCHEDULE

Sportsmed SA Hospitals Pty. Ltd. A.C.N. 071 101 776

Dated the 29th day of October 2002


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Signed by Trevor John Shaw
as delegate of the Australian Securities and Investments Commission

02 / 1152

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
CORPORATIONS ACT 2001
SUB-SECTION 340(1)
ORDER**

PURSUANT to sub-section 340(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") **HEREBY MAKES AN ORDER** in respect of the companies ("Companies") mentioned in Schedule A relieving the Companies from compliance with the requirements of paragraph 319(3)(b) of the Act, relating to the lodging with ASIC of the Companies' financial report, directors' report and auditor's report for the financial year ended 30 June 2002, and with the requirements of sub-section 315(3) of the Act, relating to the reporting to members for the financial year ended 30 June 2002, until 15 November 2002, subject to the conditions stated in Schedule B;

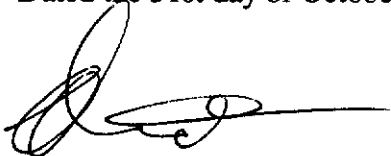
Schedule A

Skywest Limited	ACN 098 904 262
Skywest Airlines Pty Limited	ACN 008 997 662

Schedule B

Shareholders of the Companies are notified by mail by 4 November 2002, concerning ASIC's approval, providing a summary of the reason for the need for an extension of time and stating the date to which the extension has been granted.

Dated the 31st day of October 2002



Signed by ALLAN AUSBRUCH
as delegate of the Australian Securities and Investments Commission



ASIC 02 / 1158

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Corporations Act 2001 - Section 340 - ORDER

Pursuant to subsection 340(1) of the Corporations Act 2001 ("the Act") the **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION** hereby **MAKES AN ORDER** relieving the company specified in Schedule 1 to this Order and its directors and auditor, from compliance with paragraph 323D(2)(b) of the Act for the purpose of changing its financial year beginning on 1 July ("the Relevant Financial Year"), subject to the conditions set out in Schedule 2 to this Order.

SCHEDULE 1

Assemblies of God in Australia, ACN 004 617 467

SCHEDULE 2

- (a) The Relevant Financial Year shall be the 18 month period ending on 31 December 2002.
- (b) Where the Relevant financial Year shall be greater than 12 months, the directors have formed the opinion not earlier than 12 months after the commencement of the Relevant financial year and not later than 15 months after the commencement of the Relevant Financial Year that there are reasonable grounds to believe that the entity will be able to pay its debts as and when they become due and payable (and evidenced this opinion in the minutes of a meeting of the directors).
- (c) The Notes to the financial report for the Relevant Financial Year shall include a statement as to the relief provided by this Order.

Dated 31 October 2002

Signed by **Victor Starr**

as a **Delegate** of the **Australian Securities and Investments Commission**



ASIC 02 / 1159

Australian Securities & Investments Commission

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Corporations Act 2001 - Section 340 - ORDER

Pursuant to sub-section 340(1) of the Corporations Act 2001 ("the Act"), the **AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION** hereby **MAKES AN ORDER** relieving the company specified in Schedule 1 to this Order and its directors and auditor, from compliance with subsection 319(3) of the Act for the purpose of extending the time for the lodgement of financial statements and reports for the year ended 30 June 2002, subject to the conditions set out in Schedule 2 to this Order.

SCHEDULE 1

Keshet Limited, ACN 065 814 271

SCHEDULE 2

The Lodgement date for the financial statements and reports shall be 30 November 2002.

Dated 31 October 2002

Signed by **Victor Starr**

as a **Delegate** of the **Australian Securities and 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* (the Act), the Australian Securities and Investments Commission (“ASIC”) hereby exempts the person specified in Schedule A in the case referred to in Schedule B, from Parts 6D.2 and 6D.3 of the Act (other than sections 736 and 738).

SCHEDULE A

Djerriwarrh Investments Limited (ACN 006 862 693) (“issuer”).

SCHEDULE B

A written offer for the issue of shares in the issuer where the following requirements are met at the time that the offer is made.

- (a) The shares are in a class which is quoted on the financial market operated by Australian Stock Exchange Limited (the “class”) and trading in the class is not suspended.
- (b) None of the following provisions of the Act have been contravened in relation to the issuer of the shares in the previous 12 months:
 - (i) a provision of Chapter 2M;
 - (ii) section 674 or 675;
 - (iii) section 724;
 - (iv) section 728; and
 - (v) section 1001A or 1001B.
- (c) The offer is made pursuant to an arrangement under which:
 - (i) an offer is made to each registered holder of shares in that class or convertible notes previously issued by the issuer, and whose address (as recorded in the register of members, or of convertible noteholders, of the issuer) is in a place in which it is lawful and practical for the issuer to offer and issue shares to that person, in the reasonable opinion of the issuer;
 - (ii) each offer is made on the same terms and conditions and on a non-renounceable basis;
 - (iii) the issue price is less than the market price during a specified period in the 30 days prior to either the date of the offer or the date of the issue;

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- (iv) no registered holder may be issued with shares with an application price totalling more than \$5,000 in any consecutive 12 month period; and
- (v) a registered holder must provide the issuer on application for the shares with a certification to the effect that the aggregate of the application price for:
 - (A) the shares the subject of the application;
 - and
 - (B) any other shares in the class applied for by the holder under the arrangement or any similar arrangement in the 12 months prior to the date of the issue,does not exceed \$5000.
- (d) The written offer document contains the following information:
 - (i) the method used to calculate the issue price and the time when this price will be determined;
 - (ii) a statement describing the relationship between the issue price and the market price; and
 - (iii) disclosure of the risk that the market price may change between the date of the offer and the date when the shares are issued to an applicant under the arrangement, and the effect this would have on the price or value of the shares which the applicant would receive.

Interpretation

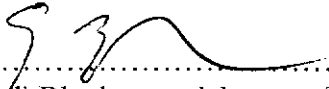
For the purposes of this instrument:

1. “registered holder” means, subject to paragraphs 2 and 3, a person recorded in the register of members, or of convertible noteholders, of a company as a member, or convertible noteholder, of that company;
2. if 2 or more persons are recorded in the register of members, or convertible noteholders, as jointly holding shares, or convertible notes, in the company they are taken to be a single registered holder and a certification by any of them for the purposes of paragraph (c)(v) of Schedule B is taken to be a certification by all of them;
3. if a trustee or nominee is expressly noted on the register of members, or convertible noteholders, as holding shares, or convertible notes, on account of another person (a “beneficiary”):
 - (a) the beneficiary is taken to be the registered holder in regard to those shares or convertible notes; and
 - (b) any application for the issue of shares or certification for the purposes of paragraph (c)(v) of Schedule B by, and any issue of shares to, the trustee or nominee, is taken to be an application or certification by, or an issue to, the beneficiary;
4. if a share must under the terms on which it is traded only be transferred together with one or more other shares or other financial products (together a “stapled security”), the \$5,000 limit in subparagraphs (c)(iv) and (c)(v) of Schedule B

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- applies to the stapled security as if its component shares or products constituted a single share rather than to any of those components separately; and
5. references to an issuer offering shares include the issuer inviting applications for the issue of the shares.

Dated the 1st day of November 2002

Signed: 

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

CORPORATIONS ACT 2001

Correction to Section 601AB(3) notice

A notice dated the ninth of October 2002 was published in the Commonwealth of Australia Gazette No. ASIC 43A/02 dated the fifteenth of October 2002. This notice stated that the organizations mentioned below would be deregistered when 2 months had passed since the publication of said notice.

This notice was published in error.

The organizations mentioned below will not be deregistered under Section 601AB(3) of the Corporations Act 2001 and will continue to be registered after the 2 month period.

Dated this 1st day of November 2002

BRENDAN MORGAN

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company**ACN**

Anstey Corporation Pty. Ltd. (in liquidation)	080 411 338
Beason Investments Pty. Ltd. (in liquidation)	077 055 219
Besa Investments Pty Ltd (in liquidation)	077 975 350
Cremac Investments Pty. Ltd. (in liquidation)	077 836 269
Jacrom Investments Pty Ltd (in liquidation)	079 183 903

Corporations Act 2001
Subsection 164(3)

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

A.C.N. 088 889 230 LIMITED ACN 088 889 230 will change to a proprietary company limited by shares. The new name will be
A.C.N. 088 889 230 PTY LTD ACN 088 889 230.

CRESWICK RESOURCES NL

ACN 064 885 847 will change to a proprietary company limited by shares. The new name will be CRESWICK RESOURCES PTY LTD ACN 064 885 847.

BOSTON RESEARCH LTD. ACN 075 768 651 will change to a proprietary company limited by shares. The new name will be
BOSTON RESEARCH PTY LTD ACN 075 768 651.

TAMARAMA BATHERS LIMITED

ACN 078 663 751 will change to a proprietary company limited by shares. The new name will be TAMARAMA BATHERS PTY LTD ACN 078 663 751.