



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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Australian Securities and Investments Commission
Corporations Act — Paragraph 601QA(1)(b)
Declaration

02 / 1324

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

"(b) it must give members notice of the proposal to appoint a company, which is a related company of the responsible entity, 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 related company of the responsible entity, 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 convene a meeting to vote on the appointment of the proposed responsible entity;
 - (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, convene a meeting to vote if required in accordance with the notice as soon as possible;
 - (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 from the date of the lodgement with ASIC of a deed of Retirement and Appointment of Responsible Entity."

02 / 1324

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 a majority by value of those members voting; and
 - (ii) only votes received by the responsible entity within 28 days after the issue of the voting paper will be counted; and

(1B) If either paragraph 601FL(1)(b) or (c) applies, 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.”

Schedule A

Commonwealth Managed Investments Limited ACN 084 098 180 as the responsible entity of the registered schemes specified in Schedule B (the "scheme").

Schedule B

Commonwealth Premium Cash Enhanced Fund ARSN 095 107 618
Commonwealth Premium Cash Management Fund ARSN 089 468 360
Commonwealth Diversified Share Fund ARSN 091 780 139

Schedule C

The proposed retirement of Commonwealth Managed Investments Limited ACN 084 098 180 as the responsible entity of the schemes specified in Schedule B and replacement by Colonial First State Investments Limited ACN 002 348 352 as the proposed responsible entity of the scheme with its consent.

Dated: 10 December 2002



Signed by Nitesh Rindani as delegate of the
Australian Securities and Investments Commission

03 / 0211**Australian Securities and Investments Commission
Corporations Act 2001
Subsection 601QA(1) – Variation**

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

1. each instrument listed in Schedule A by replacing the text "1 April 2003" in subparagraph (b)(iii)(A) of that instrument with the text "30 September 2004";
2. each instrument listed in Schedule B by replacing the text "1 April 2003" in paragraph (5)(b) of Schedule C of that instrument with the text "30 September 2004"; and
3. each instrument listed in Schedule C by replacing the text "1 April 2003" in subparagraph (5)(c)(i) of Schedule C of that instrument with the text "30 September 2004".

Schedule A

1. ASIC instrument No. 01/0432, dated 30 March 2001, exempting Shearwater Country Club Resort Ownership (Tasmania) Limited ACN 009 553 762 in relation to Shearwater Country Club located at the Boulevard, Shearwater, Tasmania.
2. ASIC instrument No. 01/0434, dated 30 March 2001, exempting Timesharing WA Pty Ltd ACN 008 768 661 in relation to Busselton Beach Resort.
3. ASIC instrument No. 01/0727, dated 13 June 2001, exempting Pacific View Resort No. 2 Limited ACN 010 318 297 in relation to Pacific View Resort located at 34 Victoria Terrace, Caloundra, Queensland.
4. ASIC instrument No. 01/0890, dated 12 July 2001, exempting Palm Court Limited ACN 010 074 334 in relation to Palm Court Resort located at 25 Mitti Street, Noosa Heads, Queensland.

Schedule B

1. ASIC instrument No. 01/0426, dated 30 March 2001, exempting Capri Waters Country Club Limited ACN 003 238 051 in relation to Capri Waters Country Club.
2. ASIC instrument No. 01/0427, dated 30 March 2001, exempting Seashells Limited ACN 001 722 541 in relation to Seashells Interim Trust.

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Schedule C

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1. ASIC instrument No. 01/264, dated 28 March 2001 exempting Pacific Palms Resort Limited ACN 002 937 920 in relation to Pacific Palms Resort Trust.
2. ASIC instrument No. 01/0265, dated 28 March 2001, exempting Don Pancho Beach Resort Limited ACN 010 546 317.
3. ASIC instrument No. 01/0308, dated 27 March 2001, exempting Vacation Club Limited ACN 001 724 787 in relation to Vacation Club.
4. ASIC instrument No. 01/0309, dated 27 March 2001, exempting Lake Eildon Country Club Limited ACN 005 642 937 in relation to Lake Eildon Country Club Ltd trading as Mansfield Country Resort.
5. ASIC instrument No. 01/357, dated 26 March 2001, exempting Village Resort Vacations Ltd ACN 003 301 844 in relation to Village Resort Vacations Ltd.
6. ASIC instrument No. 01/0358, dated 26 March 2001, exempting Boambee Bay Timeshare Resort Ltd ACN 003 214 702 in relation to Boambee Bay Resort.
7. ASIC instrument No. 01/365, dated 29 March 2001, exempting Nepean Country Club Ltd ACN 006 273 132 in relation to Nepean Country Club Ltd ACN 006 273 132.
8. ASIC instrument No. 01/0366, dated 30 March 2001, exempting Mariner Shores Club Limited ACN 010 748 286 in relation to Mariner Shores Resort and Beach Club Trust.
9. ASIC instrument No. 01/0367, dated 30 March 2001, exempting Cedar Lake Country Limited ACN 009 986 814 in relation to Cedar Lake Country Club.
10. ASIC instrument No. 01/0368, dated 30 March 2001, exempting Kyneton Bushland Resort Limited ACN 007 447 645 in relation to Kyneton Bushland Resort located at 252 Edgecombe Road, Kyneton, Victoria.
11. ASIC instrument No. 01/0369, dated 30 March 2001, exempting Paradise Timeshare Club Limited ACN 002 888 557 in relation to Port Pacific Resort.
12. ASIC instrument No. 01/0370, dated 30 March 2001, exempting Silver Sands Timeshare Club Limited ACN 009 112 403 in relation to Silver Sands Resort located in Mandurah, Western Australia.
13. ASIC instrument No. 01/0371, dated 30 March 2001, exempting Holiday Concepts Management Limited ACN 006 353 180 in relation to The Bright Resort located at Stackey Gully Road, Bright, Victoria.

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03 / 0211

14. ASIC instrument No. 01/0372, dated 30 March 2001, exempting Holiday Concepts Management Limited ACN 006 353 180 in relation to Lakeside Country Club located in Numurkah, Victoria.
15. ASIC instrument No. 01/0373, dated 30 March 2001, exempting Holiday Concepts Management Limited ACN 006 353 180 in relation to The Island Breeze Resort located in Cowes, Victoria.
16. ASIC instrument No. 01/0374, dated 30 March 2001, exempting Holiday Concepts Management Limited ACN 006 353 180 in relation to Riviera Beach Resort.
17. ASIC instrument No. 01/0425, dated 29 March 2001, exempting Sunshine Timeshare Club Limited ACN 010 497 855 in relation to Club Noosa Interim Trust.
18. ASIC instrument No. 01/0428, dated 30 March 2001, exempting Eastcoast Timeshare Pty Ltd ACN 006 627 121 in relation to Manly National Trust located at 22 Central Avenue, Manly, New South Wales.
19. ASIC instrument No. 01/0429, dated 30 March 2001, exempting Eastcoast Timeshare Pty Ltd ACN 006 627 121 in relation to Golden Leaf Trust.
20. ASIC instrument No. 01/0430, dated 30 March 2001, exempting Eastcoast Timeshare Pty Ltd ACN 006 627 121 in relation to Bayview Trust.
21. ASIC instrument No. 01/0433, dated 30 March 2001, exempting Kalbarri Vacations Limited ACN 009 155 293 in relation to Kalbarri Vacations Resort located at Cnr. Clotworthy and Gray Streets, Kalbarri, Western Australia.
22. ASIC instrument No. 01/0662, dated 17 May 2001, exempting Club Esplanade Limited ACN 010 470 354 in relation to Club Esplanade Resort located at 116 The Esplanade, Surfers Paradise, Queensland.
23. ASIC instrument No. 01/0670, dated 29 May 2001, exempting Lake Edge Resort Limited ACN 006 812 415.
24. ASIC instrument No. 01/0782, dated 18 June 2001, exempting Magnetic Shoals Limited ACN 010 491 282 in relation to Magnetic Shoals Island Palms Resort located at 13 The Esplanade, Nelly Bay, Magnetic Island, Queensland.
25. ASIC instrument No. 01/0874, dated 12 July 2001, exempting Sunraysia Resort Limited ACN 006 279 778 in relation to Sunraysia Resort.
26. ASIC instrument No. 01/0903, dated 17 July 2001, exempting Korora Bay Village Limited ACN 001 779 200 in relation to Korora Bay Village Resort located at James Small Drive, Coffs Harbour, New South Wales.

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Dated this 25th day of March 2003

03/0211

Brendan Byrne .

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

Australian Securities and Investments Commission

03 / 0220

Corporations Act 2001 - Subsection 741(1) - Exemption

Pursuant to subsection 741(1) of the Corporations Act 2001 ('Act') the Australian Securities and Investments Commission ('ASIC') hereby exempts the person specified in Schedule A from subsections 711(2) and 711(3) of the Act, in the case specified in Schedule B and on the conditions specified in Schedule C.

Schedule A

Child Care Centres Australia Limited ACN 100 250 646 ('CCA').

Schedule B

A Prospectus offering for issue shares in CCA, to be lodged with ASIC on or about 27 March 2003 ('Prospectus').

Schedule C

The Prospectus sets out:

- (a) the information specified in subsections 711(2) and 711(3) of the Act in relation to each person specified in subsection 711(4) of the Act who is not an Unrelated Vendor; and
- (b) the information specified in subsections 711(2) and 711(3) of the Act in relation to all of those persons who are Unrelated Vendors, on an aggregate basis.

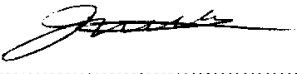
Interpretation

In this instrument:

'Unrelated Vendor' means a person who:

- (a) either:
 - (i) will be issued securities pursuant to the Prospectus as consideration or part consideration for an acquisition by CCA of:
 - (A) a child care business pursuant to the completion of a business sale/purchase agreement between, or between persons including, the person and CCA; or
 - (B) shares in, or other securities of, an entity owning or operating a child care business pursuant to the completion of a share sale/purchase agreement between, or between persons including, the person and CCA; or
 - (ii) will be paid cash as consideration or part consideration for such acquisition where the cash represents all or part of the proceeds of the issue of other securities pursuant to the Prospectus; and
- (b) is not a related party (within the meaning of that expression in Chapter 2E of the Act) of CCA.

DATED the 27th day of March 2003.

Signed: 
James Lee, as delegate of the
Australian Securities and Investments Commission

03 / 0223

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 825(a)**

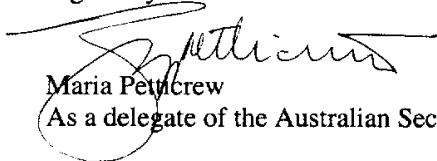
Order Revoking Licence

TO: Shareminder Pty Ltd, ACN 001 933 366 ("the Licensee")
7 Forest Glen Crescent
BELROSE NSW 2085

Under paragraph 825(a) of the *Corporations Act 2001* (as continued in force by subsection 1432(1) of that Act), the Australian Securities and Investments Commission revokes Licence Number 86513 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 28th day March 2003.

Signed by



Maria Petricrew
As a delegate of the Australian Securities and Investments Commission

03 / 0224

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 655A(1) and 673(1) — Declaration**

Pursuant to subsection 655A(1) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies in relation to the persons referred to in Schedule A in the case referred to in Schedule B as if:

1. Section 606 were modified to disregard acquisitions of relevant interests and increases in voting power arising as a result of the agreements referred to in Schedule B;

And pursuant to subsection 673(1) of the Act, ASIC declares that Chapter 6C of the Act applies in relation to the persons referred to in Schedule A in the case referred to in Schedule B as if:

2. Section 671B were modified to disregard acquisitions of relevant interests arising as a result of the agreements referred to in Schedule B, and substantial holdings arising or increasing as a result of such relevant interests.

Schedule A

The Goldman Sachs Group, Inc and Goldman Sachs Australia Holdings Limited (ABN 27 097 928 115) and its shareholders and related bodies corporate.

Schedule B

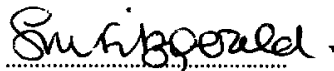
Acquisitions of relevant interests in voting shares in which JBWere Limited (ABN 21 006 797 897) and JBWere Group Holdings Pty Ltd (ABN 25 006 163 524) and any of their related bodies corporate have a relevant interest, by any of the persons referred to in Schedule A, arising as a result of:

- a. the entry into the non-binding Heads of Agreement dated 26 March 2003 between The Goldman Sachs Group, Inc., and JBWere Limited and JBWere Group Holdings Pty Ltd; and
- b. the execution of the exclusivity letters dated 26 March 2003 between The Goldman Sachs Group, Inc., and JBWere Limited and JBWere Group Holdings Pty Ltd and the exclusivity letters dated 26 March 2003 between The Goldman Sachs Group, Inc. and certain shareholders of JBWere Limited and JBWere Group Holdings Pty Ltd;

until the earlier of the execution and completion of the agreements effecting the acquisition by The Goldman Sachs Group, Inc of shares in JBWere Limited and JBWere Group Holdings Pty Ltd, and 11 April 2003.

Dated this 28th day of March 2003.

Signed by



.....
Sarala Miranda Fitzgerald, as delegate of the
Australian Securities and Investments Commission.

03 / 0225

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 655A(1) and 673(1) — Declaration**

Pursuant to subsection 655A(1) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies in relation to the persons referred to in Schedule A in the case referred to in Schedule B as if:

1. Section 606 were modified to disregard acquisitions of relevant interests and increases in voting power arising as a result of the agreements referred to in Schedule B;

And pursuant to subsection 673(1) of the Act, ASIC declares that Chapter 6C of the Act applies in relation to the persons referred to in Schedule A in the case referred to in Schedule B as if:

2. Section 671B were modified to disregard acquisitions of relevant interests arising as a result of the agreements referred to in Schedule B, and substantial holdings arising or increasing as a result of such relevant interests.

Schedule A

JBWere Limited (ABN 21 006 797 897) and JBWere Group Holdings Pty Ltd (ABN 25 006 163 524) and their shareholders and related bodies corporate.

Schedule B


Acquisitions of relevant interests in voting shares in which The Goldman Sachs Group, Inc. and Goldman Sachs Australia Holdings Limited (ABN 27 097 928 115) and any of their related bodies corporate have a relevant interest, by any of the persons referred to in Schedule A, arising as a result of:

- a. the entry into the non-binding Heads of Agreement dated 26 March 2003 between The Goldman Sachs Group, Inc., and JBWere Limited and JBWere Group Holdings Pty Ltd; and
- b. the execution of the exclusivity letters dated 26 March 2003 between The Goldman Sachs Group, Inc., and JBWere Limited and JBWere Group Holdings Pty Ltd and the exclusivity letters dated 26 March 2003 between The Goldman Sachs Group, Inc. and certain shareholders of JBWere Limited and JBWere Group Holdings Pty Ltd;

until the earlier of the execution and completion of the agreements effecting the acquisition by JBWere Limited and JBWere Group Holdings Pty Ltd of Goldman Sachs Australia Holdings Limited, and 11 April 2003.

Dated this 28th day of March 2003.

Signed by



Sarala Miranda Fitzgerald, as delegate of the
Australian Securities and Investments Commission.



ASIC 03/0226

Australian Securities & Investments Commission

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

Order Revoking Licence

TO: Zurich Capital Markets Asia Limited ("the Licensee")
Level 47,
2 Park Street
Sydney NSW 2000

Whereas:

1. Licence Number 207888 ("the Licence") was issued to the Licensee on 15 June 2001 pursuant to section 1145 of the Corporations Act 2001.
2. The Licensee asked the Australian Securities & Investment Commission to revoke the Licence by letter dated 19 February 2003.

Pursuant to section 1190 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 28 day of March 2003.

Signed

Jennifer Lewis, a delegate of the Australian Securities and Investments Commission

03 / 0227

**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 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 of the Act were modified or varied as follows:

1. delete from subsection (1) all the text after the word “it” and substitute the following text:

“must either:

 - (a) call a members’ meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or
 - (b) propose a related body corporate to be the new responsible entity in accordance with subsection (1A).”;

2. insert after subsection (1) the following subsection:

“(1A) The requirements for proposing a related body corporate to be the new responsible entity are as follows:

 - (a) The responsible entity must give members notice of a proposal to choose a company (the *proposed responsible entity*), which is a wholly owned subsidiary of the responsible entity’s holding company, to be the scheme’s new responsible entity.
 - (b) The notice to members must:
 - (i) set out:
 - (A) the responsible entity’s reasons for wanting to retire; and
 - (B) such information as can reasonably be expected to be material to a member in forming a view as to the choice of the proposed responsible entity; and
 - (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,

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who would be entitled to vote if the proposal were put as a proposed resolution to a meeting of members under paragraph (1) (a), ask for a vote on the choice of the proposed 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 convene a meeting to vote on a resolution for the choice of the proposed responsible entity; and

- (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.
- (c) If sufficient members ask for a vote in accordance with the notice, the responsible entity must arrange for a postal vote or, if the responsible entity chooses, convene a meeting in accordance with Part 2G.4 to vote on the choice of the proposed responsible entity as soon as possible.
- (d) If there is a postal vote:
- (i) 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;
 - (ii) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
 - (A) the proposed responsible entity will be chosen as the new responsible entity if at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the choice; and
 - (B) only votes received by the responsible entity within 28 days after the issue of the voting paper will be counted.
- (e) If a meeting is convened the resolution to choose the new responsible entity must be an extraordinary resolution if the scheme is not listed."; and

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03 / 0227

3. insert after subsection (2), the following subsections:

“(2A) If a postal vote is arranged under paragraph (1A)(c) and at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the proposed responsible entity, that entity is taken for the purposes of subsection (2) to have been chosen by a resolution of members on the last day on which postal votes may be received in order to be counted.

(2B) If:

- (a) a related body corporate is proposed to be the new responsible entity in accordance with subsection (1A); and
- (b) sufficient members do not ask for a vote to choose the entity in accordance with the notice referred to in paragraph (1A)(b); and
- (c) the entity has consented in writing to becoming the scheme’s responsible entity,

then:

- (d) as soon as practicable and in any event within 2 business days of the proposed responsible entity consenting to becoming the scheme’s responsible entity, the current responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme’s registration to name the proposed responsible entity as the scheme’s responsible entity; and
- (e) the notice must be accompanied by a certificate from the current responsible entity 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 as to why this is the case; and
- (f) unless ASIC reasonably believes that the appointment of the proposed responsible entity would not be in the best interests of members, ASIC must comply with the notice as soon as practicable after the notice and summary are lodged.”.

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0 3 / 0 2 2 7

Schedule A

Commonwealth Managed Investments Limited ACN 084 098 180, the responsible entity of the registered scheme specified in Schedule B (the "Scheme")

Schedule B

Commonwealth Premium International Equity Fund ARSN 089 461 718

Schedule C

The proposed retirement of the responsible entity of the Scheme and its proposed replacement by Colonial First State Investments Limited ACN 002 348 352 with its consent not later than 30 June 2003.

Dated 1 April 2003.



Signed by Nitesh Rindani
as delegate of the Australian Securities and Investments Commission

03 / 0228**Australia Securities and Investments Commission
Corporations Act 2001 – Subsection 655A(1) - Declaration**

Pursuant to paragraph 655A(1)(b) of the Corporations Act 2001 (“Act”) the Australian Securities and Investments Commission (“ASIC”) declares that Chapter 6 of the Act applies to the person specified in Schedule A in the case referred to in Schedule B as if the words “they need not”, where appearing in the second sentence in subsection 650D(2) of the Act, were replaced with the words:

“neither they, nor any other person to whom an offer was made under the bid and who is no longer either a holder of securities in the bid class or the holder of securities that may be converted into securities in the bid class, need”.

Schedule A

BPC1 Pty Limited ABN 45 101 665 918 (“Bidder”)

Schedule B

The off-market takeover bid by Bidder for all the ordinary shares in Goodman Fielder Limited ABN 44 000 003 958 in respect of which a bidder’s statement was lodged with ASIC on 19 December 2002.

Dated this 27th day of March 2003



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

03 / 0229

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

Under subsection 741(1) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6D applies to each person referred to in Schedule A in the case specified in Schedule B as if section 707 were modified or varied by omitting subsections 707(3), (4), (5) and (6) and substituting the following subsections:

- "(3) An offer of a body's securities for sale within 12 months after their issue (except offers under the International Purchase Agreement) needs disclosure to investors under this Part if the body issued the securities:
- (a) without disclosure to investors under this Part; and
 - (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;
- and section 708 does not say otherwise.
- (4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph (3)(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue.
- (5) An offer of a body's securities for sale within 12 months after their sale (except offers under the International Purchase Agreement) by a person who controlled the body at the time of the sale needs disclosure to investors under this Part if:
- (a) at the time of the sale by the controller either:
 - (i) the securities were not quoted; or
 - (ii) although the securities were quoted, they were not offered for sale in the ordinary course of trading on a relevant financial market on which they were quoted; and
 - (b) the controller sold the securities without disclosure to investors under this Part; and
 - (c) the controller sold the securities with the purpose of the person to whom they were sold:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;
- and section 708 does not say otherwise.
- (6) Unless the contrary is proved, a person who controls a body is taken to sell securities with the purpose referred to in paragraph (5)(c) if any of the securities are subsequently sold, or offered for sale, within 12 months after their sale by the controller."

SCHEDULE A

Promina Group Limited ACN 000 746 092 ("Promina"), RSA Overseas Holdings BV (a company incorporated in the Netherlands) ("B.V.").

SCHEDULE B

This declaration applies only to an offer of ordinary shares of Promina ("Shares") for sale where those Shares are:

1. issued by Promina or sold by B.V.:
 - (i) on the exercise by the Joint Global Co-ordinators of an over allotment option relating to up to 15% of Promina ordinary shares as part of market stabilisation arrangements in relation to the offer of securities in the same class as the Shares under a prospectus lodged with ASIC on or about the date of this instrument;

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- (ii) under an Investment Statement lodged in March or April 2003 with the New Zealand Securities Commission; or
 - (iii) under an international offering memorandum dated on or about 31 March 2003 in respect of offers of Shares in jurisdictions other than Australia and New Zealand; and
2. covered by the category of relief set out in Schedule C.

SCHEDULE C

- (1) The Shares are in a class of securities that are quoted ED securities of Promina listed on the financial market operated by Australian Stock Exchange Limited; and
- (2) There is a completed contract for the issue or sale of the Shares; and
- (3) At the time of issue or sale of the Shares no determination under subsection 713(6) of the Act is in force with respect to Promina; and
- (4) Either:
 - (a) a prospectus was issued in relation to securities in the same class as the Shares not more than 8 weeks prior to the issue or sale of the Shares; or
 - (b) the Shares were issued or sold:
 - (i) to an underwriter under an underwriting agreement related to an offer of Shares under a prospectus; and
 - (ii) (A) at or about the time of an issue or a sale to persons who applied for securities in the same class as the Shares under a prospectus lodged with ASIC on or about the date of this instrument; or
(B) in the case of the Shares referred to in paragraph 1(i) of Schedule B, within 30 days after the quotation of securities in the same class as the Shares on the financial market operated by Australian Stock Exchange Limited.

Interpretation

International Purchase Agreement means the international purchase agreement between Promina, B.V., Royal & Sun Alliance Insurance Group plc and the Joint Global Co-ordinators dated no later than 8 weeks from the date of this instrument, under which Shares are sold to the Joint Global Co-ordinators.

Joint Global Co-ordinators means Goldman Sachs Australia Pty Limited and Macquarie Equity Capital Markets Limited.

Dated 31 March 2003



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



ASIC

Australian Securities & Investments Commission

03 / 0236

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

Order Revoking Licence

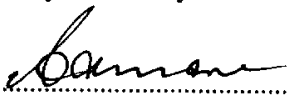
TO: HSBC Investment Funds (Australia) Limited (“the Licensee”)
Level 32 HSBC Centre
580 George Street, Sydney NSW 2000

Whereas:

1. Licence Number 14955 (“the Licence”) was issued to the Licensee under the Futures Industry (Victoria) Code on 16 May 1989 and is taken to be licenced under the Corporations Act 2001.
2. The Licensee asked the Australian Securities & Investment Commission to revoke the Licence by letter dated 06 December 2002.

Pursuant to section 1190 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 29 day of January 2003.

Signed 

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

Corporations Act 2001
Subsection 164(3)

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

A I S INDUSTRIAL PTY LTD ACN 081 037 274 will change to a public company limited by shares. The new name will be AUSCLAD GROUP OF COMPANIES LIMITED ACN 081 037 274.

BENCHMARK CAPITAL LIMITED ACN 089 681 078 will change to a proprietary company limited by shares. The new name will be BENCHMARK CAPITAL PTY LTD ACN 089 681 078.

DEMPSEY RACING AND INVESTMENTS LIMITED ACN 098 689 475 will change to a proprietary company limited by shares. The new name will be DEMPSEY RACING AND INVESTMENTS PTY LTD ACN 098 689 475.

KILLORAN NL ACN 066 980 685 will change to a proprietary company limited by shares. The new name will be KILLORAN PTY LTD ACN 066 980 685.

NKH SECURITIES LIMITED ACN 085 628 557 will change to a proprietary company limited by shares. The new name will be NKH SECURITIES PTY LIMITED ACN 085 628 557.

BAZCAN LIMITED ACN 090 045 962 will change to a proprietary company limited by shares. The new name will be BAZCAN PTY LTD ACN 090 045 962.

CROCODILE TYRES LTD ACN 094 457 468 will change to a proprietary company limited by shares. The new name will be CROCODILE TYRES PTY LTD ACN 094 457 468.

EMPEROR FINANCE LIMITED ACN 078 110 451 will change to a proprietary company limited by shares. The new name will be EMPEROR FINANCE PTY LIMITED ACN 078 110 451.

KIMBERLEY MINING NL ACN 075 278 134 will change to a proprietary company limited by shares. The new name will be KIMBERLEY MINING PTY LTD ACN 075 278 134.

THE CASBEE GROUP LIMITED ACN 079 469 533 will change to a proprietary company limited by shares. The new name will be THE CASBEE GROUP PTY LIMITED ACN 079 469 533.

CORPORATIONS ACT 2001
SECTION 601AH(1)

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

Dated this second day of April 2003

Brendan Morgan :
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ACN
A.C.N. 062 507 760 LIMITED	062 507 760
A.N.I. NATIONAL FORGES PTY. LIMITED	004 280 808
A.S.A.P. PAINTING CONTRACTORS PTY LTD	088 952 756
ACTION CONCRETE PUMPING PTY. LIMITED	006 971 606
AFIYF PTY. LIMITED	074 864 805
AIRCONDITIONED AUTO RENTALS PTY. LTD.	092 670 865
ALKEJON HOLDINGS PTY. LTD.	008 050 299
AMELIA PROPERTIES PTY LIMITED	064 188 683
ANDROUS PTY LTD	083 396 703
ANJODE TECHNOLOGIES PTY LTD	079 698 794
AQUAPRO AUSTRALIA PTY LIMITED	002 651 327
ARTEX INDUSTRIES PTY LTD	071 280 969
ATTELAGE PTY LIMITED	094 142 051
AUSTRALIAN ASBESTOS INSULATIONS PTY LTD	000 088 997
AUSTRALIAN COMMERCIAL MERCHANDISE CO. PTY LIMITED	075 820 049
AUSTRALIAN COMPANY NUMBER 000 053 725 PTY LIMITED	000 053 725
AUSTRALIAN K.9 SECURITY SERVICES PTY LTD	086 491 778
B & CC PTY LTD	085 005 269
B & J COSTA PTY LTD	086 083 052
B & S MURDOCK SECURITY PTY. LTD.	088 125 768
BENZLAW & ASSOCIATES PTY LTD	071 381 452
BENZLAW HOLDINGS PTY LIMITED	078 628 485
BERGEN LODGE PTY LTD	001 514 218

Name of Company	ACN
BETTERLINES PTY LTD	003 695 289
BLUE CHIP MEDIA PTY LIMITED	082 836 235
BODIOLOGY PTY LIMITED	081 580 690
BONNEY NURSERIES PTY. LTD.	087 269 038
BONNEYS HOLDINGS PTY. LTD.	080 551 926
BUSINESS SYSTEMS ANALYSTS PTY. LTD.	079 601 291
C & D SIGN CO. PTY. LTD.	085 683 861
CAROLINE BUTLER & ASSOCIATES PTY LIMITED	001 803 612
CERTIFIED NETWORK SPECIALISTS PTY LTD	095 594 871
CHANGE SYSTEMS PTY LTD	006 797 744
CHEIRAH PTY LTD	089 610 622
CLEAN TEAM PROPERTY SERVICES PTY LTD	092 467 546
CLUB CAM/PUB CAM AUSTRALIA PTY. LIMITED	094 311 332
CNI AUSTRALIA PTY. LTD.	083 229 136
COLOUR SEAL ROOF RESTORATION (AUST) PTY LTD	005 080 259
COMTECHS-MSU PTY. LTD.	078 403 460
CONKEN (NSW) PTY LTD	082 098 575
COPYFAX PTY LTD	050 159 012
CORPORATE TILING SERVICE PTY LTD	089 470 039
COSTAFISH PTY LTD	003 032 068
D & L MEATS PTY LTD	092 238 214
DELAYE PTY. LTD.	056 152 320
DELTIG FABRICATION PTY LTD	082 161 126
DENISE SHAW SWIM SCHOOL PTY LTD	080 339 000
DESIGNMATTERS AUSTRALIA PTY. LTD.	074 838 967
DEVON DOWNS PROPRIETARY LIMITED	004 498 471
D J & C T FRY PTY LTD	094 550 553
DURBRIDGE PTY. LTD.	050 431 993
EAGLEVIEW PTY. LTD.	008 098 404
EFFECTIVE FREIGHT MANAGEMENT PTY LTD	094 555 692
ELFIN PTY LTD	004 935 871
ENGOLD PTY. LTD.	092 863 404

Name of Company	ACN
ETHERIDGE PASTORAL CO PTY LTD	003 019 798
EVENLODE PTY. LIMITED	008 477 594
EXPERT OPERATORS PTY LTD	088 956 272
EZI-OFF CLEANING SERVICES PTY LTD	059 446 669
FINNEY WHELAN HOLDINGS PROPRIETARY LIMITED	061 043 089
FORESHORE MARINE (QLD) PTY LTD	091 844 398
FORTSON PTY LTD	064 968 467
FRAMELESS SCREENS 2000 PTY LTD	089 481 989
FRANCHISE SOLUTIONS PTY LTD	081 940 338
G. & L. COURIERS PTY. LTD.	087 191 071
GABRICHOSH PTY. LIMITED.	084 521 086
GEMDELL PTY. LIMITED	056 241 939
GLOBAL OASIS COMMUNICATIONS PTY. LIMITED	087 109 251
GRACEVILLE SQUASH COURTS PTY. LTD.	010 010 956
GRAND CRU 66 PTY. LTD.	080 416 502
HADIAH PTY. LTD.	006 340 469
HORSE HEALTH PRODUCTS (AUSTRALIA) PTY LTD	089 725 164
HUNTER-BELL PTY LIMITED	084 259 370
I.M.S.A. PTY LIMITED	076 632 749
I.T.R. SOLUTIONS PTY LIMITED	082 586 258
ICA MORTGAGE & FINANCE PTY LTD	073 699 984
INLINE HOME BUILDERS PTY. LIMITED	006 575 248
INTATRADE PTY LTD	094 085 613
IVYVIEW PTY. LTD.	010 946 184
J & C AND H & F PTY. LIMITED	082 771 024
JACOB INDUSTRIES PTY LTD	095 763 563
J C SERVICES AUSTRALIA PTY LTD	086 506 523
JETWIND PTY. LIMITED	003 494 139
JRV ELECTRONICS PTY. LTD.	006 498 184
KANDY KOLLECTIVE PTY LTD	093 807 679
KILLORAN NL	066 980 685
KRISROB PTY LTD	066 837 625

Name of Company	ACN
LA MODA HOMES PTY. LTD.	066 496 731
LA VIE AROMA PTY. LIMITED	084 205 103
LAWNIK INVESTMENTS PTY LTD	006 212 219
LENSUE PTY LTD	086 158 661
LOOP DOMAIN PTY LTD	096 391 669
M.C.L.F. ENTERPRISES PTY. LTD.	005 657 116
MACED HOLDINGS PTY. LIMITED	078 927 698
MADORMO ENTERPRISES PTY. LTD.	075 312 202
MANTROF BRICKLAYERS PTY. LIMITED	003 032 095
MARTIN B. & V. ENTERPRISES PTY. LIMITED	063 286 019
MATRENE PTY LTD	092 762 180
MIDLAND PTY LTD	080 284 788
MIMADO PTY LTD	002 051 818
M MALONEY & SON PTY LTD	002 273 001
MORRISSEY EXCAVATIONS PTY. LTD.	093 359 132
MOUNTAIN HIGH SECURITIES PTY LTD	092 525 258
MRH LOGISTICS PTY LTD	083 902 112
NELMIST PTY. LTD.	064 168 172
NEWELL MOTORS (TRUCKS) PTY LTD	000 608 364
NO. 11 ADELAIDE STREET PTY. LIMITED	004 689 409
NORDIC BLOCK PTY LTD	068 520 025
NOSSET PTY LTD	002 107 995
NTSECURITY PTY LTD	083 981 533
OXENFORD REALTY PTY. LTD.	052 871 397
OYNK PTY LTD	081 227 796
PAANANEN CONSULTING PTY. LTD.	072 997 669
PACAWELL PTY. LTD.	074 423 073
PAUL ENRIGHT PRODUCTIONS PTY LTD	077 518 337
PAVING INDUSTRIES (AUST) PTY. LTD.	090 795 994
PEERESS FINANCIAL SERVICES PTY LTD	003 001 858
QIMMA PTY LTD	002 174 085
QUESTA AUSTRALIA PTY. LTD.	008 196 165

Name of Company	ACN
R.W. STRAHAN & CO. PTY LTD	008 762 025
RAUL CORDERO PHYSIO PTY. LTD.	085 671 361
RECON SERVICES PTY LTD	093 669 660
RELATIONAL TRADING PTY. LTD.	055 881 555
RENT GUARD AUSTRALIA PTY. LTD.	083 258 691
R G COSIC ENGINEERING PTY LTD	090 430 041
RJS & HAS PROPERTY HOLDINGS PTY LTD	071 797 281
ROAD TRANSPORT EQUIPMENT HIRE & SALES PTY LTD	081 992 734
ROLLAC PTY LTD	009 060 468
ROSSLEE HOLDINGS PTY LTD	061 655 632
RUCAVA PTY. LIMITED	003 938 672
S & L SHEPLEY HAULAGE PTY LTD	082 052 793
SAIMAN PTY LTD	003 125 371
SAM'S POWER TOOLS PTY LTD	076 104 339
SANDRINA PTY LTD	090 880 416
SCANELEC PTY LTD	078 485 800
SCHRIEBER DESIGN SYSTEMS PTY. LTD.	078 647 033
SHARANN PTY LTD	009 589 495
SHIFT ANIMATION AND DESIGN PTY LTD	065 950 496
SHIFT ANIMATION AND VISUAL EFFECTS PTY LTD	074 612 507
SIMLOK PTY LTD	000 659 272
SOUTH GIPPSLAND HOTEL MOTEL PTY. LTD.	006 737 266
SSS CLEANING PTY. LTD.	081 501 822
STARSHOOT PTY. LTD.	006 933 400
STASCO PTY. LTD.	070 530 406
SUMIRA PTY LTD	080 562 849
SUNGOLD INTERNATIONAL PTY. LTD.	072 914 580
SUNSHINE WEST HOLDINGS PTY LTD	087 354 005
SUREFIRE BUILDING CERTIFIERS PTY LTD	096 009 086
T.K. ST. JAMES PROPRIETARY LIMITED	004 870 884
TANE INVESTMENTS PTY. LTD.	081 340 856
TERRACE TRADING PTY. LTD.	009 501 633

Name of Company	ACN
TIM ADAMS ELECTRICAL PTY. LIMITED	075 398 686
TODAY MANUFACTURING PTY LTD	050 402 947
TRILOGY COMPUTER SYSTEMS AUSTRALASIA PTY LTD	056 802 950
TRILOGY COMPUTER SYSTEMS PTY LTD	001 673 123
TRILOGY CORPORATION PTY LTD	002 561 524
TRILOGY CSI PTY LTD	095 984 062
TRYCOLE PTY LTD	003 354 167
U CONNECT PTY LIMITED	071 718 691
UNYCON PTY LTD	079 295 711
VARIOUS ENTERPRISES PTY LTD	089 263 829
WANDLEN PTY. LIMITED	078 004 556
WATERFRONT EXECUTIVE OFFICES (SYDNEY) PTY LTD	094 155 307
WAVE RADIO NET PTY. LTD.	079 959 961
WESTCOAST CORPORATE SERVICES PTY LTD	060 203 116
YELLOW ROSE PASTORAL COMPANY PTY LTD	090 937 465
YENDARB PTY LTD	000 096 248
ZAPARI HOLDINGS PTY LIMITED	091 890 587
4WD EQUIPMENT SA PTY LTD	008 273 032
4WD SYSTEMS AUSTRALIA PTY LTD	085 343 219