



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 741(1) — Exemption 01/1522**

Pursuant to subsection 741(1) of the Corporations Act 2001 (the Act) the Australian Securities and Investments Commission (ASIC) hereby exempts the person 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 — PERSON EXEMPTED

MIA Group Limited ACN 080 020 104 (issuer).

SCHEDULE B — CASES EXEMPTED

This exemption applies to an offer of securities for issue or sale made pursuant to the MIA Group Limited Share Option Plan (employee share scheme) which is:

- (a) 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
- (b) 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 (a);

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

- (c) 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 the issuer, securities of which have been quoted on the ASX throughout the 12 month period immediately preceding the offer without suspension during that period exceeding in total 2 trading days.
2. The offer must be made pursuant to the employee share scheme, extended only to persons (offerees) who at the time of the offer are:
 - (a) full or part-time employees or directors of the issuer or of associated bodies corporate of the issuer; or
 - (b) independent contractors or consultants who are engaged by the issuer, by an associated body corporate of the issuer or by an wholly-owned unit trust of the issuer, who:
 - (i) have worked for the issuer, an associated body corporate of the issuer or a wholly-owned unit trust of the issuer for more than one year;
 - (ii) have a minimum contract period of 5 years with the issuer, an associated body corporate of the issuer or a wholly-owned unit trust of the issuer; and
 - (iii) have received 70% or more of their income in the preceding year from the issuer, an associated body corporate of the issuer or a wholly-owned unit trust of

the issuer.

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3. The employee share scheme must not involve:
 - (a) a contribution plan; or
 - (b) any offer, issue or sale being made through a trust.
4. The offer must be in writing (the offer document) and:
 - (a) the offer document must include or be accompanied by a copy, or a summary, of the rules of the employee share scheme pursuant to which the offer is made;
 - (b) if the offer document includes or is accompanied by a summary (rather than a copy) of the rules of the employee share scheme, the offer document must include an undertaking that during the period or periods during which the offeree may acquire the shares offered or subject to the option (the offer period), the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of 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, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as the shares offered or subject to the option; and
 - (ii) where either paragraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
 - (e) if the issuer or any associated body corporate of it offers the offeree any loan or other financial assistance for the purpose of acquiring the shares offered or subject to the option, the offer document must disclose the conditions, obligations and risks associated with such loan or financial assistance.
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:

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- (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 Australia, 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).
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.

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

Dated 6th December 2001



Signed by Ben Ghosh
as delegate of the Australian Securities and Investments Commission

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

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TO: Wesfarmers Securities Management Limited, ACN: 095 800 212 ("the Licensee")
11th Floor, Wesfarmers House
40 The Esplanade
Perth WA 6000

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 207829 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 06th day of December 2001

Signed 

Leigh-Anne Perillo, a delegate of the Australian Securities and Investments Commission

01/1524

Australian Securities and Investments Commission

Corporations Act 2001 — Subsections 283GA(1), 601QA(1) and 741(1) — Exemption

Pursuant to subsections 283GA(1) and 741(1) of the Corporations Act 2001 (the Act) the Australian Securities and Investments Commission (ASIC) hereby exempts the 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.

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

SCHEDULE A

Moldflow Corporation, a company incorporated in the United States of America (the "issuer"), and any person acting for or on behalf of the issuer.

SCHEDULE B

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 NASDAQ National 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) and (b);
- which is made pursuant to The Moldflow Corporation Employee Stock Purchase Plan ("employee share scheme") which involves a contribution plan, and which meets the 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

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 are of the issuer, securities of which have been quoted on the NASDAQ National Market throughout the 20 month period, immediately preceding the offer, without suspension during that period exceeding in total 3 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 shares offered or subject to the option (offer period), the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of those rules, terms and conditions;
 - (c) the offer document must specify in respect of the shares offered or subject to the option:
 - (i) the acquisition price in Australian dollars 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, the Australian dollar or Australian dollar equivalent of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as 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;
 - (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:

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- (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 Act 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

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

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 the 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. The cessation will be effective as soon as practicable after that election is made, whereupon no further deductions from wages or salary shall be made, and all remaining money deposited with 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 of the option.
- 6 The current market price of a share shall be taken as the price published by the New York Stock Exchange as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated 5 December 2001

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



ASIC 01/1532

Australian Securities & Investments Commission

**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 company ("Company") mentioned in Schedule A relieving the Company from compliance with the requirements of paragraph 319(3)(b) of the Act, relating to the lodging with ASIC of the Company's financial report and directors' report for the financial year ended 30 June 2001, until 31 December 2001, subject to the condition stated in Schedule B;

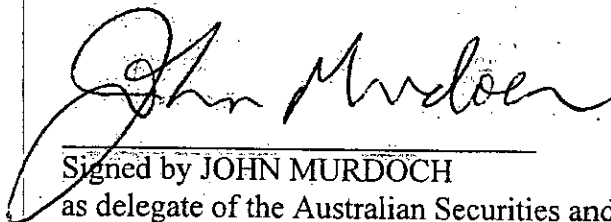
Schedule A

Broome International Airport Holdings Pty Ltd (ACN 009 197 031)

Schedule B

Shareholders of the Company are notified by mail by 10 December 2001, 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 30 November 2001



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

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

01/1533

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

1. item 2(d)(ii) of section 611 was omitted and the following paragraph substituted:
 - "(ii) subject only to one or both of the following:
 - (A) any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2);
 - (B) the condition referred to in paragraph 625(3)(c)"
2. item 3(d)(ii) of section 611 was omitted and the following paragraph substituted:
 - "(ii) subject only to any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2)."
3. paragraph 617(2) was modified by omitting the words:

"the bid may extend to securities that come to be in the bid class during the offer period due to a conversion or exercise of the rights."

and substituting the words:

"the bid may extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to a conversion or exercise of the rights.";
4. paragraph 620(2)(b) was omitted and the following paragraph substituted:
 - "(ba) if the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is subject to a defeating condition at the time that the bidder is given the necessary transfer documents - by the end of whichever of the following periods ends earlier:
 - (i) within one month after the takeover contract becomes unconditional;
 - (ii) 21 days after the end of the offer period; or
 - (bb) if the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is unconditional at the time that the bidder is given the necessary transfer documents - by the end of whichever of the following periods ends earlier:
 - (i) one month after the bidder is given the necessary transfer documents;
 - (ii) 21 days after the end of the offer period; or"
5. paragraph 620(2)(c) was modified by adding at the end of the paragraph the following words:

"but if at the time the bidder is given the necessary transfer documents the takeover contract is still subject to a condition which relates to the occurrence of an event or circumstance referred to in subsection 652C(1), 652C(2) or 625(3)(c), within 21 days after the takeover contract becomes unconditional."
6. items 2, 3 and 5 of the table contained in subsection 633(1) were modified by adding at the end of the entry in the left hand column for each item the following words:

"The bidder's statement and offer document need not include the name and address of the holders of bid class securities, the date of the proposed offer or any other date that is related to or dependent on that date, or the details referred to in subparagraphs 636(1)(k)(ii) and 636(1)(l)(ii) or details of transactions required to be disclosed under subparagraphs 636(1)(h) and 636(1)(i) from the period between the date of the bidder's statement and the date of the bid.
If this information is not included in the bidder's statement and offer document, the bidder must:

 - include this information in the bidder's statement and offer document sent under item 6; and
 - send to the target a copy of the bidder's statement sent under item 6.";
7. paragraph 630(4) was modified by omitting the words "publishing" and "publish" and substituting in their place "giving" and "give" respectively;
8. paragraph 636(1)(j) was modified by omitting the words "during the offer period" and substituting "during the period from the date set by the bidder under subsection 633(2) to the end of the offer period";
9. paragraph 636(1)(k) was modified by the insertion of the following subparagraph after subparagraph 636(1)(k)(ii):

- “(iii) the number of securities in the class that the bidder had a relevant interest in immediately before the bidder’s statement is lodged with ASIC (expressed as a number of securities or as a percentage of the total number of securities in the class)”.
10. paragraph 636(1)(I) was omitted and the following paragraph substituted:
“(I) for an off-market bid - the bidder’s voting power in the target:
(i) as at the date of the bidder’s statement; and
(ii) as at the date immediately before the first offer is sent.”
11. the first sentence of paragraph 650C(2) was omitted and the following sentence substituted:
“If the bid is subject to a defeating condition, the bidder may only extend the offer period after the notice under subsection 630(3) has been given if one of the following happens after the notice has been given:”
12. paragraph 650F(1)(a) was omitted and the following paragraph substituted:
“(a) if the condition relates only to the occurrence of an event or circumstances referred to in subsection 652C(1) or (2) - not later than 3 business days after the end of the offer period; or”
13. paragraph 650G(b) was omitted and the following paragraph substituted:
“(b) the bidder has not declared the offers to be free from the condition in accordance with section 650F.”
14. paragraph 650G(c) was omitted and the following paragraph substituted:
“(c) the condition has not been fulfilled:
(i) except as provided in subparagraph (ii), at the end of the offer period; or
(ii) in the case of an event or circumstance referred to in subsection 652C(1) or (2), within 3 business days after the end of the offer period.”

SCHEDULE A

National Foods Milk Limited ABN 051 195 272 (“Bidder”).

SCHEDULE B

The takeover bid by the Bidder for all the ordinary shares in The King Island Company Limited ABN 36 006 658 500 in respect of which a bidder’s statement is to be lodged with the Commission on or about the date of this instrument.

Dated this 30th November 2001

Signed:



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

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

01/1534

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

1. item 2(d)(ii) of section 611 was omitted and the following paragraph substituted:
 - "(ii) subject only to one or both of the following:
 - (A) any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2);
 - (B) the condition referred to in paragraph 625(3)(c)"
2. item 3(d)(ii) of section 611 was omitted and the following paragraph substituted:
 - "(ii) subject only to any conditions that relate only to the occurrence of an event or circumstance referred to in subsection 652C(1) or (2)."
3. paragraph 617(2) was modified by omitting the words:

"the bid may extend to securities that come to be in the bid class during the offer period due to a conversion or exercise of the rights."

and substituting the words:

"the bid may extend to securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to a conversion or exercise of the rights.";
4. paragraph 620(2)(b) was omitted and the following paragraph substituted:
 - "(ba) if the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is subject to a defeating condition at the time that the bidder is given the necessary transfer documents - by the end of whichever of the following periods ends earlier:
 - (i) within one month after the takeover contract becomes unconditional;
 - (ii) 21 days after the end of the offer period; or
 - (bb) if the bidder is given the necessary transfer documents after the acceptance and before the end of the bid period and the offer is unconditional at the time that the bidder is given the necessary transfer documents - by the end of whichever of the following periods ends earlier:
 - (i) one month after the bidder is given the necessary transfer documents;
 - (ii) 21 days after the end of the offer period; or"
5. paragraph 620(2)(c) was modified by adding at the end of the paragraph the following words:

"but if at the time the bidder is given the necessary transfer documents the takeover contract is still subject to a condition which relates to the occurrence of an event or circumstance referred to in subsection 652C(1), 652C(2) or 625(3)(c), within 21 days after the takeover contract becomes unconditional."
6. items 2, 3 and 5 of the table contained in subsection 633(1) were modified by adding at the end of the entry in the left hand column for each item the following words:

"The bidder's statement and offer document need not include the name and address of the holders of bid class securities, the date of the proposed offer or any other date that is related to or dependent on that date, or the details referred to in subparagraphs 636(1)(k)(ii) and 636(1)(l)(ii) or details of transactions required to be disclosed under subparagraphs 636(1)(h) and 636(1)(i) from the period between the date of the bidder's statement and the date of the bid.
If this information is not included in the bidder's statement and offer document, the bidder must:

 - include this information in the bidder's statement and offer document sent under item 6; and
 - send to the target a copy of the bidder's statement sent under item 6.";
7. paragraph 630(4) was modified by omitting the words "publishing" and "publish" and substituting in their place "giving" and "give" respectively;
8. paragraph 636(1)(j) was modified by omitting the words "during the offer period" and substituting "during the period from the date set by the bidder under subsection 633(2) to the end of the offer period";
9. paragraph 636(1)(k) was modified by the insertion of the following subparagraph after subparagraph 636(1)(k)(ii):

- “(iii) the number of securities in the class that the bidder had a relevant interest in immediately before the bidder’s statement is lodged with ASIC (expressed as a number of securities or as a percentage of the total number of securities in the class)”.
10. paragraph 636(1)(l) was omitted and the following paragraph substituted:
“(l) for an off-market bid - the bidder’s voting power in the target:
(i) as at the date of the bidder’s statement; and
(ii) as at the date immediately before the first offer is sent.”
11. the first sentence of paragraph 650C(2) was omitted and the following sentence substituted:
“If the bid is subject to a defeating condition, the bidder may only extend the offer period after the notice under subsection 630(3) has been given if one of the following happens after the notice has been given:”.
12. paragraph 650F(1)(a) was omitted and the following paragraph substituted:
“(a) if the condition relates only to the occurrence of an event or circumstances referred to in subsection 652C(1) or (2) - not later than 3 business days after the end of the offer period; or”
13. paragraph 650G(b) was omitted and the following paragraph substituted:
“(b) the bidder has not declared the offers to be free from the condition in accordance with section 650F.”
14. paragraph 650G(c) was omitted and the following paragraph substituted:
“(c) the condition has not been fulfilled:
(i) except as provided in subparagraph (ii), at the end of the offer period; or
(ii) in the case of an event or circumstance referred to in subsection 652C(1) or (2), within 3 business days after the end of the offer period.”

SCHEDULE A

National Foods Milk Limited ABN 63 051 195 272 (“Bidder”).

SCHEDULE B

The takeover bid by the Bidder for options over unissued ordinary shares in The King Island Company ABN 36 006 658 500 in respect of which a bidder’s statement is to be lodged with the Commission on or about the date of this instrument.

Dated this 6th day of December 2001

Signed: *Merinda Northrop*.....

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

Australian Securities & Investments Commission

Corporations Act 2001— Subsection 655A(1) and 669(1) – Declaration 01/1535

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

1. section 605 was modified by inserting the following after subsection 605(2):
"605(3) For the purposes of this Chapter and Chapters 6A and 6C, options are not to be taken to be a different class of securities than other options merely because of differences in the exercise price or exercise dates of the options."
2. subsection 619(2) was modified by deleting the period at the end of paragraph (e) and inserting the following additional paragraph:
"(f) any differences in the offers attributable to the fact that the offers relate to options which have different exercise prices or different exercise dates."

And pursuant to subsection 669(1) of the Act ASIC declares that Chapter 6A of the Act applies in relation to the persons specified in Schedule A in the case specified in Schedule B as if:

3. subparagraph 661A(1)(b)(i) was varied by inserting the words "then extant" after the words "bid class".
4. subparagraph 661A(1)(b)(ii) was varied by inserting the words "then extant" after the words "under the bid".

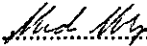
SCHEDULE A

National Foods Limited ABN 63 051 195 272 ("Bidder")

SCHEDULE B

The takeover bid by the Bidder for options over unissued ordinary shares in The King Island Company (ACN 006 658 500) in respect of which a bidder's statement is to be lodged with the Commission on or about the date of this instrument.

Dated this 6th day of December 2001

Signed by: 

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

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

01/1536

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

Any person who makes an offer of shares in Fisher & Paykel Appliances Holdings Limited ARBN 098 026 263 (the issuer) or units of those shares for issue or sale of the kind referred to in Schedule B.

SCHEDULE B — CASES EXEMPTED

This exemption applies to:

- (a) an offer for issue or sale of units of fully paid shares in the issuer 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 ASX or the New Zealand Stock Exchange (NZSE) 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 of the issuer must be in a class which have been quoted on:
 - (a) the ASX throughout the 12 month period immediately preceding the offer, without suspension during that period exceeding in total 2 trading days; or
 - (b) the NZSE either:
 - (i) in the case of offers made before 36 months has elapsed since the shares are first quoted on a stock market of that exchange - throughout the entire period since that first quotation without suspension exceeding in total 5 trading days none of which falls within the period of 3 months from the date of first quotation; or
 - (ii) otherwise - throughout the 36 month period immediately preceding the offer without suspension exceeding in total 5 trading days.
2. Any offers made during the 3 month period after the securities of the issuer are first quoted on NZSE ("the interim period") must be made on the basis that the offers are not capable of acceptance until the expiration of the interim period.
3. 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.

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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 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 Australia, an associated body corporate of the issuer which does so have a registered office) will, within a reasonable period of the offeree so requesting, provide the offeree without charge with a copy of 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 units of shares to which the offer relates is determinable at some future time by reference to a formula, the Australian dollar value or an equivalent to the Australian dollar value of the acquisition price were that formula applied as at the date of the offer;
 - (d) the offer document must include an undertaking that, and an explanation of the way in which, the issuer (or, in the case of an issuer which does not have a registered office in Australia, an associated body corporate of the issuer which does so have a registered office) will, during the offer period, within a reasonable period of the offeree so requesting, make available to the offeree the following information:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as 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
 - (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.
5. 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 Australia; or
 - (d) 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.
6. 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:

01/1536

- (i) direct the trustee or representative how the voting rights attaching to the shares shall be exercised, either generally or in any particular case; 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;
- (d) 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 Australia, 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.

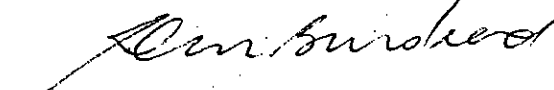
Interpretation

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 Law).
- 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 The current market price of a share shall be taken as the price published by the principal exchange on which the share is quoted as the final price for the previous day on which the share was traded on the stock market of that exchange.

Dated the 5th day of December 2001



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

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

01/1537

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

1. subsection 12(2)(a) were modified by:
 - (a) in subparagraph 12(2)(a)(iii) inserting "or" after the semicolon; and
 - (b) inserting the following paragraph after subparagraph 12(2)(a)(iii);
 - "(iv) a body corporate with all of its voting shares held by natural persons and held by those persons in the same proportions as are held by them in the primary person."
2. section 610 were modified by inserting the following new subsections after subsection 610(3):

"610(3A) Subject to subsection 610(3B), subsection (3) does not apply to an acquisition of an interest in securities by a body corporate (the *primary body corporate*) from another body corporate (the *second body corporate*) where, immediately before the acquisition, the second body corporate is a body corporate with all of its voting shares held by natural persons and held by those persons in the same proportions as are held by them in the primary body corporate.

610(3B) Subsection (3A) does not apply if, as a result of the acquisition, the voting power of a person in the company that issued the voting shares referred to in subsection (3)(b), other than the primary body corporate referred to in subsection (3A), increases."

SCHEDULE A

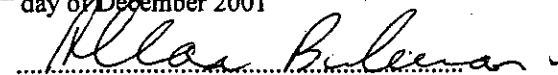
Quilta Assets Holdings Pty Ltd (ACN 087 547 439) ("the Company")

SCHEDULE B

The restructure of a group of bodies corporate, including Lasseters Holdings Limited ACN 078 624 192 and its subsidiaries, Lasseters Corporate Limited ACN 083 201 923, Lasseters Casino Pty Ltd, Ford Dynasty Pty Ltd, and the Company, to occur on or about the date of this instrument substantially in the manner described to the Commission by letter dated 2 November 2001.

Dated this 10th day of December 2001

Signed by:



Allan Bulman

as a delegate of the Australian Securities and Investments Commission

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

01/1538

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 to holders of fully paid ordinary shares in Touchcorp Limited ABN 90 087 715 955 ("Touchcorp") in the case referred to in Schedule A as if item 10 of section 611 of the Act was modified by adding the words at the end of the item:

This extends to an acquisition that results from an issue of securities that would otherwise satisfy the above conditions but where the offers are made to every person who holds securities in a particular class ("Shareholder") to issue the Shareholder (or their nominee) the percentage of the securities to be issued that is the same as the percentage of the securities in the class the Shareholder holds before the issue, and the Shareholder acquires the securities in their capacity as a Shareholder (and not as nominee of another Shareholder).

Schedule A

The pro-rata offer by Touchcorp of 1 fully paid ordinary share in Touchcorp for every existing fully paid share to all shareholders of Touchcorp or their nominees, on or about 15 December 2001.

Dated this 10th day of December 2001.

Signed: *Sarala Fitzgerald*

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

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

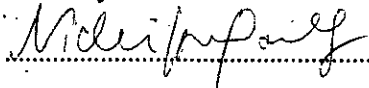
01/1539

TO: Hull Trading Australia Pty Ltd, ACN: 087 036 100 ("the Licensee")
Level 48, Governor Tower
1 Farrer Place
Sydney NSW 2000

Pursuant to paragraph 825(a) of the Corporations Act, the Australian Securities and Investments Commission hereby revokes Licence Number 188953 held by the Licensee with effect from when this order is served on the Licensee.

Dated this 11th day of December 2001

Signed

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Nicki Konstantopoulos, a delegate of the Australian Securities and Investments Commission

**Australian Securities & Investments Commission
Corporations Act 2001 – Subsection 655A(1) – Declaration**

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

1. subsection 650B(1) was modified by:
 - (a) in subparagraph 650B(1)(h) replacing the full stop with "; or"; and
 - (b) inserting the following paragraph after subparagraph 650B(1)(h):
 - "(i) by increasing a cash sum offered subject to the fulfilment of the condition that, during, or at the end of, the offer period the bidder and its associates have relevant interests in at least 90% (by number) of the securities in the bid class."
2. section 650B was modified by inserting the following subsection after subsection 650B(1):

"650B(1A)

 - (a) The bidder may free its offer under subparagraph 650B(1)(i) from the condition only by giving a notice declaring the offer to be free from the condition not less than 7 days before the end of the bid period.
 - (b) The notice given under subparagraph 650B(1A)(a) must:
 - (i) state that the offers are free from the condition; and
 - (ii) specify the bidder's relevant interest in the securities in the bid class.
 - (c) The notice prepared under subsection 650D(1) in respect of a variation to an offer made under subparagraph 650B(1)(i) must specify a date which is no less than 7 days before the end of the offer period for giving a notice and on that date the bidder must give a notice that states:
 - (i) whether the offers are free of the condition;
 - (ii) whether, so far as the bidder knows, the condition was fulfilled on the date the notice is given; and
 - (iii) the bidder's relevant interest in the securities in the bid class.The bidder must comply with this subparagraph whether or not the bidder has given a notice under subparagraph 650B(1A)(a) or (d).
 - (d) If the offer period is extended by a period:
 - (i) the date for giving the notice under subparagraph (c) is taken to be postponed for the same period; and
 - (ii) as soon as practicable after the extension, the bidder must give a notice that states:
 - (A) the new date for giving the notice of the status of the condition; and
 - (B) whether the offers have been freed from the condition under subparagraph 650B(1)(i) and, whether, so far as the bidder knows, the condition has been fulfilled on the date the notice under this subparagraph is given.
 - (e) If the condition in subparagraph 650B(1)(i) is fulfilled (so that the offers become free of the condition) during the bid period but before the date for giving the notice on the status of the condition, the bidder must give as soon as practicable a notice that states the condition has been fulfilled.
 - (f) A notice under this subsection is given by:
 - (i) giving the notice to the target; and
 - (ii) for quoted securities – giving the notice to the relevant securities exchange; and
 - (iii) for unquoted bid class securities – lodging the notice with ASIC."
3. in subsection 650B(2A), inserting the following paragraph:

"(c) if the improved consideration is subject to a condition in accordance with subparagraph 650B(1)(i), the person is not entitled to receive the improved consideration until the later of:
 - (i) 7 days after the earlier of:
 - (A) the condition being fulfilled; or
 - (B) the bidder freeing the offer of the condition; and
 - (ii) the time applicable under paragraph (a)."

SCHEDULE A

Kreglinger Australia Pty Limited (ACN 000 006 557) ("Bidder")

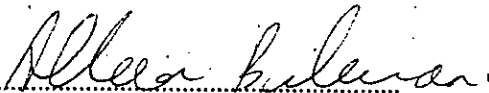
SCHEDULE B

The takeover bid by the Bidder for all the ordinary shares in Pipers Brook Vineyard Limited ACN 009 499 754 in

01/1546

respect of which a bidder's statement dated 29 October 2001 has been lodged with the Commission.
Dated this 10th day of December 2001

Signed by:



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

CORPORATIONS ACT 2001

SUBSECTION 340(1)

01/1547

ORDER

PURSUANT to subsection 340(1) of the Corporations Act 2001 ("Act"), the AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION ("ASIC") hereby makes an ORDER in respect of

PNDT PTY LTD
ACN 008 946 969 ("the Company")

relieving the Company from compliance with the requirements of sub-section 301(1) of the Act in relation to the financial year ended 30 June 2001.

Conditions

The grant of this Order is subject to the following conditions:

- (i) all of the directors of the Company must have resolved that the Company's financial report for the year ended 30 June 2001 should not be audited;
- (ii) all of the shareholders of the Company must have resolved that the Company's financial report for the year ended 30 June 2001 should not be audited;
- (iii) the Company lodges with ASIC its financial report for the year ended 30 June 2001 in accordance with subsection 319(1) of the Act by the due date under subsection 319(3) of the Act;
- (iv) in the directors' report for the year ended 30 June 2001, the directors state that the financial statements for that financial year have not been audited, in reliance on this exemption, and that the requirements of this exemption have been complied with; and
- (v) the directors of the Company must have caused the year-end financial statements and notes to the financial statements of the Company to be compiled by a Professional Accountant in accordance with the Miscellaneous Professional Statement "APS 9: Statement on Compilation of Financial Reports" ("APS 9"). The financial statements and notes to the financial statements must be accompanied by a compilation report by the Professional Accountant in accordance with APS 9. [A Professional Accountant is a member of either the Australian Society of Certified Practising Accountants, the Institute of Chartered Accountants in Australia or a member of a body that is approved by ASIC for this purpose.]

Dated the 10th day of December 2001



Allan Ausbruch
As delegate of the Australian Securities and Investments Commission



ASIC 01/1548
Australian Securities & Investments Commission

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

Pursuant to subsection 196(1) of the Corporations Act 2001 (the "Act") the Australian Securities and Investments Commission hereby declares that a director of the public company specified in Schedule A (the "Company") may, notwithstanding the director's material personal interest in the matter referred to in Schedule B (the "Matter"):

- (a) be present at a meeting of the board of directors of the Company while the Matter is being considered; and
- (b) vote on the Matter.

SCHEDULE A


Newcrest Mining Limited ACN 005 683 625

SCHEDULE B

The execution by the Company of a deed relating to the provision of retirement benefits to one or more directors of the Company, where:

- (a) the provision of the retirement benefits is permitted under the Company's Constitution; and
- (b) section 200B of the Act does not apply to the retirement benefits.

Dated this 11th day of December 2001

Signed by 
Woo Lim Ang
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001
SECTION 340
ORDER

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

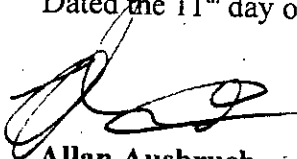
SCHEDULE 1

CJ Ord River Sugar Pty Limited ACN 065 158 385

SCHEDULE 2

- (a) The Relevant Financial Year shall be the nine month period ending 31 December 2001
- (b) The notes to the financial report of the company for the Relevant Financial Year includes a brief statement as to the relief provided by this Order.

Dated the 11th day of December 2001



Allan Ausbruch

As delegate of the Australian Securities and Investments Commission