



Commonwealth of Australia



ASIC

Australian Securities &  
Investments Commission

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## Contents

### Notices under the Corporations Act 2001

03/0748

03/0756

03/0757

03/0758

### Change of company status

#### RIGHTS OF REVIEW

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

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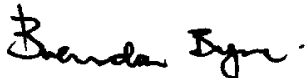
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03 / 07 48

**Australian Securities and Investments Commission  
Corporations Act 2001 - Paragraph 992B(1)(b) - Exemption**

Under paragraph 992B(1)(b) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission hereby exempts each financial services licensee that is a natural person ("the licensee") from subsection 989B(1) of the Act to the extent that it requires the licensee to include in a profit and loss statement any revenues and expenses that do not relate to a financial services business carried on by the licensee.

Dated this 22nd day of August 2003



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

**03 / 0756****Australian Securities and Investments Commission  
Corporations Act 2001 Subsection 259C(2) Exemption**

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

1. The conditions, in paragraphs (a), (b) and (c) below, relate only to those NAB shares and units of NAB shares in circumstances where, but for this exemption, their issue or transfer to a controlled entity would contravene section 259C of the Act:
  - (a) NAB and its controlled entities do not exercise votes attaching to NAB shares nor control or influence the exercise of votes attached to NAB shares.
  - (b) All acquisitions by NAB's controlled entities in NAB's shares, other than by way of a new issue, may only be made:
    - (i) at an official meeting of a prescribed financial market; or
    - (ii) as a result of a transaction between NAB's controlled entities, for funds which are managed by NAB's controlled entities.
  - (c) A controlled entity does not acquire NAB shares, by way of a new issue, unless participation in the issue is approved by NAB shareholders or the issue satisfies one of the following exceptions in Australian Stock Exchange Limited ("ASX") Listing Rule 7.2:
    - (i) participation in a pro rata issue;
    - (ii) the issue of shares pursuant to a takeover offer; or
    - (iii) an issue under a dividend reinvestment plan;or the issue occurs on the conversion of convertible securities which were issued in the circumstances outlined in sub-paragraphs (i) to (iii) above.
2. The aggregated percentage of voting shares in NAB, in respect of which its controlled entities have the power to control voting or disposal of, does not exceed 5% of NAB's voting shares.

**03 / 07 56**

3. In calculating the percentage referred to in paragraph 2, include those NAB shares underlying a derivative, where the terms of the derivative give a NAB controlled entity power to control the vote attached to the underlying share.
4. Commencing on the date of this exemption and every 14 days from the date of the most recent notice given under either paragraph 4 or 5, NAB announces to ASX for release to the market conducted by ASX, the aggregated percentage total of the following NAB voting shares:
  - (a) NAB voting shares in respect of which NAB controlled entities have the power to control voting or disposal; and
  - (b) NAB voting shares underlying derivatives held by NAB controlled entities,as a percentage of the total number of NAB voting shares on issue.
5. Commencing on the date of this exemption, NAB announces to ASX for release to the market conducted by ASX, any change of 1% or more in the aggregated percentage total referred to in paragraph 4, from the most recent notice given under either paragraph 4 or 5. Disclosure under this paragraph must be made before the end of 1 business day after the day on which NAB became aware of the change.
6. In making any announcement pursuant to paragraph 4 or 5, NAB is required to comply with subsection 671B(3) of the Act as though the announcement was a notice of a change in substantial holding.
7. Commencing on the date of this exemption, NAB maintains, or causes to be maintained, records of trading by its controlled entities in NAB shares and in derivatives with NAB shares as the underlying shares.
8. NAB retains, or causes to be retained, the records of trading, referred to in paragraph 7, for a period of 12 months from the date of each trade.
9. NAB makes the records referred to in paragraph 7 available for inspection to ASIC, or a financial market on which NAB shares or derivatives are listed, during business hours and within 1 business day upon receipt of a written request for access.
10. The conditions in paragraphs (a) and (b) below, only relate to statutory funds which represent investments of mixed participating and non-participating traditional life insurance business.
  - (a) The investment of a statutory fund in shares in NAB, as a percentage by value of the investment allocation of the statutory fund in listed Australian shares, is required to be maintained as close as practicable to the weighting of shares in NAB in the ASX 200 Index. In any event:

**03 / 0756**

- (i) the difference must not be more than 5% of that value; and
  - (ii) if the difference at any time is more than 1% of that value, it must be reduced within 14 days to not more than 1% of that value.
- (b) NAB must, after the preparation of the relevant life company's annual report, notify ASIC of any change, exceeding 20% of the value of the fund, in the mix of participating and non-participating business written out of the fund, from the mix disclosed in the previous annual report.
11. Conditions 1 to 9 and 10(b) do not apply to the issue or transfer of units of shares of NAB where the issue or transfer involves investing in an independent prescribed interest or managed investment scheme ("Scheme") which in turn invests in NAB shares so long as:
- (a) the Scheme is not controlled by NAB or any of its controlled entities; and
  - (b) neither NAB nor its controlled entities control or influence the decision making processes in the Scheme, other than voting their units in a meeting of unitholders.
12. Condition 10(a) does not apply to the issue or transfer of units of shares of NAB where the issue or transfer involves investing in a prescribed interest or managed investment scheme which in turn invests in NAB shares, so long as neither NAB nor its controlled entities control or influence the portfolio construction decision making processes in that scheme with respect to the purchase or sale of NAB shares, other than voting their units in a meeting of unitholders.

This exemption shall remain effective, unless otherwise revoked, until 1 May 2005.

**Schedule A**

National Australia Bank Limited ACN 004 044 937

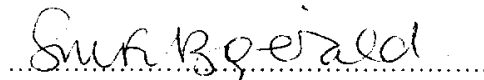
**Schedule B**

1. The issue or transfer of shares or units of NAB to, or in trust for, statutory funds of National Australia Financial Management Limited and MLC Limited (ACN 000 000 402) (the "Controlled Entities") which carry on the life insurance business of providing investment linked benefits (as referred to in section 31(b) of the *Life Insurance Act 1995 (Cth)*). This exemption does not exempt from section 259C of the Act any issue or transfer of shares or units of shares of NAB to, or in trust for, any portion of a shareholder retained profits account of an investment linked statutory fund of the Controlled Entities which is in excess of solvency requirements.

03 / 0756

2. The issue or transfer of shares or units of shares in NAB to, or in trust for, any managed investment scheme which has a controlled entity of NAB as a trustee or responsible entity.
3. The issue or transfer of shares or units of NAB to, or in trust for, statutory funds of MLC Lifetime Company Limited (ACN 000 000 420) which represent investments of mixed participating and non-participating traditional life insurance business.

Dated the 25<sup>th</sup> day of August 2003



Signed by Sarala Miranda Fitzgerald  
as delegate of the Australian Securities and Investments Commission

03 / 0757

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

Pursuant to paragraph 741(1)(b) of the Corporations Act 2001 ("the Act") the Australian Securities and Investments Commission ("ASIC") hereby revokes ASIC Instruments 03/0719 and 03/0720 and hereby declares that Chapter 6D applies to the persons specified in Schedule A in the case specified in Schedule B as if section 707 were modified or varied by omitting subsections 707(3) and (4) and substituting the following subsections:

- "(3) An offer of a body's securities for sale within 12 months after their issue 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."

**SCHEDULE A**

Any person who makes an offer:

- (a) of ordinary shares of Hanson Building Materials Plc ("**HBM**") ("**HBM Shares**") for sale; or
- (b) of equitable interests in HBM Shares (described in the ASTC operating rules as CHESS Depository Interests) ("**HBM CDI's**") for sale.

**SCHEDULE B**

Offers of HBM Shares or HBM CDI's for sale within 12 months after HBM Shares are issued by HBM, as described in an Explanatory Statement issued by Hanson plc in August 2003 for a compromise or arrangement between Hanson Plc and its members under section 425 of the Companies Act 1985 (UK) ("**UK Companies Act**") where:

1. The offer for sale of HBM Shares or HBM CDI's does not occur prior to quotation of HBM CDI's on the financial market operated by Australian Stock Exchange Limited ("**ASX**").
2. The following documents are provided to ASX for release to the market prior to the time that HBM CDI's are first quoted on the financial market operated by ASX:

03 / 0757

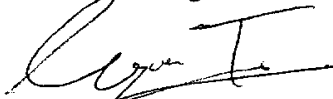
- (a) Notice of Meeting and accompanying Explanatory Statement for a compromise or arrangement between Hanson Plc and its members under section 425 of the UK Companies Act; and
- (b) HBM Listing Particulars prepared in accordance with the Listing Rules of the United Kingdom Listing Authority and the Financial Services and Markets Act 2000 (UK).

**Interpretation**

“ASTC” means ASX Settlement and Transfer Corporation Pty Limited.

In this instrument references to a person offering securities or products includes a reference to the person inviting applications for the securities or products.

Dated: 20 August 2003



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



**03 / 07 58****Australian Securities and Investments Commission  
Corporations Act – Paragraph 655A(1)(a) - Exemption**

Pursuant to paragraph 655A(1)(a) of the Corporations Act ("Act"), the Australian Securities and Investments Commission ("ASIC") exempts the person named in Schedule A ("Bidder") from compliance with paragraph 629(1)(b) of the Act in the case referred to in Schedule B, insofar as that provision prohibits the Bidder from making a takeover offer subject to the defeating conditions specified in Schedule C where the fulfilment of those conditions depends on the happening of an event that is within the sole control of, or is a direct result of action by, an associate of the Bidder, on condition that:

- (a) if Trans Tasman Properties Limited ("TTPL"), a company incorporated and registered in New Zealand and listed on the New Zealand Exchange ("NZX"), does not obtain a waiver of listing rules 9.1.1 of NZX Listing Rules, a meeting of shareholders of TTPL to consent, pursuant to that listing rule, to the takeover bid referred to in Schedule B will be held during the bid period; and
- (b) if SEA Holdings Limited ("SEA"), a company incorporated and registered in Bermuda and listed on the Stock Exchange of Hong Kong ("HKSX"), does not obtain a waiver of listing rule 14.10 of HKSX Listing Rules, a meeting of shareholders of SEA to consent, pursuant to that listing rule, to the takeover bid referred to in Schedule B will be held during the bid period; and
- (c) the Bidder's Statement issued in relation to the takeover bid referred to in Schedule B will include an explanation of the effect of this relief.

**SCHEDULE A**

Trans Tasman Properties (AGP) Pty Limited ACN 003 440 079

**SCHEDULE B**

A takeover bid by the Bidder for all the issued shares in Australian Growth Properties Limited ACN 003 354 443 in respect of which a bidder's statement is to be lodged with ASIC on or about the date of this instrument.

**SCHEDULE C**

The offer and any contract that results from its acceptance are each conditional on the following occurring during the bid period:

- (a) the operator of the NZX granting to TTPL a waiver of listing rule 9.1.1 of the NZX Listing Rules in relation to takeover bid referred to in Schedule B; or
- (b) the shareholders of TTPL approving the takeover bid referred to in Schedule B, in accordance with listing rule 9.1.1 of the NZX Listing Rules; and
- (c) the operator of the HKSX granting to SEA a waiver of listing rule 14.10 of the HKSX Listing Rules in relation to the takeover bid referred to in Schedule B; or

03 / 07 58

- (d) the shareholders of SEA approving the takeover bid referred to in Schedule B, in accordance with listing rule 14.10 of the HKEX Listing Rules.

Dated this 21<sup>th</sup> day of August 2003.



Signed by Rachel Howitt

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.

**AQUAPONICUS INTERNATIONAL LTD**

ACN 096 544 786 will change to a proprietary company limited by shares. The new name will be AQUAPONICUS INTERNATIONAL PTY LTD ACN 096 544 786.

**CAPITAL RESOURCE GROUP PTY LTD**

ACN 090 422 665 will change to a public company limited by shares. The new name will be CAPITAL RESOURCE GROUP LIMITED ACN 090 422 665.

**M.M. & R. MORTGAGE NOMINEES LTD** ACN 005 537 726 will change to a proprietary company limited by shares. The new name will be M.M. & R. MORTGAGE NOMINEES PTY.LTD. ACN 005 537 726.

**NORWOOD IMMUNOLOGY PTY LTD**

ACN 095 271 186 will change to a public company limited by shares. The new name will be NORWOOD IMMUNOLOGY LIMITED ACN 095 271 186.

**OXFORD INVESTMENT HOLDINGS LIMITED** ACN 103 514 110 will change to a proprietary company limited by shares. The new name will be OXFORD INVESTMENT HOLDINGS PTY LTD ACN 103 514 110.

**SOLACE TECHNOLOGY AUSTRALASIA LIMITED**

ACN 095 789 683 will change to a proprietary company limited by shares. The new name will be SOLACE TECHNOLOGY AUSTRALASIA PTY LTD ACN 095 789 683.

**BUSINESS ONLINE SERVICES PTY LTD** ACN 093

270 092 will change to a public company limited by shares. The new name will be BUSINESS ONLINE SERVICES LTD ACN 093 270 092.

**LAFJ LIMITED** ACN 001 081 143 will change to a proprietary company limited by shares. The new name will be LAFJ PTY LTD ACN 001 081 143.

**MEDIGARD PTY LTD** ACN 090 003 044 will change to a public company limited by shares. The new name will be MEDIGARD LIMITED ACN 090 003 044.

**OXFORD CAPITAL RESERVE LIMITED**

ACN 103 514 138 will change to a proprietary company limited by shares. The new name will be OXFORD CAPITAL RESERVE PTY LTD ACN 103 514 138.

**PETBARN PTY. LIMITED** ACN 001 802 759 will change to a public company limited by shares. The new name will be PETBARN LIMITED ACN 001 802 759.

**WANTED WORLD WIDE (AUSTRALIA) PTY LTD**

ACN 084 375 977 will change to a public company limited by shares. The new name will be WANTED WORLD WIDE (AUSTRALIA) LIMITED ACN 084 375 977.