



Commonwealth of Australia



**ASIC**

Australian Securities &  
Investments Commission

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02/0961-

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

Pursuant to subsection 741(1) of the Corporations Act 2001, the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D applies to each person 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.

*Note 1:* Section 706 normally requires disclosure for the issue of the securities. This subsection is intended to prevent avoidance of section 706. However to establish a contravention of this subsection, the only purpose that needs to be shown is that referred to in paragraph (b).

*Note 2:* The issuer and the seller must both consent to the disclosure document (see section 720).

- (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 - Persons to whom this declaration applies**

Any of the following persons (the "Seller") who makes an offer of securities of Alesco Corporation Limited ABN 23 008 666 064 (the "Issuer") for sale of the kind referred to in Schedule B:

ABN Amro Asset Management  
AMP Henderson Global Investors  
Barclays Global Investors Limited  
BT Funds Management Limited  
Dimensional Fund Advisors Australia Limited  
Hershall Capital  
Investors Mutual Ltd  
Macquarie Investment Management  
Ord Minnett Limited  
Paradice Investment Management Pty Ltd  
Perpetual Investments Limited  
S.G. Hiscock

**Schedule B - Case in which this declaration applies**

This declaration applies only to an offer of securities of the Issuer for sale which has each of the following 4 characteristics:

1. The securities were issued on or after the Commencement Date and before 12 September 2002.
2. The securities are not, and do not include, debentures.
3. The securities are covered by Category 5 set out in Schedule C.

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4. If the securities are covered by Category 5 in Schedule C - a Reliance Notice was provided to ASIC before the date of this declaration.

## Schedule C - Category of relief

### Category 5

- (1) The securities are in a class of securities that were quoted ED securities at all times in the 12 months before the date of issue; and
- (2) there is a completed contract for the issue of the securities; and
- (3) at the time of issue no determination under subsection 713(6) is in force with respect to the Issuer; and
- (4) contemporaneously with, and in any event by no later than 2 business days after the time of issue, the Issuer notifies the operator of the prescribed financial market on which the securities are quoted that:
  - (a) all information of the kind that would be required to be disclosed under subsection 713(5) if a prospectus were to be issued in reliance on section 713 in relation to an offer of the securities has been disclosed to the operator of the prescribed financial market; or
  - (b) there is no information of that kind to; and
- (5) the offer for sale does not occur until after the notification referred to in (4) has occurred; and
- (6) the Seller is not aware of any failure by the Issuer to comply with any undertaking contained in the Reliance Notice.

## Interpretation

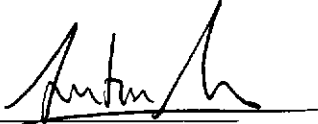
In this instrument:

1. "ASX" means Australian Stock Exchange Limited;
2. "Commencement Date" means the date of commencement of Schedule 1 to the *Financial Services Reform Act 2001*;
3. "completed contract" means a contract where consideration for the issue of the securities has been fully paid;
4. "Reliance Notice" means a written notice headed "Notice of Intended Reliance on ASIC declaration dated 2 September 2002 which:
  - (a) specifies that the Issuer seeks to rely on Category 5 with respect to an issue of securities that may be subject to a subsequent offer for sale;
  - (b) specifies the date of the issue of the securities;
  - (c) specifies the identity of the person to whom the securities were issued;
  - (d) specifies when the contract for issue of the securities was completed; and
  - (e) includes an irrevocable undertaking by the Issuer to provide ASIC with any other information known to the Issuer which ASIC requests in writing in relation to the issue of the securities within 5 business days of receipt of a written request from ASIC for that information; and

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5. except where otherwise stated, references to Chapters, Parts and sections are to Chapters, Parts and sections of the *Corporations Act 2001*.

Dated the 3rd day of September 2002.



Signed by JUSTIN SAM  
as delegate of the Australian Securities and Investments Commission

02/0981

**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsection 713(6) — Determination**

Pursuant to subsection 713(6) of the Corporations Act 2001 ("the Act"), the Australian Securities and Investments Commission determines that the disclosing entity specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 4 September 2003.

**SCHEDULE**

Powerise Technology Limited ACN 060 319 119

Dated 3 September 2002



Signed by Scott Franklin  
as a delegate of the Australian Securities and Investments Commission

02 / 09 82

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

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

**SCHEDULE A — WHO IS EXEMPT**

Kedron Wavell Developments Pty Ltd ACN 092 997 709 and any person (“Operator”) who operates a scheme of the kind specified in Schedule B (“Scheme”).

**SCHEDULE B — SCHEMES EXEMPTED**

A managed investment scheme that involves registered proprietors (“Investors”) of strata title units, community title interests or similar interests in real property (“Units”), in the Investor’s discretion, making their Unit available for use as part of a serviced apartment complex situated at 12-20 Ballantine Street, Chermside in the state of Queensland and comprising all or any of Lots 1 to 30 on SP 146189 as currently registered with the Queensland Registrar of Titles, in relation to which:

- (a) each Unit can be lawfully used as a residence;
- (b) each Investor and the Operator may withdraw from participation in the Scheme on no more than 90 days’ notice and an Investor that withdraws will not be bound after that notice expires to allow use of their Unit except for occupation of the Unit:
  - (i) by a person other than the Operator or an associate of the Operator; and
  - (ii) under an agreement that the Operator made with that person before the notice of withdrawal was given;

- (c) each Investor may, if the Investor withdraws from participation in the Scheme, appoint another person to manage their Unit;
- (d) the Operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is an Australian financial services licensee;
- (e) no payment is liable to be made by an Investor to participate in the Scheme other than:
  - (i) payment of money to buy the Unit; and
  - (ii) one or more payments of the Investor's reasonable proportion of the Operator's fees and expenses with respect to the management of the Scheme where each such payment:
    - (A) relates to a period of no more than 3 months; and
    - (B) is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the Operator during that period;
- (f) the sale of the Unit is not and was not conditional on participation in the Scheme and there is no obligation on any person to ensure that other owners of Units agree to participate in the Scheme;
- (g) each Investor who is a member of the Scheme prior to the date of this instrument has, on or before 30 September 2002, been given:
  - (i) notice in writing that they may immediately withdraw from participation in the Scheme in their discretion and without penalty, by giving the Operator notice in writing;
  - (ii) notice in writing that they may, in their discretion, enter into a new written agreement for making their Unit available for use as part of the Scheme which agreement includes provisions as specified in Schedule E; and
  - (iii) a disclosure statement which complies with Schedule D;
- (h) the Operator has provided to ASIC the notices and disclosure statement referred to in paragraph (g) before they are sent to members; and
- (i) as from 30 September 2002 the serviced apartment or unit complex is operated in accordance with a written agreement entered into or to be entered into between the Operator and each Investor which agreement includes provisions as specified in Schedule E.

#### SCHEDULE C — CONDITIONS ON OPERATORS AND PROMOTERS

- 1 The Operator must ensure that any part of the Scheme property held in cash or on deposit with an Australian ADI or a financial institution must be held on trust for the members in a trust account and subject to audit as to whether the moneys

have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;

- 2 Each person that is involved in making an offer of interests in the Scheme for issue ("Promoter") must:
  - (a) not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers; and
  - (b) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that a disclosure statement complying with Schedule D is given to each person to whom an offer is made at or before the making of the offer;
  - (c) during the transition period (within the meaning of subsection 1438(3) of the Act) ensure that the disclosure statement is signed and dated by the Operator or, if the Operator is not knowingly concerned in the offer, by a Promoter; and
- 3 The Operator must comply with the provisions specified in Schedule E which are included in the agreement referred to in paragraph (g) of Schedule B.

#### SCHEDULE D — THE DISCLOSURE STATEMENT

- 1 The disclosure statement must:
  - (a) describe the main features of the interests in the Scheme;
  - (b) set out the main terms and conditions of the offer; and
  - (c) provide answers to the questions set out in paragraph 2 of this Schedule (the questions need not be set out, and the answers can be provided in any order or format),  
  
sufficiently to enable a typical investor in those securities to make an informed decision whether to become a member of the Scheme, having regard to every matter which is material to such a decision that is known to any person who authorised or caused the issue of the disclosure statement.
- 2 The questions are:
  - (a) What is being offered?
    - (i) How are the Investor's property rights affected by holding an interest in the Scheme?
    - (ii) What key rights will Investors have in relation to the use of their Unit by the Operator?
    - (iii) What sort of serviced apartment, hotel, motel or resort complex is being operated under the Scheme? How will it be operated?



- (iv) What are the key terms of any lease, licence or rights that Investors are to confer on the Operator in relation to the operation of the Scheme?
- (v) Does the Operator own or have rights in relation to any property that may adversely affect:
  - (A) how the Scheme would operate if the Operator were changed; or
  - (B) the amount Investors are likely to receive for use of their Unit if the property ceases to be available (for whatever reason),and, if so, what are those rights? How could the adverse effect happen?
- (b) What are the risks and returns of the investment?
  - (i) How, in general terms, will the operation of the serviced apartment, hotel, motel or resort complex generate returns for Investors?
  - (ii) When and how are these returns to be calculated and made available to Investors?
  - (iii) Are Investors in the Scheme guaranteed or promised that they will receive a particular rate of return from the Scheme? If so:
    - (A) what are the conditions for receiving the benefits of this guarantee or promise;
    - (B) what (if any) are the circumstances in which the person providing the guarantee or promise may be unable to honour it;
    - (C) what is the financial position of the person giving the guarantee or promise; and
    - (D) on what basis do Investors receive returns once the guarantee or promise expires?
  - (iv) If no particular rate of return is guaranteed or promised:
    - (A) is the Operator aiming to achieve a particular return;
    - (B) can Investors expect any particular return; or
    - (C) are returns from the Scheme uncertain?
  - (v) If returns from the Scheme may vary from what is aimed for or expected, or are otherwise uncertain, what are the main factors which will affect the level of return? If occupancy rates will affect the rate of return what are the main factors that will affect occupancy rates?
  - (vi) Do Investors have potential liability to pay moneys in relation to the Scheme or their ownership of a Unit in any circumstances? If so, what are these liabilities and what main factors will affect the amount of these liabilities? For example, how will any repairs, refurbishment or

replacement of any part of the serviced apartment, hotel, motel or resort complex and its furniture and fittings be paid for?

- (vii) Is there a suggested minimum period of time that an Investor's investment should remain in the Scheme? If so, why is that period of time suggested? What, if any, are the kinds of qualifications on that suggestion?
- (c) What are the fees, charges, expenses and taxes associated with the Scheme?
  - (i) What fees, charges, expenses or taxes, if any, may be payable by an Investor if they join the Scheme?
  - (ii) What fees, charges, expenses or taxes, if any, may be payable by an Investor if they withdraw from the Scheme?
  - (iii) What other fees, charges, expenses or taxes may be deducted from the assets or income of the Scheme or otherwise borne by Investors?
  - (iv) What general kinds of tax are likely to be payable on an Investor's returns on investment in the Scheme?
- (d) Who is the Operator?
  - (i) If the Operator signs the disclosure statement, who is it and what are its credentials in operating hotels, motels, resorts or serviced apartment complexes (including details of its principal activities and relevant experience)?
  - (ii) If the Operator does not sign the disclosure statement, how, and on what basis, will the Operator be selected to undertake the operation of the Scheme?
  - (iii) If the Operator signs the disclosure statement and the Operator is to engage a person to operate the complex on its behalf, what credentials will that person have to operate the hotel, motel, resort or serviced apartment complex?
  - (iv) What are the custodial arrangements for holding the money of the Scheme including money held for distribution to members and to meet expenses of the Scheme?
- (e) When can investments be withdrawn and transferred?
  - (i) When and how can an Investor withdraw from the Scheme?
  - (ii) Can the interest in the Scheme be transferred and, if so, in what circumstances? What legal requirements apply?
- (f) What information can be obtained?
  - (i) How can the entity signing the disclosure statement be contacted?

- (ii) Is there any particular information available to a prospective or existing Investor on request made to that entity? If so, how can that information be obtained?
  - (iii) When and how is the Operator to report to an Investor in the Scheme on the operations of the Scheme (including the Scheme's performance)?
- 3 The disclosure statement must also include a prominent statement to the effect that a person should consider whether to consult:
- (a) an investment adviser who is either a financial services licensee or an authorised representative of a financial services licensee;
  - (b) a taxation adviser; and
  - (c) a lawyer,

before making a decision to become a member of the Scheme and if the disclosure statement is given to a person that does not own and has not agreed to buy a Unit to which the Scheme relates, also before signing any contract to buy a Unit on the basis that the person will become a member.

#### SCHEDULE E — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

##### *1 Transfer of management rights*

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

##### *2 Consent of body corporate to new caretaking arrangements*

- (a) If an Operator receives a notice under paragraph 1(b) of this Schedule, the Operator must advise all body corporate members of the name of the person to whom the transfer is to be made.
- (b) Unless the body corporate has consented to the transfer, an Operator does not have to transfer the management rights to the person named in the notice

described in paragraph 1(b) of this Schedule if a majority of body corporate members state in writing to the Operator that the person should not be engaged by the body corporate to perform caretaking functions.

- (c) If a majority of body corporate members make a decision referred to in paragraph 2(b) of this Schedule, a majority of Scheme members may then at any time name a replacement operator by a written notice, to whom the Operator must transfer the management rights at a price specified in the notice and the notice will be taken to be given in accordance with paragraph 1(b) of this Schedule.
- (d) This paragraph 2 does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under paragraph 1(b) or 2(c) of this Schedule before that notice is given to the Operator.

### 3 *Price payable on transfer*

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

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

### 4 *Voting*

- (a) In determining if there is a majority of Scheme members or body corporate members, the Operator and its associates and any person nominated as a replacement operator and associates of that person must not be counted.
- (b) For Scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the Scheme relates, and otherwise each member shall have one vote.
- (c) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings.
- (d) A Scheme member or a body corporate member makes a decision by signing a document that sets out the decision.

5 *Costs*

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

6 *Assistance*

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

7 *Definitions*

In this Schedule E:

“Scheme members” means Investors in the Scheme excluding the Operator and its associates;

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

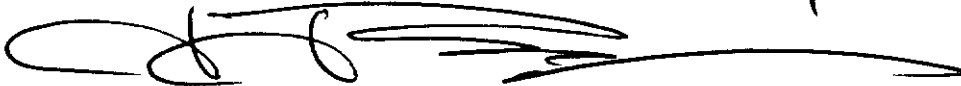
“transfer” in relation to management rights means to assign or transfer the management rights or to cause another person to become the holder of those rights or rights substantially the same as those rights.

**Interpretation**

In this instrument:

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

Dated this 4<sup>th</sup> day of September 2002

A handwritten signature in black ink, appearing to read 'John Joseph Reghenzani', written over a horizontal line.

Signed by John Joseph Reghenzani  
as delegate of the Australian Securities and Investments Commission



02/0983

**ASIC**

Australian Securities & Investments Commission

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

Under subsection 741(1) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to all persons in relation to an offer made in or accompanied by the disclosure document specified in the Schedule A ("the Prospectus") in the case referred to in Schedule B as if a reference to:

- (a) disclosure document in paragraphs 723(1)(a), 728(1)(a) and 728(1)(b) of the Act;
- (b) prospectus in paragraph 723(1)(a) of the Act; and
- (c) a copy of a prospectus in subsections 721(3) and 727(2) of the Act,

includes a reference to a document or copy of a document that differs from the disclosure document, prospectus, profile statement or offer information statement lodged with ASIC to the following extent:

- (d) on page 4 of the Prospectus, under the paragraph headed "1. THE OFFER", in the first sentence; the word and symbols "six (6)" be deleted and replaced with the word and symbols "three (3)".

**SCHEDULE A**

Prospectus lodged on 3 September 2002 by AWX Capital Limited ACN 096 176 377 ("the Company") to offer redeemable preference shares called Wine Class Shares in the Company.

**SCHEDULE B**

All offers made in or accompanied by the disclosure document where:

- (a) no application form has been distributed with the disclosure document or a copy of the disclosure document prior to the date of this instrument; and
- (b) any application form accompanying the disclosure document or a copy of the disclosure document on or after the date of this instrument discloses the difference between the disclosure document and the disclosure document lodged with ASIC.

Dated this 6<sup>th</sup> day of September 2002.

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

02 / 0984

**Australia Securities and Investments Commission  
Corporations Act 2001 – Subsection 1437(2) – Declaration**

Under subsection 1437(2) of the *Corporations Act 2001* ("the Act"), the Australian Securities and Investments Commission hereby declares that Subdivision D of Division 1 of Part 10.2 of the Act (other than section 1436A) and any associated provisions, as modified or varied by ASIC Class Order [02/436], have effect in relation to Acumen Capital Limited ACN 094 936 866 as if further modified or varied so that the third column of item 1 of the table in subsection 1430(1) of the Act read as follows:

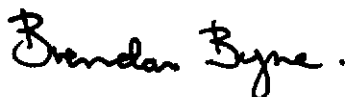
"The activities that the licence (as in force immediately before the FSR commencement) authorised the person to carry on; and where those activities included the operation of a managed investment scheme specified by name in the licence:

- (a) any activities of the same kind related to the operation of one or more additional schemes specified by name in the licence which the person is authorised to carry on by reason of a variation to the licence made after the FSR commencement; and
- (b) any activities related to the operation of the Oxley Diversified Investment Trust ARSN 089 901 691 ("the Scheme") for so long as :
  - (i) the Scheme is specified by name in the licence as a scheme which the person is authorised to carry on by reason of a variation to the licence made after the FSR commencement; and
  - (ii) the only property of the Scheme is comprised either of units in the Acumen Diversified Property Trust ARSN 089 901 495 or money held pending its distribution to members of the Scheme."

**Interpretation**

In this instrument "associated provisions" has the meaning given by subsection 1410(1) of the Act.

Dated this 2nd day of September 2002



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



02 / 0985

**Australian Securities and Investments Commission  
Corporations Act 2001 - Subsection 655A(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 person specified in Schedule A in the case specified in Schedule B as if section 650C of the Act was modified or varied by inserting the following subsection after subsection 650C(2):

"(3) A bidder making an off-market bid may vary the offers made under the bid by shortening the time by which the bidder must satisfy their obligations under the bid."

**Schedule A**

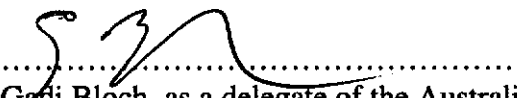
ABN AMRO Capital Australia Pty Ltd (ACN 101 229 976) ("ABN AMRO").

**Schedule B**

The takeover bid by ABN AMRO for all of the ordinary shares in AUSDOC Group Limited (ABN 61 005 482 913) in respect of which a bidder's statement was lodged with ASIC on 22 July 2002.

Dated this 11<sup>th</sup> day of September 2002.

Signed:

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

0 2 / 0 9 8 6

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to the persons referred to in the Schedule as if section 707 of the Act were modified or varied by omitting subsections 707(3) and 707(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.

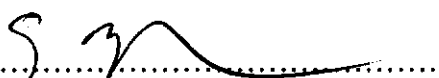
(4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph (3)(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue."

**Schedule**

Persons who offer for sale shares in Vital Capital Limited (ACN 056 482 403) ("Company") which were issued on or after 11 March 2002 by reason of the exercise of options issued or granted prior to that date without disclosure to investors under Part 6D.2 of the Act because the Company relied on subsection 708(8), 708(11) or 708(12).

Dated this 11th day of September 2002.

Signed

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

02/0989

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

Pursuant to subsection 741(1) of the Corporations Act 2001, the Australian Securities and Investments Commission ("ASIC") hereby revokes the exemption dated 3 September 2002 being instrument number 02/0961, and hereby declares that Chapter 6D applies to each person 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.

*Note 1:* Section 706 normally requires disclosure for the issue of the securities. This subsection is intended to prevent avoidance of section 706. However to establish a contravention of this subsection, the only purpose that needs to be shown is that referred to in paragraph (b).

*Note 2:* The issuer and the seller must both consent to the disclosure document (see section 720).

- (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 - Persons to whom this declaration applies**

Any of the following persons (the "Seller") who makes an offer of securities of Alesco Corporation Limited ABN 23 008 666 064 (the "Issuer") for sale of the kind referred to in Schedule B:

ABN Amro Asset Management  
AMP Henderson Global Investors  
Barclays Global Investors Limited  
BT Funds Management Limited  
Dimensional Fund Advisors Australia Limited  
Hershall Capital  
Investors Mutual Ltd  
Macquarie Investment Management  
Ord Minnett Limited  
Paradice Investment Management Pty Ltd  
Perpetual Investments Limited  
S.G. Hiscock

**Schedule B - Case in which this declaration applies**

This declaration applies only to an offer of securities of the Issuer for sale which has each of the following 4 characteristics:

1. The securities were issued on or after the Commencement Date and before 12 September 2002.
2. The securities are not, and do not include, debentures.
3. The securities are covered by Category 5 set out in Schedule C.

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4. If the securities are covered by Category 5 in Schedule C - a Reliance Notice was provided to ASIC before the date of this declaration.

## Schedule C - Category of relief

### Category 5

- (1) The securities are in a class of securities that were quoted ED securities at all times in the 12 months before the date of issue; and
- (2) there is a completed contract for the issue of the securities; and
- (3) at the time of issue no determination under subsection 713(6) is in force with respect to the Issuer; and
- (4) contemporaneously with, and in any event by no later than 2 business days after the time of issue, the Issuer notifies the operator of the prescribed financial market on which the securities are quoted that:
  - (a) all information of the kind that would be required to be disclosed under subsection 713(5) if a prospectus were to be issued in reliance on section 713 in relation to an offer of the securities has been disclosed to the operator of the prescribed financial market; or
  - (b) there is no information of that kind to; and
- (5) the offer for sale does not occur until after the notification referred to in (4) has occurred; and
- (6) the Seller is not aware of any failure by the Issuer to comply with any undertaking contained in the Reliance Notice.

## Interpretation

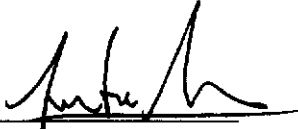
In this instrument:

1. "ASX" means Australian Stock Exchange Limited;
2. "Commencement Date" means the date of commencement of Schedule 1 to the *Financial Services Reform Act 2001*;
3. "completed contract" means a contract where consideration for the issue of the securities has been fully paid;
4. "Reliance Notice" means a written notice headed "Notice of Intended Reliance on ASIC Class Order [02/0272]", dated 2 September 2002 which:
  - (a) specifies that the Issuer seeks to rely on Category 5 of that Class Order with respect to an issue of securities that may be subject to a subsequent offer for sale;
  - (b) specifies the date of the issue of the securities;
  - (c) specifies the identity of the person to whom the securities were issued;
  - (d) specifies when the contract for issue of the securities was completed; and
  - (e) includes an irrevocable undertaking by the Issuer to provide ASIC with any other information known to the Issuer which ASIC requests in writing in relation to the issue of the securities within 5 business days of receipt of a written request from ASIC for that information; and

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5. except where otherwise stated, references to Chapters, Parts and sections are to Chapters, Parts and sections of the *Corporations Act 2001*.

Dated the 3rd day of September 2002.



Signed by Justin Sam  
as delegate of the Australian Securities and Investments Commission

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

Pursuant to paragraph 741(1)(a) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") hereby exempts the persons named in Schedule A in the case referred to in Schedule B on the conditions referred to in Schedule C for the period referred to in Schedule D from compliance with section 734 of the Act.

**Schedule A**

1. Worley Group Limited ACN 096 090 158 ("Worley");
2. the directors, executive officers, company secretary and assistant company secretary of Worley; and
3. any person acting on Worley's behalf in relation to the Sell Down Proposal referred to in Schedule B whose identity has been notified in writing to ASIC before such a person undertakes the advertising or publicity described in Schedule B.

**Schedule B**

Advertising or publicity in relation to an offer or intended offer of securities in Worley:

1. in connection with a proposed sale of shares by members and optionholders of Worley at the date of this instrument to Ocelas Pty Limited ACN 101 728 269 ("Sell Down Proposal"); and
2. which advertising or publicity does no more than describe to members of Worley, the process and implications of selling their Worley shares and/or exercising their options over Worley shares under the Sell Down Proposal.

**Schedule C**

1. The content of the advertising or publicity is authorised by Worley; and
2. the advertising or publicity does not refer to the content, or proposed content, of the Prospectus (except for the proposed timetable of the Sell Down Proposal).

**Schedule D**

From the date of this instrument until the earlier of:

- (a) the date on which Worley lodges the Prospectus with ASIC; or
- (b) 30 November 2002.

Dated this 10th day of September 2002



Signed by Belisa Jong  
as 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.

**ACN 068 751 468 LIMITED** ACN 068 751 468 will change to a proprietary company limited by shares. The new name will be ACN 068 751 468 PTY LIMITED ACN 068 751 468.

**AVERY AUSTRALIA LIMITED**  
ACN 000 006 888 will change to a proprietary company limited by shares. The new name will be AVERY BERKEL AUSTRALIA PTY LTD ACN 000 006 888.

**BIO-GENE TECHNOLOGY PTY LTD**  
ACN 071 735 950 will change to a public company limited by shares. The new name will be BIO-GENE TECHNOLOGY LIMITED ACN 071 735 950.

**GLOBAL PACIFIC GROUP LIMITED**  
ACN 084 971 586 will change to a proprietary company limited by shares. The new name will be GLOBAL PACIFIC GROUP PROPRIETARY LIMITED ACN 084 971 586.

**NORTON CAPITAL LTD** ACN 086 207 169 will change to a proprietary company limited by shares. The new name will be NORTON CAPITAL PTY LTD ACN 086 207 169.

**SALMAT HOLDINGS PTY LTD**  
ACN 002 724 638 will change to a public company limited by shares. The new name will be SALMAT LIMITED ACN 002 724 638.

**TALINGA INVESTMENTS PTY**  
ACN 001 756 494 will change to a proprietary company limited by shares. The new name will be TALINGA INVESTMENTS PTY LTD ACN 001 756 494.

**ARGUS SOLUTIONS PTY LTD**  
ACN 090 865 357 will change to a public company limited by shares. The new name will be ARGUS SOLUTIONS LTD ACN 090 865 357.

**BID CORPORATION LIMITED**  
ACN 071 856 132 will change to a proprietary company limited by shares. The new name will be BID CORPORATION PTY LIMITED ACN 071 856 132.

**CAPITAL VINEYARD MANAGEMENT LIMITED** ACN 081 630 953 will change to a proprietary company limited by shares. The new name will be CAPITAL VINEYARD MANAGEMENT PTY LIMITED ACN 081 630 953.

**INTUITIVE-ONE LIMITED** ACN 092 241 515 will change to a proprietary company limited by shares. The new name will be INTUITIVE-ONE PTY LTD ACN 092 241 515.

**PRIVATE INVESTORS FUND ADMINISTRATION LIMITED**  
ACN 059 739 418 will change to a proprietary company limited by shares. The new name will be PRIVATE INVESTORS FUND ADMINISTRATION PTY LIMITED ACN 059 739 418.

**STANDARD GOLD LIMITED** ACN 092 043 948 will change to a proprietary company limited by shares. The new name will be STANDARD GOLD PTY LTD ACN 092 043 948.

**TAVERNER INVESTMENTS PTY LTD**  
ACN 093 123 534 will change to a public company limited by shares. The new name will be TAVERNER INVESTMENTS LIMITED ACN 093 123 534.