



Commonwealth of Australia



ASIC

Australian Securities &
Investments Commission

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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 or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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

Pursuant to paragraph 655A(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if subparagraph 630(3) of the Act were modified by inserting after the words "*subsection (1) or (2),*" the words:

" or if that date is not a business day, on the last business day before that date,"

Schedule A

Xstrata Capital Holdings Pty Ltd ACN 111 756 337 ("Bidder").

Schedule B

The extension of the offer period, as notified on 20 January 2005, of the takeover bid by the Bidder for all the ordinary shares in WMC Resources Limited ACN 004 184 598 in relation to which a replacement bidder's statement was lodged on 16 December 2004 and a supplementary bidder's statement setting out the effect of this instrument is lodged within 3 days of the date of this instrument.

Date this 14th day of February 2005



Signed by Judy Yeung
as a delegate of the Australian Securities and Investments Commission

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

Under paragraphs 655A(1)(a) and (b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") varies the ASIC Instrument dated 14 December 2004 signed by Rachel Howitt (as varied by the further ASIC Instrument dated 24 December 2004 signed by Rachel Howitt) by:

- (A) inserting after the word "Bidder" appears in Schedule B the phrase ("Bid");
- (B) replacing the words "(b) Notwithstanding anything in paragraph (a) above, Withdrawal Rights terminate immediately upon the Bidder announcing that its minimum acceptance condition has been satisfied." with:
 - "(b) A person who withdraws an acceptance must return any consideration received from the Bidder for accepting the offer;
 - (c) Notwithstanding anything in paragraph (a) above, Withdrawal Rights terminate immediately upon the Bidder announcing that it and its associates have acquired:
 - (i) a relevant interest in at least 90% (by number) of the shares in Target;
and
 - (ii) at least 75% (by number) of the shares in Target that the Bidder offered to acquire under the Bid."

And under paragraph 655A(1)(b) of the Corporations Act 2001 ("Act"), the Australian Securities and Investments Commission ("ASIC") declares that Chapter 6 of the Act applies to the person specified in Schedule A in the case specified in Schedules B and C as if subsection 650A(1) of the Act (as modified or varied by the Previous Instrument) were modified by inserting at the end of that subsection the words:

"or by varying the terms of withdrawal rights under the offers."

Schedule A

Xstrata Capital Holdings Pty Ltd ACN 111 756 337 ("Bidder").

Schedule B

Offers under a takeover bid by the Bidder for all the ordinary shares in WMC Resources Limited ACN 004 184 598 in relation to which a replacement bidder's statement ("Bidder's Statement") was lodged on 16 December 2004 ("Offers").

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Schedule C

Varying the following terms of the Offers, set out in Appendix 1 of the Bidder's Statement:

- (a) clause 4.6, by amending subparagraph (a) to read "Xstrata Capital has announced that it and its associates have acquired:
 - (i) a relevant interest in at least 90% (by number) of the WMC Shares; and
 - (ii) at least 75% (by number) of the WMC Shares that Xstrata Capital offered to acquire under the Offer.";
- (b) clause 4.7, by inserting at the end of that clause the following paragraph:

"In either case, for a withdrawal of your acceptance to be valid, you must return any consideration received by you for accepting the offer.";
- (c) clause 4.8, by amending subparagraph (a) to read "the date on which Xstrata Capital announces that it or its associates have acquired:
 - (i) a relevant interest in at least 90% (by number) of the WMC Shares; and
 - (j) at least 75% (by number) of the WMC Shares that Xstrata Capital offered to acquire under the Offer".

Date this 14th day of February 2005



Signed by Judy Yeung
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(a) and 601QA(1)(b) –
Exemption and Declaration

1. Pursuant to paragraph 601QA(1)(b) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 5C of the Act applies to the person referred to in Schedule A as if paragraph 601GA(1)(a) (as modified by Class Order [CO 98/52], ASIC Instrument No [04/1141] and ASIC Instrument [04/1442]) was further modified in the case specified in Schedule B as set out in Schedule C.
2. Pursuant to paragraph 601QA(1)(a) of the Act, ASIC exempts the person referred to in Schedule A in the case specified in Schedule B from its obligation under paragraph 601FC(1)(d) of the Act to treat members who hold interests of the same class equally to the extent that it would otherwise prevent the person from:
 - (a) treating retail offerees differently to institutional offerees as described in paragraphs 2.(c) to (h) of Schedule B; and
 - (b) dealing with foreign members in the way described in subparagraph 601GA(1)(a)(iiia) as notionally inserted in to the Act by this instrument; and
 - (c) issuing interests to members in accordance with subparagraph 601GA(1)(a)(iiib) as notionally inserted in to the Act by this instrument.

Schedule A

Macquarie CountryWide Management Limited ACN 069 709 468 ("the Responsible Entity") as responsible entity of Macquarie CountryWide Trust ARSN 093 143 965 ("the Trust").

Schedule B

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1. The offer of interests in the Trust by the Responsible Entity in accordance with subparagraphs 601GA(1)(a)(ia) and (ib) as notionally inserted in to the Act by this instrument substantially as proposed in the correspondence from Freehills to ASIC dated 14, 18 and 20 January 2005 where:
 - (a) the only associates of the Responsible Entity who acquire interests in the Trust are:
 - (i) for the purposes of subparagraphs 601GA(1)(a)(ib)(A), (B) and (C) as notionally inserted in to the Act by this instrument - Macquarie Investment Management Ltd ACN 002 867 003; and
 - (ii) for the purposes of subparagraph 601GA(1)(a)(ib)(D) as notionally inserted in to the Act by this instrument - Macquarie Equity Capital Markets Ltd ACN 001 374 572 ("MECML"), where MECML holds the interests as underwriter or sub-underwriter and, at the time MECML becomes the registered holder of those interests (if applicable), MECML enters into a deed poll in a form approved by ASIC to the effect that MECML will not exercise any voting rights with respect to any interests it acquires pursuant to the underwriting agreement or sub-underwriting agreement with the Responsible Entity without ASIC's prior consent; and
 - (b) the Responsible Entity determines that the issue price is in the best interests of members of the Trust as a whole, without reference to the interests of any of its associates; and
 - (c) the price at which interests are issued is not less than the price at which interests are issued pursuant to subparagraph 601GA(1)(a)(iia) as notionally inserted in to the Act by this instrument ("subparagraph 601GA(1)(a)(iia)"); and
 - (d) all offers of interests in the Trust are made under the same terms and conditions; and
 - (e) all parties who are offered interests in the Trust receive the same information; and
 - (f) subject to paragraph 1.(g) of this Schedule, the proportion of interests applied for that is issued to each party acquiring interests in the Trust is the same; and
 - (g) where interests are offered to an associate of the Responsible Entity referred to in sub-paragraph 1.(a)(i) of this Schedule that is, before the offer is made, already a member of the Trust, the proportion of total interests issued that are issued to that associate is no greater than the proportion of total interests in the Trust held by that associate immediately before the offer is made; and
 - (h) the interests are issued on the institutional issue date (as defined in paragraph 2 of this Schedule).

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2. The offer of interests in the Trust:

- (a) in accordance with subparagraph 601GA(1)(iia) on a renounceable basis; and/or
- (b) in accordance with subparagraph 601GA(iib), as notionally inserted in to the Act by this instrument ("subparagraph 601GA(1)(a)(iib)"),
substantially as proposed in the correspondence from Freehills to ASIC dated 14 January 2005, where:
 - (c) offers are made to members who are wholesale clients and whom the responsible entity reasonably believes are wholesale clients ("institutional offerees") in accordance with subparagraph 601GA(1)(a)(iia) before they are made to other members ("retail offerees"); and
 - (d) the period during which institutional offerees may accept offers in accordance with subparagraph 601GA(1)(a)(iia) ("institutional offer period") is shorter than the period during which retail offerees may accept offers in accordance with subparagraph 601GA(1)(a)(iia) ("retail offer period"); and
 - (e) interests may be issued to institutional offerees pursuant to offers made in accordance with subparagraph 601GA(1)(a)(iia) on a date that occurs before the retail offer period has ended ("institutional issue date"); and
 - (f) if retail offerees accept the offers made to them in accordance with subparagraph 601GA(1)(a)(iia) within 4 business days from the beginning of the retail offer period, they will receive their interests on the institutional issue date; and
 - (g) after the institutional offer period has ended, interests offered to, but not acquired by, institutional offerees (and the entitlements to acquire the interests) are on-sold in accordance with subparagraph (iib) and issued on the institutional issue date, and, if the sale proceeds exceed the offer price, the amount by which the sale proceeds exceed the offer price is remitted to the members to whom those interests were initially offered; and
 - (h) after the retail offer period has ended, interests offered to, but not acquired by, retail offerees (and the entitlements to acquire the interests) are on-sold in accordance with subparagraph (iib) and, if the sale proceeds exceed the offer price, the amount by which the sale proceeds exceed the offer price is remitted to the members to whom the interests were initially offered; and
 - (i) the price at which interests are offered in accordance with subparagraph 601GA(1)(a)(iib) is not less than the offer price; and

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- (j) the only associate of the Responsible Entity that acquires interests in the Trust pursuant to subparagraph 601GA(1)(a)(iiib) is MECML, where MECML holds the interests as underwriter or sub-underwriter and, at the time MECML becomes the registered holder of those interests (if applicable), MECML enters into a deed poll in a form approved by ASIC to the effect that it will not exercise any voting rights with respect to any interests it acquires pursuant to the underwriting agreement or sub-underwriting agreement with the responsible entity without ASIC's prior consent.

Schedule C

1. Insert the following subparagraphs immediately after subparagraph 601GA(1)(a)(i) as notionally inserted in to the Act by Class Order [CO 98/52] and as modified by ASIC Instrument No [04/1141] and ASIC Instrument No [04/1442]:

"(ia) interests in the scheme may be issued at a price determined by the responsible entity while interests of that class are included in the official list of the financial market operated by Australian Stock Exchange Limited or listed on an approved foreign exchange as defined in sub-regulation 1.2A.02(2) of the *Corporations Regulations 2001* and those interests, or if those interests are in a class of interests, interests of that class, have not been suspended from quotation, where the issue is not to the responsible entity and interests are only issued to an associate of the responsible entity in accordance with paragraph (ib) and, in the case where:

- (A) the issue together with any other issue of interests up to one year previously, at a consideration determined by the responsible entity, other than :

- (I) an issue approved or ratified by members in accordance with subparagraphs (ia)(C) to (H); and
(II) issues in accordance with other provisions of the constitution - except issues in accordance with subparagraph (i) that have not been approved by members in accordance with subparagraphs (i)(C) to (H))

is of interests that would, immediately before the issue, comprise more than 15% of either:

- (III) all of the interests in the scheme; or
(IV) the interests on issue in the scheme in the same class as the interests comprised in the issue; or
(B) the amount by which the issue price of the interests is less than the current market price (or if applicable, of that class) exceeds 10%,

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the following requirements are also satisfied:

- (C) the members of the scheme approve the issue; and
 - (D) if the interests to be issued are in a particular class, members in that class approve the issue; and
 - (E) unless the responsible entity reasonably considers that the issue will not adversely affect the interests of members in another class, members in that other class approve the issue; and
 - (F) any notice convening a meeting to vote on the issue contains particulars of the use to be made of the money raised by the issue; and
 - (G) an approval for the purposes of subparagraph (C), (D) or (E) is given by special resolution of the members where members with at least 25% of the total value of all the interests of members entitled to vote on the question vote on the question at the meeting; and
 - (H) if in making the calculations referred to in subparagraph (G) any vote cast by or on behalf of a person who obtained, or will obtain, beneficial ownership of interests that were issued, or are to be issued, or any vote of any associate of that person, were not counted, the resolutions would be passed.
- (ib) The responsible entity may only issue interests pursuant to subparagraph (ia) to a person associated with it (*the associate*) if the associate acquires the interests:
- (A) as responsible entity of another registered managed investment scheme in which no interests are held the responsible entity of that scheme or its associates; or
 - (B) an approved trustee of a regulated superannuation fund in compliance with the *Superannuation Industry (Supervision) Act 1993* in which no interests are held by the approved trustee or its associates; or
 - (C) as trustee of a unit trust that is not required to be registered as a managed investment scheme; or
 - (D) as a bona fide underwriter or sub-underwriter."

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2. Insert the following subparagraphs immediately after subparagraph 601GA(1)(a)(iii) as notionally inserted in to the Act by Class Order [CO 98/52]:

"(iiia) interests in the scheme may be issued, at a price determined by the responsible entity, pursuant to offers made within a period not exceeding 14 days to only and all the then members of the scheme if:

- (A) all the interests offered are in the same class; and
- (B) the price of all the interests offered is the same; and
- (C) the amount by which the price of the interests is less than any amount that would otherwise apply under the constitution does not exceed a maximum percentage specified in the constitution; and
- (D) the amount of interests offered to each member is proportionate to the value of that member's interest; and
- (E) a Product Disclosure Statement is given to each member to whom the offer is made and to whom it is required to be given,

where if the responsible entity reasonably considers that it would not be practical to make offers to certain members that are connected to a place outside this jurisdiction ("foreign members"), the responsible entity need not offer or issue the interests to the foreign members, provided that the responsible entity:

- (F) sends the foreign members notice in writing, at or before the time of the offer:
 - (I) that the offer is being made to other members of the scheme but not to the foreign members; and
 - (II) of the terms of the offer; and
- (G) takes reasonable steps to ensure that the foreign members to whom the offer is not made are provided with compensation commensurate with the value of the entitlements that were not offered to them; and

(iiib) interests in the scheme that were offered to, but not acquired by, members of the scheme in accordance with subparagraph (iiia) (or which were not offered to foreign members in accordance with subparagraph (iiia)) may be issued at a price determined by the responsible entity to:

- (A) persons, other than the responsible entity or an associate of the responsible entity (unless that associate is a bona fide underwriter), who have received a Product Disclosure Statement for the offer; or
- (B) persons, other than the responsible entity or an associate of the responsible entity (unless that associate is a bona fide underwriter), to whom a Product Disclosure Statement is not required to be given; or
- (C) a bona fide underwriter or sub-underwriter under an underwriting agreement; or
- (D) a person, who is not an associate of the responsible entity, nominated by a bona fide underwriter or sub-underwriter, pursuant to an underwriting agreement."

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3. Insert the following subsection immediately after subsection 601GA(1A) as notionally inserted in to the Act by Class Order [CO 98/52]:

"(1B) For the purposes of subparagraphs (1)(a)(ib) and (iiib), an associate of the responsible entity ("the associate") is a bona fide underwriter or sub-underwriter if:

- (a) the associate enters into an underwriting agreement or sub-underwriting agreement with the responsible entity, the terms of which would be reasonable in the circumstances if the responsible entity and the associate were dealing at arms length; and
- (b) the terms of the underwriting agreement or sub-underwriting agreement are summarised in the Product Disclosure Statement for the offer made in accordance with subparagraphs (1)(a)(iia) and (iiib); and
- (c) the associate disposes of any interests it acquires under the underwriting agreement or sub-underwriting agreement as soon as reasonably practicable and, in any case, within 6 months of the date the underwriter or sub-underwriter acquires the interests; and
- (d) where the associate disposes of interests otherwise than in the ordinary course of trading on the financial market operated by Australian Stock Exchange Ltd – the persons who acquire the interests from the associate are not the responsible entity or an associate of the responsible entity."

Interpretation

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In this instrument:

"offer price" means the price at which interests are offered to members of the Trust in accordance with subparagraph 601GA(1)(a)(iia) as notionally inserted in to the Act by this instrument;

"registered holder" means a person recorded in the register of members of a registered scheme as a member of that scheme, and where:

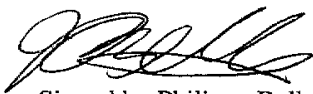
- (a) 2 or more persons are recorded in the register of members as jointly holding interests in the scheme they are taken to be a single registered holder; and
- (b) a trustee or nominee is expressly noted on the register of members as holding interests on account of another person (beneficiary):
 - (i) the beneficiary is taken to be the registered holder in relation to those interests; and
 - (ii) any issue of interests to the trustee or nominee is taken to be an issue to the beneficiary;

"renounceable basis", in relation to an offer, means that where a member decides not to accept an offer made in accordance with subparagraph 601GA(1)(a)(iia) as notionally inserted in to the Act by this instrument, the responsible entity will sell the interests (and the entitlements to acquire them) that were offered to the member and, where the sale proceeds exceed the offer price, pay to the member the difference between the sale proceeds and the offer price;

"sale proceeds" means the price received for the sale by the responsible entity of interests (and the entitlements to acquire them) that were offered to, but not acquired by, members in accordance with subparagraph 601GA(1)(a)(iia) as notionally inserted in to the Act by this instrument; and

"wholesale client" has the meaning given by section 761G of the Act.

Dated this 4th day of February 2005



Signed by Philippa Bell
as a delegate of the Australian Securities and Investments Commission

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**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission declares that Chapter 5C of the Act applies to the person referred to in the Schedule until 31 March 2005 as if section 601GA was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5) and (6), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5) and (6), if";
3. adding after subsection 601GA(4):

" (5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated:

- (a) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
- (b) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.

(6) The constitution does not have to make adequate provision for the consideration to acquire an interest in the scheme or the proceeds payable upon a withdrawal from the scheme to the extent that it depends on determining the value of an asset that is scheme property or the amount of a liability that may be satisfied from scheme property where the responsible entity:

- (a) reasonably believes that the value or amount cannot be objectively ascertained at the relevant time; and
- (b) discloses a general description of the valuation methods and policies it will apply in determining the value or amount:
 - (i) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
 - (ii) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.

(7) In this section:

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information memorandum means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in the scheme; and

transaction costs means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets merely because the interest has been acquired or the withdrawal request is met."

Schedule

BT Funds Management No. 2 Limited ACN 000 727 659 in its capacity as responsible entity of BT Strategic Commodity Index Fund ARSN 112 847 622.

Dated this 17th day of February 2005



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if paragraph 708A(5)(b) of the Act were modified or varied by replacing it with the following:

- "(b) trading in that class of securities on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 trading days in that 12 months; and"

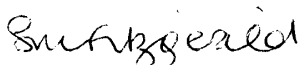
Schedule A

Betcorp Limited ACN 081 765 531 ("Betcorp").

Schedule B

Equity Securities (as defined in the Listing Rules of the Australian Stock Exchange Limited as in force at the date of this instrument) issued by Betcorp prior to 10 September 2005.

Dated this 21 day of February 2005



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

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Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 926A(2)(a), 926A(2)(c), 951B(1)(a),
992B(1)(a) and 1020F(1)(a) — Exemption and Declaration

1. Under paragraph 926A(2)(a) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") exempts, until 30 June 2005, the person referred to in Schedule A from Divisions 3 and 5 of Part 7.6 of the Act for dealing in, and providing financial product advice in relation to, the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
2. Under paragraphs 951B(1)(a), 992B(1)(a) and 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in Schedule A from Divisions 2, 3 and 4 of Part 7.7, Divisions 2, 3, 5 and 6 of Part 7.8 and Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
3. Under paragraph 926A(2)(c) of the Act, ASIC declares that, until 30 June 2005, Part 7.6 (other than Divisions 4 and 8) of the Act applies in relation to the financial product referred to in Schedule B in the case set out in Schedule E as if section 911B of the Act were modified or varied by adding after paragraph (1)(c):

"(ca) these conditions are satisfied:

 - (i) the principal holds an Australian financial services licence covering the provision of the service;
 - (ii) the provider is:
 - (A) a representative of the principal; or
 - (B) an employee of a representative of the principal;
 - (iii) the service is dealing in, or providing financial product advice in relation to, a facility for making non-cash payments (see section 763D);".
4. Under paragraph 951B(1)(a) of the Act, ASIC exempts, until 30 June 2005, a person acting in the capacity of an authorised representative of the person referred to in Schedule A from Divisions 2, 3 and 4 of Part 7.7 of the Act in relation to the financial product referred to in Schedule B in the case set out in Schedule E.

5. Under paragraph 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, a person acting in the capacity of a representative of the person referred to in Schedule A, from Part 7.9 of the Act in relation to the financial product referred to in Schedule B.

Schedule A

Westpac Banking Corporation (ABN 33 007 457 141) ("Issuer").

Schedule B

A facility through which, or through the acquisition of which, a client makes non-cash payments that is constituted by, or is a component of, the Altitude Rewards Program ("Scheme") where the non-cash payment is made pursuant to a classic membership or a gold membership in the Scheme.

Schedule C

Where at all times:

- (a) the Scheme provides benefits to clients based on the clients' use of, or expenditure on, the goods or services of participating merchants or is reasonably likely to promote spending on the goods or services of participating merchants; and
- (b) the Scheme includes a reward redemption facility whereby:
 - (i) clients are allocated credits as a result of using, or spending on, the goods or services of participating merchants; and
 - (ii) the credits allocated to a client can be used by the client for a reward redemption; and
- (c) clients are not able to make a cash contribution in exchange for credits except where:
 - (i) they are making a reward redemption; and
 - (ii) the amount of credits exchanged for cash does not exceed 20% of the credits used for the reward redemption; and
 - (iii) the credits exchanged for cash are immediately used for the reward redemption; and
- (d) the Issuer has adequate resources and arrangements in place to reasonably ensure clients making a reward redemption are able to obtain the reward they are seeking to obtain as and when they make reward redemptions under the Scheme.

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Schedule D

The Issuer must:

1. establish and maintain an internal dispute resolution system that complies as far as practicable with the Australian Standard on Complaints Handling AS4269-1995 that covers complaints made in connection with a dealing in, or the provision of financial product advice in relation to, the Scheme, or use of the Scheme; and
2. ensure that any monies paid to the Issuer, on account of any amount that may be payable to a participating merchant for the provision of goods or services or for a reward redemption under the Scheme, is paid as soon as practicable to, and held in, an account with an Australian ADI designated as a trust account until:
 - (a) the Issuer is required to use the money to discharge the obligation to the participating merchant; or
 - (b) in accordance with the terms and conditions of the Scheme, the Issuer is no longer required to use the money to discharge the obligation to the participating merchant; and
3. at or before making an offer to a person to participate in the Scheme, provide the person a written document ("disclosure document") which sets out, in a manner that is clear, concise and effective, the following statements and such of the following information as the person would reasonably require in order to assess the merits and risks of participating in the Scheme:
 - (a) a statement setting out the name, principal place of business and registered office of the Issuer; and
 - (b) information about:
 - (i) the cost of participating in the Scheme; and
 - (ii) any other amounts that will or may be payable by the person in respect of the Scheme, and the times at which those amounts will or may be payable; and
 - (c) information about any other significant characteristics or features of the Scheme and of the rights, terms, conditions and obligations attaching to the Scheme; and
 - (d) information about the dispute resolution system that covers complaints by clients and how that system may be accessed; and
 - (e) if the Issuer makes other information relating to the Scheme available to clients or prospective clients, or to persons more generally – a statement of how that information may be accessed; and
4. where the terms or conditions of the Scheme include a term or condition that:
 - (a) the Issuer may unilaterally vary the terms or conditions of the Scheme; or
 - (b) there is an expiry date by which the person can use their credits to make a reward redemption;ensure that those terms or conditions are set out in a prominent manner in the disclosure document; and
5. where a person is a client at the date of this instrument, the Issuer must:

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- (a) as soon as reasonably practicable after the date of this instrument, make available on its Internet website the disclosure document, in a manner reasonably likely to come to the attention of a person seeking information about the Scheme on that site; and
 - (b) on the next practicable date when the Issuer provides any other written material to the client, provide the disclosure document to the client; and
6. give written notice to clients of any proposed material change to the terms and conditions of the Scheme, and of any proposal by the Issuer to withdraw the Scheme, at least 30 days before the change or withdrawal takes effect; and
7. establish and maintain a means by which the client can readily, and without cost to the client, find out the credits available to the client that can be used by the client to make a reward redemption under the Scheme; and
8. provide any information in writing as and when requested by ASIC in relation to the Scheme, within 20 business days of any such request.

Schedule E

A dealing in, or the provision of financial product advice in relation to, the financial product referred to in Schedule B as a representative of the person referred to in Schedule A, or as an employee of such a representative.

Interpretation

In this instrument:

authorised representative has the meaning given by section 761A of the Act;

client means a person who is a participant in the Scheme;

credits in relation to the Scheme, includes credits, points, tokens, certificates, vouchers and electronic cash (whether or not they have been attributed a monetary value) that can be used under the Scheme for making a reward redemption;

financial product advice has the meaning given by subsection 766B(1) of the Act;

makes non-cash payments has the meaning given by section 763D of the Act;

offer has a meaning affected by subsection 1010C(2) of the Act;

participating merchant means a person who provides goods or services which under the Scheme may be used or purchased by a client to obtain credits;

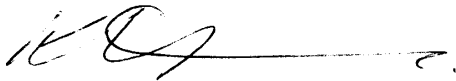
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reward means a good or service, or a discount on a good or service, or another thing of use or benefit to a client; and

reward redemption means use of credits by a client to make payment, or cause payments to be made, for a reward.

Dated the 21st day of February 2005.



Signed by Kristin Holmes
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

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**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Greenwood BKT Financial Services Pty Limited, ("the Licensee")
Level 28 Piccadilly Tower, 133 Castlereagh Street, SYDNEY NSW 2000

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 247260 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 21st day of February 2005.

Signed 

Frank Varga, a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 655A(10(a) – Exemption

For the avoidance of doubt, pursuant to paragraph 655A(1)(a) of the *Corporations Act 2001* ("the Act") the Australian Securities and Investments Commission ("ASIC") exempts the persons referred to in Schedule A from compliance with subsection 621(3) of the Act in the case referred to in Schedule B.

Schedule A

Beringer Blass Wines Pty Ltd ACN 105 344 965 ("the Bidder") and its associates.

Schedule B

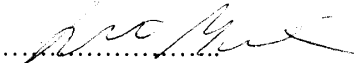
A takeover bid for all of the ordinary shares in Southcorp Limited ACN 007 722 643 ("Shares") ("Target") in respect of which a bidder's statement was lodged with ASIC on 18 January 2005 and despatched to holders on 2 February 2005 where:

1. The consideration offered by the Bidder for the Shares under:
 - (a) the takeover bid; and
 - (b) the agreement between the Bidder and Reline Investments Pty Limited dated 12 January 2005 ("the Agreement"),is a cash sum of no less than \$4.17 per share.
2. The consideration to be paid by the Bidder for the Shares under the takeover bid may only be reduced or set off where the Target has declared a cash dividend and the reduction or set off is equal to the amount of the cash dividend.
3. The terms of the Agreement provide that where the Target has declared a dividend, the Bidder is entitled to all dividends and all rights to receive dividends declared, paid or issued by the Target.

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4. The consideration paid by the Bidder for each of the Shares under the takeover bid is only reduced or set off by the amount of the dividend to which Bidder is entitled under the Agreement.

Dated this 21th day of February 2005

Signed: 

Kate Metz, as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act – Paragraph 655A(1)(b) – Declaration

Pursuant to subsection 655A(1) of the *Corporations Act 2001* (“the Act”), the Australian Securities and Investments Commission (“ASIC”) hereby declares that Chapter 6 of the Act applies to the persons named in Schedule A in the case referred to in Schedule B as if the words in subparagraph 637(1)(a)(ii) were deleted and replaced with the words “otherwise – a resolution passed by all the directors of the bidder other than a director who is a director of the target company on the date of lodgement of the bidder’s statement with ASIC.”


Schedule A

Transurban Investments Pty Ltd ACN 112 649 466, Transurban Holdings Limited ACN 098 143 429 and Transurban Infrastructure Management Limited ACN 098 147 678 (as responsible entity for Transurban Holding Trust ACN 169 362 255)

Schedule B

The off-market takeover bid by the persons named in Schedule A for the stapled securities in The Hills Motorway Group (comprising The Hills Motorway Limited ACN 062 329 828 and Hills Motorway Trust ACN 058 183 515)

Dated this 4th day of February 2005.

Signed by: 
.....
Kate Metz, as a delegate of ASIC

0 5 / 0 1 5 5**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 741(1) - Declaration**

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

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

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

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

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

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

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

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

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

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

SCHEDULE A

Labtam Limited ACN 004 749 508 ("Issuer") and any person acting on its behalf.

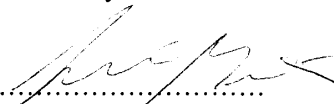
SCHEDULE B

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An offer or issue of securities of the Issuer under a disclosure document lodged with ASIC on 29 October 2004.

Dated this 21st day of February 2005

Signed:



.....
Kate Metz, as delégate of the
Australian Securities and Investments Commission

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Australian Securities and Investments Commission**Corporations Act 2001 — Paragraphs 911A(2)(l) and 1020F(1)(a) — Exemption**

1. Under paragraph 911A(2)(l) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) exempts, until 30 June 2005, the person referred to in Schedule A from the requirement to hold an Australian financial services licence for dealing in, and providing financial product advice in relation to, the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
2. Under paragraph 1020F(1)(a) of the Act, ASIC exempts until 30 June 2005, the person referred to in Schedule A from Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.

Schedule A

Bidvest Australia Limited ACN 000 228 231 (*Issuer*).

Schedule B

A facility through which, or through the acquisition of which, a client makes non-cash payments that is constituted by, or is a component of, the Bidvest Customer Loyalty Program (*Scheme*).

Schedule C

Where at all times:

- (a) the Scheme provides benefits to clients based on the clients' use of, or expenditure on, the goods or services of the Issuer or is reasonably likely to promote spending on the goods or services of the Issuer; and
- (b) the Scheme includes a reward redemption facility whereby:
 - (i) clients are allocated credits as a result of using, or spending on, the Issuer's goods or services; and
 - (ii) the credits allocated to a client can be used by the client for a reward redemption; and
- (c) clients are not able to make a cash contribution in exchange for credits.

Schedule D

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The Issuer must:

1. establish and maintain an internal dispute resolution system that complies as far as practicable with the Australian Standard on Complaints Handling AS4269-1995 that covers complaints made in connection with a dealing in, or the provision of financial product advice in relation to, the Scheme, or use of the Scheme; and
2. have adequate resources to reasonably ensure clients making a reward redemption are able to obtain the reward they are seeking to obtain as and when they make the reward redemptions under the Scheme; and
3. at or before making an offer to a person to participate in the Scheme, provide the person a written document (*disclosure document*) which sets out in a manner that is clear, concise and effective, the following statements and such of the following information as the person would reasonably require in order to assess the merits and risks of participating in the Scheme:
 - (a) a statement setting out the name, principal place of business and registered office of the Issuer; and
 - (b) information about:
 - (i) the cost of participating in the Scheme; and
 - (ii) any other amounts that will or may be payable by the person in respect of the Scheme, and the times at which those amounts will or may be payable; and
 - (c) information about any other significant characteristics or features of the Scheme and of the rights, terms, conditions and obligations attaching to the Scheme; and
 - (d) information about the dispute resolution system that covers complaints by clients and how that system may be accessed; and
 - (e) if the Issuer makes other information relating to the Scheme available to clients or prospective clients, or to persons more generally – a statement of how that information may be accessed; and
4. where the terms or conditions of the Scheme include a term or condition that:
 - (a) the Issuer may unilaterally vary the terms or conditions of the Scheme; or
 - (b) there is an expiry date by which the person can use their credits to make a reward redemption;ensure that those terms or conditions are set out in a prominent manner in the disclosure document; and
5. where a person is a client at the date of this instrument, the Issuer must:
 - (a) as soon as reasonably practicable after the date of this instrument, make available on its Internet website the disclosure document, in a manner reasonably likely to come to the attention of a person seeking information about the Scheme on that site; and
 - (b) on the next practicable date when the Issuer provides any other written material to the client, provide the disclosure document to the client; and

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6. give written notice to clients of any proposed material change to the terms and conditions of the Scheme, and of any proposal by the Issuer to withdraw the Scheme, at least 30 days before the change or withdrawal takes effect; and
7. establish and maintain a means by which the client can readily, and without cost to the client, find out the credits available to the client that can be used by the client to make a reward redemption under the Scheme; and
8. provide any information in writing as and when requested by ASIC in relation to the Scheme, within 20 business days of any such request.

Interpretation

In this instrument:

client means a person who is a participant in the Scheme;

credits in relation to the Scheme, includes credits, points, tokens, certificates, vouchers and electronic cash (whether or not they have been attributed a monetary value) that can be used under the Scheme for making a reward redemption;

dealing has the meaning given by subsection 766C(1) of the Act;

financial product advice has the meaning given by subsection 766B(1) of the Act;

makes non-cash payments has the meaning given by section 763D of the Act;

offer has a meaning affected by subsection 1010C(2) of the Act;

reward means a good or service, or a discount on a good or service, or another thing of use or benefit to a client; and

reward redemption means use of credits by a client to make payment, or cause payments to be made, for a reward.

Commencement

This instrument takes effect on gazettal.

Dated the 22nd day of February 2005.



Signed by Andrew Yik
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**

Under subsection 741(1) of the Corporations Act 2001 (the "Act"), the Australian Securities and Investments Commission ("ASIC") hereby exempts the person specified in Schedule A in the case described in Schedule B from subsections 721(1), 723(1) and 727(2) of the Act, but only to the extent that those provisions might otherwise require a Rights Renunciation Form to be included in or accompanied by a disclosure document, and on the conditions set out in Schedule C.

Schedule A

Origin Energy Limited ACN 000 051 696 ("Origin")

Schedule B

Issuing a Rights Renunciation Form in the course of settling a sale of Division 3 rights issued pursuant to offers by Origin of securities of Origin for issue, where the offers:

- (a) are made *pari passu* to Origin's ordinary shareholders (except to those shareholders in a jurisdiction where it is not lawful or practicable to make the offer, in the reasonable opinion of Origin's directors) as at the time of the offer; and
- (b) are renounceable,

and where Origin has lodged a disclosure document in relation to the offers which complies with the requirements of Chapter 6D of the Act.

Schedule C

1. A disclosure document for the offers is made available for inspection at Origin's registered office.
2. Origin gives a disclosure document for the offers free of charge to a person who requests it during the period while the offers remain open (except to a person in a jurisdiction where it is not lawful or practicable to make the offer, in the reasonable opinion of Origin's directors).
3. Origin announces to Australian Stock Exchange Limited that a disclosure document for the offers may be reviewed at its registered office or obtained free of charge upon request (except to a person in a jurisdiction where it is not lawful or practicable to make the offer, in the reasonable opinion of Origin's directors)

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Interpretation

In this instrument:

"Division 3 asset" has the same meaning as in sub-regulation 1.0.02(1) of the Corporations Regulations 2001 (the "Regulations")

"Division 3 rights" has the same meaning as in sub-regulation 1.0.02(1) of the Regulations; and

"Rights Renunciation Form" means all or any of:

- (a) Forms 5, 6, 7 or 8 in Schedule 2A to the Regulations (the "Forms") or forms which are substantially similar to the Forms; or
- (b) a pre-printed notification form informing the holders of Division 3 assets of their individual entitlement to acquire a specified number of Division 3 assets pursuant to offers described in Schedule B.

Dated this 15th day of February 2005



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

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

Under subsection 741(1) of the Corporations Act 2001 (Cth) (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 Schedule A 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) 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 prospectus lodged with ASIC to the following extent:

Page 28 of the lodged prospectus is amended so that immediately after the words "at the time of such Application and is" the following is inserted:

- 'not acting for the account or benefit of any person in the US, a US Person or any other foreign person; and*
- *will not offer or sell the Stapled Securities in the US or in any other jurisdiction outside Australia or New Zealand or to a US Person, except in open market transactions on the ASX that are exempt from registration under the US Securities Act and in compliance with all applicable laws in the jurisdiction in which such Stapled Securities are offered and sold.*

Each person outside of the United States to whom the Institutional Offer is made under this Prospectus (including each person in Australia and New Zealand to whom the Institutional Offer is made) will be required to represent, warrant and agree as follows (and will be taken to have done so if it applies under the Institutional Offer):

- *it understands that the Stapled Securities have not been and will not be registered under the US Securities Act and may not be offered or sold in the United States or to a US Person, except in transactions exempt from registration under the US Securities Act;*
- *it is not in the US nor a US Person and is not acting for the account or benefit of a US Person; and*
- *it is not engaged in the business of distributing securities or, if it is, it agrees that it will not offer or resell in the US or to a US Person (a) any Stapled Securities it acquires in the Offer at any time or (b) any Stapled Securities it acquires other than in the Offer until 40 days after the date of completion of the Offer and the Stapled Securities are*

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allocated in the Offer, in either case other than in an open market transaction on the ASX meeting the requirements of Regulation S under the US Securities Act.

No person is authorised to provide any information or make any representations other than those contained in this Prospectus and, if given or made, such information or representations will not be relied upon as having been authorised by MCAG or the Joint Lead Managers or any other person, nor will any such persons have any liability or responsibility therefore.

2.20 ENQUIRIES

All enquiries in relation to this Prospectus should be directed to the MCAG Offer Information Line on 1800 253 098 (from within Australia) or +61 3 9415 4208 (from outside Australia). The MCAG Offer Information Line will be open from 8.30am until 5.30pm Sydney time Monday to Friday until completion of the Offer.

If you are unclear in relation to any matter or are uncertain as to whether MCAG is a suitable investment for you, you should seek professional advice from your stockbroker, accountant, financial adviser, lawyer or other professional adviser.'

SCHEDULE A

Prospectus lodged on 17 February 2005 by Macquarie Capital Alliance Limited ACN 112 594 662 (MCAL) to offer stapled securities, each comprising one ordinary share in MCAL and one unit in Macquarie Capital Alliance Trust.

SCHEDULE B

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

- (a) no application form is attached to the disclosure document lodged with ASIC;
- (b) 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
- (c) 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 21st day of February 2005



Signed by Judy Yeung
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

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**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**


Notice of Cancellation of an Australian Financial Services Licence

TO: MBD Associates Pty Limited. ABN: 90 003 764 207 ("the Licensee")
Suite 20, Level 3, 2 Barrack Street, Sydney, NSW, 2000

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 223400 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 23rd day of February 2005.

Signed


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Joyce Krashow, a delegate of the Australian Securities and Investments
Commission



ASIC

Australian Securities & Investments Commission

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**Australian Securities & Investments Commission
Corporations Act 2001 Section 915B**

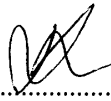
Notice of Cancellation of an Australian Financial Services Licence

TO: Paul H Jeffery. ABN: 23 755 387 563 ("the Licensee")
Level 2, 57 Grosvenor Street, Neutral Bay, NSW, 2089

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 267466 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 23rd day of February 2005.

Signed


.....

Joyce Krashow, a delegate of the Australian Securities and Investments
Commission

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

Pursuant to subsection 741(1) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission ("ASIC") hereby declares that Chapter 6D of the Act applies to the persons specified in Schedule A in the case specified in Schedule B as if section 708A of the Act were modified or varied by:

1. after subsection (1) adding the following subsections:

"(1A) This section also applies to an offer (*the sale offer*) of a body's securities (*the relevant securities*) for sale by a person if:

 - (a) but for subsection (5) disclosure to investors under this Part would be required by subsection 707(5) for the sale offer; and
 - (b) a determination under subsection (2) was not in force in relation to the body at the time when the relevant securities were issued.";
2. in paragraph (5)(e) omitting the words "a notice that complies with subsection (6)" and substituting the words "notices that comply with subsections (6) and (6A)";
3. omitting paragraphs (6)(a) and (6)(b) and substituting the following paragraphs:

"

 - (a) is given by the body within 5 business days after the day on which the relevant securities were sold by the person who controlled the body (*the controller*); and
 - (b) states that the controller sold the relevant securities without disclosure to investors under this Part and";
4. after subsection (6) adding the following subsection:

"(6A) A notice complies with this subsection if the notice:

 - (a) is given by the body, as agent for the controller, within 5 business days after the day on which the relevant securities were sold by the controller; and
 - (b) states that the controller sold the relevant securities without disclosure to investors under this Part; and
 - (c) sets out any information known by the controller that is excluded information as at the date of the notice (see subsections (7) and (8)).";

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5. in paragraph (9)(a) omitting the word "the" and substituting the word "a";
6. in paragraph (9)(b) omitting the words "are issued" and substituting the words "are sold by the controller";
7. after subsection (9) adding:
"(9A) The controller contravenes this subsection if:
 - (a) a notice given under subsection (5) is defective; and
 - (b) the controller becomes aware of the defect in the notice within 12 months after the relevant securities are sold by the controller and does not notify the body"; and
7. in subsection (10) omitting the word ",the" and adding the words "and subsection (9A), a" after the words "subsection (9)".

Schedule A

Any person who offers for sale ordinary shares in SAI Global Limited ACN 050 611 642 ("body") ("Shares").

Schedule B

An offer of Shares for sale within 12 months after their sale by Standards Australia Limited ACN 087 326 690 to a professional investor (as defined in section 9 of the Act) or to a sophisticated investor to whom an offer of Shares can be made without disclosure pursuant to subsection 708(8) of the Act.

Dated this 23rd day of February 2005.



Signed by Kate Metz
as a delegate of the Australian Securities and Investments Commission



ASIC 05 / 0167

Australian Securities & Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 741(1)(a), 911A(2)(l), 992B(1)(a) and
1020F(1)(a) — Exemptions

First Exemption: disclosure relief

1. Under paragraphs 741(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the “Act”) the Australian Securities and Investments Commission (“ASIC”) exempts:
 - (a) the person referred to in Schedule A from Parts 6D.2, 6D.3 (except section 736) and 7.9 where the person:
 - (i) makes an eligible offer;
 - (ii) offers to arrange for the issue of financial products under an eligible offer;
 - (iii) issues a financial product under an eligible offer,that does not involve a contribution plan, on the conditions set out in Schedule B and for so long as the conditions are met; and
 - (b) a person (other than a person covered by paragraph (a)) from Part 7.9 where the person makes a recommendation to acquire financial products under an eligible offer that does not involve a contribution plan, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in the Schedule B have not been met.

Second Exemption: licensing and hawking relief

2. Under paragraph 911A(2)(l) ASIC exempts the person referred to in Schedule A who is exempt from Part 6D.2 or Part 7.9 because of the First Exemption (other than because the person made a recommendation to acquire financial products) from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in that exemption (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.
3. Under paragraph 911A(2)(l) ASIC exempts:
 - (a) the person referred to in Schedule A who is exempt from Part 6D.2 or Part

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**ASIC**

Australian Securities & Investments Commission

7.9 because of the First Exemption; and

- (b) any associate of that person,

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from the requirement to hold an Australian financial services licence for the provision of the following financial services:

- (c) the provision of a custodial or depositary service in connection with an eligible offer covered by the First Exemption where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
- (d) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (c); and
- (e) dealing in a financial product in connection with an eligible offer covered by the First Exemption where any acquisition by purchase or disposal of the product (by Voyager or an associate) occurs either:
- (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products or a dealers licence issued under the old Corporations Act authorising the holder to deal in securities; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.

Schedule A

Voyager Energy Limited ABN 36 008 954 925 ("Voyager")

Schedule B

The following conditions apply:

1. the person making the offer must:
 - (a) include that offer in an offer document; and
 - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not



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Australian Securities & Investments Commission

later than 7 days after the first provision of that material to an employee;
and

2. Voyager must comply with any undertaking required to be made in the offer document by reason of this instrument; and
3. in the case where the Voyager Performance Rights Plan may involve the issue of shares (including as a result of the exercise of an option) – Voyager must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:
 - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares, under the Voyager Performance Rights Plan or any other employee share scheme to be accepted or exercised; and
 - (b) the number of shares in the same class issued during the previous 5 years pursuant to the Voyager Performance Rights Plan or any other employee share scheme extended only to eligible employees of Voyager;

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

- (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before 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; or
- (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or
- (g) an offer made under a disclosure document or Product Disclosure Statement,

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

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Australian Securities & Investments Commission

Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act;
2. an employee share scheme including the Voyager Performance Rights Plan shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee;
3. "approved foreign market" means:
 - (a) American Stock Exchange, Deutsche Borse, Euronext Amsterdam, Euronest Paris, Italian Exchange, Kuala Lumpur Stock Exchange (Main and Second Boards), London Stock Exchange, New York Stock Exchange, New Zealand Stock Exchange, Singapore Exchange, Stock Exchange of Hong Kong, Swiss Exchange, Tokyo Stock Exchange or Toronto Stock Exchange, provided that:
 - (i) unless otherwise expressly stated, if any such market involves more than one board, only the main board is an approved foreign market; and
 - (ii) such a market is not to be taken to be an approved foreign market at a particular time only because it was known by another name at that time; or
 - (b) NASDAQ National Market;
4. "associated body corporate" of Voyager means:
 - (a) a body corporate that is a related body corporate of Voyager; or
 - (b) a body corporate that has voting power in Voyager of not less than 20%;
or
 - (c) a body corporate in which Voyager has voting power of not less than 20%;
5. "Australian dollar equivalent" in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates;



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6. “contribution plan” means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
- (a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee 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) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by Voyager in trust for the employee in an account of an Australian ADI which is established and kept by Voyager only for the purpose of depositing contribution moneys and other money paid by employees for the shares on offer under the employee share scheme; and
 - (c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;
7. “current market price” means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;
8. “eligible employee” means, in relation to Voyager, a person who is at the time of an offer under the Voyager Performance Rights Plan:
- (a) a full or part-time employee of Voyager or of an associated body corporate of Voyager;
 - (b) a contractor who is engaged by Voyager or an associated body corporate of Voyager, and:
 - (i) has worked for Voyager or an associated body corporate of Voyager for more than one year; and
 - (ii) has received 80% or more of their income in the preceding year from Voyager or an associated body corporate of Voyager; or
 - (c) a director of Voyager or of an associated body corporate of Voyager;



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9. “eligible offer” means an offer for issue of options for the issue or transfer of fully-paid shares in Voyager in the same class as shares which have been quoted on the financial market operated by Australian Stock Exchange Limited or an approved foreign market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period where:
- (i) each of the options is offered for no more than nominal consideration; and
 - (ii) the offer for issue is made under the Voyager Performance Rights Plan extended only to the eligible employees of Voyager;
10. “financial product advice” has the meaning given by section 766B;
11. “general advice” has the meaning given by section 766B;
12. “nominal consideration” means consideration of not more than 1 cent per option;
13. “offer” has a meaning affected by sections 700, 702 and 1010C;
14. “offer document” means a document setting out an offer under the Voyager Performance Rights Plan that:
- (a) includes or is accompanied by a copy, or a summary, of the rules of the Voyager Performance Rights Plan; and
 - (b) if a summary (rather than a copy) of the rules of the Voyager Performance Rights Plan is given — includes an undertaking that during the period (the “offer period”) during which an eligible employee may acquire the financial products offered or exercise options acquired under the scheme, Voyager will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the Voyager Performance Rights Plan; and
 - (c) specifies in respect of the shares subject to the options:
 - (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
 - (iii) where the acquisition price is to be worked out in the future under

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a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and

- (d) includes an undertaking, and an explanation of the way in which, Voyager will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
- (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 those subject to the options; and
 - (ii) where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) discloses the conditions, obligations and risks associated with any loan or financial assistance offered by Voyager or any associated body corporate of it for the purpose of acquiring financial products under the Voyager Performance Rights Plan; and
15. "old Corporations Act" has the meaning given by subsection 1410(1);
16. "unit" in relation to a share means a legal or equitable right or interest in the share; and
17. "Voyager Performance Rights Plan" means the Voyager Performance Rights Plan, by whatever name it is known from time to time provided that the terms of the Voyager Performance Rights Plan are substantially similar to the terms of that plan as at the date of this instrument.

Dated 24 February 2005


Signed by Salvatore Pillera
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 926A(2)(a), 926A(2)(c), 951B(1)(a), 992B(1)(a)
and 1020F(1)(a) — Exemption and Declaration

1. Under paragraph 926A(2)(a) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") exempts, until 30 June 2005, the person referred to in Schedule A from Divisions 3 and 5 of Part 7.6 of the Act for dealing in, and providing financial product advice in relation to, the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
2. Under paragraphs 951B(1)(a), 992B(1)(a) and 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in Schedule A from Divisions 2, 3 and 4 of Part 7.7, Divisions 2, 3, 5 and 6 of Part 7.8 and Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
3. Under paragraph 926A(2)(c) of the Act, ASIC declares that, until 30 June 2005, Part 7.6 (other than Divisions 4 and 8) of the Act applies in relation to the financial product referred to in Schedule B in the case set out in Schedule E as if section 911B of the Act were modified or varied by adding after paragraph (1)(c):

"(ca) these conditions are satisfied:

 - (i) the principal holds an Australian financial services licence covering the provision of the service;
 - (ii) the provider is:
 - (A) a representative of the principal; or
 - (B) an employee of a representative of the principal;
 - (iii) the service is dealing in, or providing financial product advice in relation to, a facility for making non-cash payments (see section 763D);".
4. Under paragraph 951B(1)(a) of the Act, ASIC exempts, until 30 June 2005, a person acting in the capacity of an authorised representative of the person referred to in Schedule A from Divisions 2, 3 and 4 of Part 7.7 of the Act in relation to the financial product referred to in Schedule B in the case set out in Schedule E.
5. Under paragraph 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, a person acting in the capacity of a representative of the person referred to in Schedule A, from Part 7.9 of the Act in relation to the financial product referred to in Schedule B.

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Schedule A**0 5 / 0 1 6 8**

Commonwealth Bank of Australia (ABN 48 123 123 124) ("Issuer").

Schedule B

A facility through which, or through the acquisition of which, a client makes non-cash payments that is constituted by, or is a component of, the Woolworths Ezy Rewards Program ("Scheme").

Schedule C

Where at all times:

- (a) the Scheme provides benefits to clients based on the clients' use of, or expenditure on, the goods or services of participating merchants or is reasonably likely to promote spending on the goods or services of participating merchants; and
- (b) the Scheme includes a reward redemption facility whereby:
 - (i) clients are allocated credits as a result of using, or spending on, the goods or services of participating merchants; and
 - (ii) the credits allocated to a client can be used by the client for a reward redemption; and
- (c) clients are not able to make a cash contribution in exchange for credits except where:
 - (i) they are making a reward redemption; and
 - (ii) the amount of credits exchanged for cash does not exceed 20% of the credits used for the reward redemption; and
 - (iii) the credits exchanged for cash are immediately used for the reward redemption; and
- (d) the Issuer has adequate resources and arrangements in place to reasonably ensure clients making a reward redemption are able to obtain the reward they are seeking to obtain as and when they make reward redemptions under the Scheme.

Schedule D

The Issuer must:

1. establish and maintain an internal dispute resolution system that complies as far as practicable with the Australian Standard on Complaints Handling AS4269-1995 that covers complaints made in connection with a dealing in, or the provision of financial product advice in relation to, the Scheme, or use of the Scheme; and
2. ensure that any monies paid to the Issuer, on account of any amount that may be payable to a participating merchant for the provision of goods or services or for a reward redemption under the Scheme, is paid as soon as practicable to, and held in, an account with an Australian ADI designated as a trust account until:
 - (a) the Issuer is required to use the money to discharge the obligation to the participating merchant; or

- (b) in accordance with the terms and conditions of the Scheme, the Issuer is no longer required to use the money to discharge the obligation to the participating merchant; and
3. at or before making an offer to a person to participate in the Scheme, provide the person a written document ("disclosure document") which sets out, in a manner that is clear, concise and effective, the following statements and such of the following information as the person would reasonably require in order to assess the merits and risks of participating in the Scheme:
- (a) a statement setting out the name, principal place of business and registered office of the Issuer; and
 - (b) information about:
 - (i) the cost of participating in the Scheme; and
 - (ii) any other amounts that will or may be payable by the person in respect of the Scheme, and the times at which those amounts will or may be payable; and
 - (c) information about any other significant characteristics or features of the Scheme and of the rights, terms, conditions and obligations attaching to the Scheme; and
 - (d) information about the dispute resolution system that covers complaints by clients and how that system may be accessed; and
 - (e) if the Issuer makes other information relating to the Scheme available to clients or prospective clients, or to persons more generally – a statement of how that information may be accessed; and
4. where the terms or conditions of the Scheme include a term or condition that:
- (a) the Issuer may unilaterally vary the terms or conditions of the Scheme; or
 - (b) there is an expiry date by which the person can use their credits to make a reward redemption;
- ensure that those terms or conditions are set out in a prominent manner in the disclosure document; and
5. where a person is a client at the date of this instrument, the Issuer must:
- (a) as soon as reasonably practicable after the date of this instrument, make available on its Internet website the disclosure document, in a manner reasonably likely to come to the attention of a person seeking information about the Scheme on that site; and
 - (b) on the next practicable date when the Issuer provides any other written material to the client, provide the disclosure document to the client; and
6. give written notice to clients of any proposed material change to the terms and conditions of the Scheme, and of any proposal by the Issuer to withdraw the Scheme, at least 30 days before the change or withdrawal takes effect; and
7. establish and maintain a means by which the client can readily, and without cost to the client, find out the credits available to the client that can be used by the client to make a reward redemption under the Scheme; and
8. provide any information in writing as and when requested by ASIC in relation to the Scheme, within 20 business days of any such request.

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Schedule E

A dealing in, or the provision of financial product advice in relation to, the financial product referred to in Schedule B as a representative of the person referred to in Schedule A, or as an employee of such a representative.

Interpretation

In this instrument:

authorised representative has the meaning given by section 761A of the Act;

client means a person who is a participant in the Scheme;

credits in relation to the Scheme, includes credits, points, tokens, certificates, vouchers and electronic cash (whether or not they have been attributed a monetary value) that can be used under the Scheme for making a reward redemption;

financial product advice has the meaning given by subsection 766B(1) of the Act;

makes non-cash payments has the meaning given by section 763D of the Act;

offer has a meaning affected by subsection 1010C(2) of the Act;

participating merchant means a person who provides goods or services which under the Scheme may be used or purchased by a client to obtain credits;

reward means a good or service, or a discount on a good or service, or another thing of use or benefit to a client; and

reward redemption means use of credits by a client to make payment, or cause payments to be made, for a reward.

Dated the 22nd day of February 2005.



Signed by Kristin Holmes
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 926A(2)(a), 926A(2)(c), 951B(1)(a), 992B(1)(a)
and 1020F(1)(a) — Exemption and Declaration

1. Under paragraph 926A(2)(a) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") exempts, until 30 June 2005, the person referred to in Schedule A from Divisions 3 and 5 of Part 7.6 of the Act for dealing in, and providing financial product advice in relation to, the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
2. Under paragraphs 951B(1)(a), 992B(1)(a) and 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in Schedule A from Divisions 2, 3 and 4 of Part 7.7, Divisions 2, 3, 5 and 6 of Part 7.8 and Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
3. Under paragraph 926A(2)(c) of the Act, ASIC declares that, until 30 June 2005, Part 7.6 (other than Divisions 4 and 8) of the Act applies in relation to the financial product referred to in Schedule B in the case set out in Schedule E as if section 911B of the Act were modified or varied by adding after paragraph (1)(c):

"(ca) these conditions are satisfied:

 - (i) the principal holds an Australian financial services licence covering the provision of the service;
 - (ii) the provider is:
 - (A) a representative of the principal; or
 - (B) an employee of a representative of the principal;
 - (iii) the service is dealing in, or providing financial product advice in relation to, a facility for making non-cash payments (see section 763D);".
4. Under paragraph 951B(1)(a) of the Act, ASIC exempts, until 30 June 2005, a person acting in the capacity of an authorised representative of the person referred to in Schedule A from Divisions 2, 3 and 4 of Part 7.7 of the Act in relation to the financial product referred to in Schedule B in the case set out in Schedule E.
5. Under paragraph 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, a person acting in the capacity of a representative of the person referred to in Schedule A, from Part 7.9 of the Act in relation to the financial product referred to in Schedule B.

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Schedule A**0 5 / 0 1 6 9**

Commonwealth Bank of Australia (ABN 48 123 123 124) ("Issuer").

Schedule B

A facility through which, or through the acquisition of which, a client makes non-cash payments that is constituted by, or is a component of, the Commonwealth Awards Program ("Scheme").

Schedule C

Where at all times:

- (a) the Scheme provides benefits to clients based on the clients' use of, or expenditure on, the goods or services of participating merchants or is reasonably likely to promote spending on the goods or services of participating merchants; and
- (b) the Scheme includes a reward redemption facility whereby:
 - (i) clients are allocated credits as a result of using, or spending on, the goods or services of participating merchants; and
 - (ii) the credits allocated to a client can be used by the client for a reward redemption; and
- (c) clients are not able to make a cash contribution in exchange for credits except where:
 - (i) they are making a reward redemption; and
 - (ii) the amount of credits exchanged for cash does not exceed 20% of the credits used for the reward redemption; and
 - (iii) the credits exchanged for cash are immediately used for the reward redemption; and
- (d) the Issuer has adequate resources and arrangements in place to reasonably ensure clients making a reward redemption are able to obtain the reward they are seeking to obtain as and when they make reward redemptions under the Scheme.

Schedule D

The Issuer must:

1. establish and maintain an internal dispute resolution system that complies as far as practicable with the Australian Standard on Complaints Handling AS4269-1995 that covers complaints made in connection with a dealing in, or the provision of financial product advice in relation to, the Scheme, or use of the Scheme; and
2. ensure that any monies paid to the Issuer, on account of any amount that may be payable to a participating merchant for the provision of goods or services or for a reward redemption under the Scheme, is paid as soon as practicable to, and held in, an account with an Australian ADI designated as a trust account until:
 - (a) the Issuer is required to use the money to discharge the obligation to the participating merchant; or

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- (b) in accordance with the terms and conditions of the Scheme, the Issuer is no longer required to use the money to discharge the obligation to the participating merchant; and
3. at or before making an offer to a person to participate in the Scheme, provide the person a written document ("disclosure document") which sets out, in a manner that is clear, concise and effective, the following statements and such of the following information as the person would reasonably require in order to assess the merits and risks of participating in the Scheme:
- (a) a statement setting out the name, principal place of business and registered office of the Issuer; and
 - (b) information about:
 - (i) the cost of participating in the Scheme; and
 - (ii) any other amounts that will or may be payable by the person in respect of the Scheme, and the times at which those amounts will or may be payable; and
 - (c) information about any other significant characteristics or features of the Scheme and of the rights, terms, conditions and obligations attaching to the Scheme; and
 - (d) information about the dispute resolution system that covers complaints by clients and how that system may be accessed; and
 - (e) if the Issuer makes other information relating to the Scheme available to clients or prospective clients, or to persons more generally – a statement of how that information may be accessed; and
4. where the terms or conditions of the Scheme include a term or condition that:
- (a) the Issuer may unilaterally vary the terms or conditions of the Scheme; or
 - (b) there is an expiry date by which the person can use their credits to make a reward redemption;
- ensure that those terms or conditions are set out in a prominent manner in the disclosure document; and
5. where a person is a client at the date of this instrument, the Issuer must:
- (a) as soon as reasonably practicable after the date of this instrument, make available on its Internet website the disclosure document, in a manner reasonably likely to come to the attention of a person seeking information about the Scheme on that site; and
 - (b) on the next practicable date when the Issuer provides any other written material to the client, provide the disclosure document to the client; and
6. give written notice to clients of any proposed material change to the terms and conditions of the Scheme, and of any proposal by the Issuer to withdraw the Scheme, at least 30 days before the change or withdrawal takes effect; and
7. establish and maintain a means by which the client can readily, and without cost to the client, find out the credits available to the client that can be used by the client to make a reward redemption under the Scheme; and
8. provide any information in writing as and when requested by ASIC in relation to the Scheme, within 20 business days of any such request.

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Schedule E

A dealing in, or the provision of financial product advice in relation to, the financial product referred to in Schedule B as a representative of the person referred to in Schedule A, or as an employee of such a representative.

Interpretation

In this instrument:

authorised representative has the meaning given by section 761A of the Act;

client means a person who is a participant in the Scheme;

credits in relation to the Scheme, includes credits, points, tokens, certificates, vouchers and electronic cash (whether or not they have been attributed a monetary value) that can be used under the Scheme for making a reward redemption;

financial product advice has the meaning given by subsection 766B(1) of the Act;

makes non-cash payments has the meaning given by section 763D of the Act;

offer has a meaning affected by subsection 1010C(2) of the Act;

participating merchant means a person who provides goods or services which under the Scheme may be used or purchased by a client to obtain credits;

reward means a good or service, or a discount on a good or service, or another thing of use or benefit to a client; and

reward redemption means use of credits by a client to make payment, or cause payments to be made, for a reward.

Dated the 22nd day of February 2005.



Signed by Kristin Holmes
as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

0 5 / 0 1 7 0

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the "Act") the Australian Securities and Investments Commission declares that Chapter 5C of the Act applies to the persons referred to in the Schedule until 31 March 2005 as if section 601GA was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5), (6) and (7), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5), (6) and (7), if";
3. adding after subsection 601GA(4):
 - (5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated:
 - (a) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
 - (b) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.
 - (6) The constitution does not have to make adequate provision for the consideration to acquire an interest in the scheme or the proceeds payable upon a withdrawal from the scheme to the extent that it depends on determining the value of an asset that is scheme property or the amount of a liability that may be satisfied from scheme property where the responsible entity:
 - (a) reasonably believes that the value or amount cannot be objectively ascertained at the relevant time; and
 - (b) discloses a general description of the valuation methods and policies it will apply in determining the value or amount:
 - (i) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
 - (ii) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.
 - (7) The constitution does not have to make adequate provision for any application fee that must be paid to acquire an interest in the scheme provided that:
 - (a) the constitution states the maximum amount of application fees that will be charged to acquire an interest in the scheme;
 - (b) each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision states the actual amount of application fees that must be paid to acquire an interest in the scheme; and
 - (c) where a Product Disclosure Statement is not required to be given, each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision states the actual amount of application fees that must be paid to acquire an interest in the scheme.

(8) In this section:

application fee means the fee (if any) that must be paid to the responsible entity to acquire an interest in the scheme, which is determined by the responsible entity and does not exceed a specified percentage of the consideration to acquire an interest in the scheme;

information memorandum means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in the scheme; and

transaction costs means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets merely because the interest has been acquired or the withdrawal request is met."

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05 / 0170**Schedule**

AMP Capital Investors Limited ACN 001 777 591 in its capacity as responsible entity of the following registered managed investment schemes:

1. Responsible Investment Leaders Conservative Fund ARSN 112 835 793;
2. Responsible Investment Leaders Growth Fund ARSN 112 835 873;
3. Responsible Investment Leaders Australian Share Fund ARSN 112 835 631;
4. FD International Bond Fund 1 ARSN 112 835 926;
5. FD International Bond Fund 2 ARSN 112 835 999; and
6. FD International Bond Fund 3 ARSN 112 835 962.

Dated this 21st day of February 2005



Signed by Conrad Rainer
as a delegate of the Australian Securities and Investments Commission

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

0 5 / 0 1 7 1

Under paragraph 601QA(1)(b) of the Corporations Act 2001 ("Act") the Australian Securities and Investments Commission ("ASIC") declares that Chapter 5C applies to the person specified in Schedule A in the case described in Schedule B as if:

- (a) Part 5C.6 was omitted;
- (b) paragraph 601GA(4)(b) was varied by omitting the words "if the right may be exercised while the scheme is liquid (as defined in section 601KA) –"; and
- (c) paragraph 601GA(4)(c) was omitted.

Schedule A

Macquarie ProLogis Management Limited ACN 100 226 293 in its capacity as the responsible entity of the
Macquarie ProLogis Income Trust ARSN 112 882 283 ("MPIT").

Schedule B

The redemption of Step-up Hybrid Exchangeable Distributing Securities in MPIT in accordance with the terms of issue outlined in a Product Disclosure Statement lodged with ASIC on or about 22 February 2005.

Dated this 23rd day of February 2005



Signed by Conrad Rainer
As a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 1020F(1)(a) and 1020F(1)(c) – Exemption and Declaration

1. Under paragraph 1020F(1)(a) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission ("ASIC") exempts the person specified in Schedule A in the case specified in Schedule B from section 1012B and subsection 1016A(2).
2. Under paragraph 1020F(1)(c) ASIC declares that Part 7.9 applies in relation to the financial product specified in Schedule C as if section 1012C were modified or varied by omitting sections 1012C(6) and (7) and substituting the following subsections:
 - "(6) This subsection covers the circumstances in which:
 - (a) the offer is made within 12 months after the issue of the financial product; and
 - (b) the product was issued without a Product Disclosure Statement for the product being prepared; and
 - (c) the issuer issued the product with the purpose of the person to whom it was issued selling or transferring the product, or granting, issuing or transferring interests in, or options or warrants over, the product.
 - (7) Unless the contrary is proved, financial products are taken to be issued with the purpose referred to in paragraph 6(c) if any of the financial products are subsequently sold, or offered for sale, within 12 months after their issue."

Schedule A

Macquarie ProLogis Management Limited ACN 100 226 293 in its capacity as the responsible entity of the
Macquarie ProLogis Trust ARSN 100 649 536 ("MPR").

Schedule B

The issue of interests in MPR in Exchange for SHEDS, where at the time of the offer to issue the SHEDS, retail clients received a Product Disclosure Statement for the SHEDS which would have complied with sections 1013C, 1013D, 1013E, 1013F and 1013FA had the offer been to issue interests in MPR at the time the SHEDS were to be issued.

Schedule C

Interests in MPR which were issued in the circumstances specified in Schedule B.

Interpretation

In this instrument:

Except where otherwise stated, references to provisions are references to provisions of the Act.

Exchange for SHEDS means the exchange of SHEDS for interests in MPR in accordance with the terms and conditions outlined in a Product Disclosure Statement lodged with ASIC on or about 22 February 2005.

SHEDS means Step-up Hybrid Exchangeable Distributing Securities, being interests in Macquarie ProLogis Income Trust ARSN 112 882 283.

Dated this 23rd day of February 2005



Signed by Conrad Rainer
As a delegate of the Australian Securities and Investments Commission

0 5 / 0 1 7 3**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* ("Act") the Australian Securities and Investments Commission declares that Chapter 5C of the Act applies to the person referred to in the Schedule until 31 March 2005 as if section 601GA was modified or varied by:

1. in subsection (1), omitting "The" and substituting "Subject to subsections (5), (6) and (7), the";
2. in subsection (4), omitting "If" and substituting "Subject to subsections (5), (6), and (7), if";
3. adding after subsection 601GA(4):

" (5) The constitution does not have to make adequate provision for transaction costs associated with the acquisition of an interest in the scheme or a withdrawal from the scheme where the responsible entity discloses the basis on which those costs are calculated:

- (a) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
- (b) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.

(6) The constitution does not have to make adequate provision for the consideration to acquire an interest in the scheme or the proceeds payable upon a withdrawal from the scheme to the extent that it depends on determining the value of an asset that is scheme property or the amount of a liability that may be satisfied from scheme property where the responsible entity:

- (a) reasonably believes that the value or amount cannot be objectively ascertained at the relevant time; and
- (b) discloses a general description of the valuation methods and policies it will apply in determining the value or amount:
 - (i) in each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision; or
 - (ii) where a Product Disclosure Statement is not required to be given, in each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision.

(7) The constitution does not have to make adequate provision for any entry fee that must be paid to acquire an interest in the scheme provided that:

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- (a) the constitution states the maximum amount of entry fee that will be charged to acquire an interest in the scheme;
- (b) each Product Disclosure Statement for interests in the scheme that is given to a person as a retail client while the constitution does not make such provision states:
 - (i) the maximum amount of entry fee that must be paid to acquire an interest in the scheme; and
 - (ii) the factors that will affect the actual amount of entry fee that must be paid to acquire an interest in the scheme; and
- (c) where a Product Disclosure Statement is not required to be given, each information memorandum for interests in the scheme that is given to a person while the constitution does not make such provision states:
 - (i) the maximum amount of entry fees that must be paid to acquire an interest in the scheme; and
 - (ii) the factors that will affect the actual amount of entry fee that must be paid to acquire an interest in the scheme."

(8) In this section:

entry fee means the fee (if any) that must be paid to the responsible entity to acquire an interest in the scheme, which is determined by the responsible entity and does not exceed 5% of the consideration to acquire an interest in the scheme;

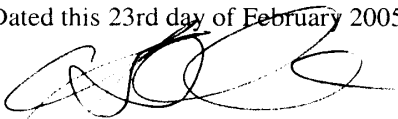
information memorandum means a document provided to wholesale clients, as defined in section 761G, in connection with the offer to issue, offer to arrange for the issue or the issue of interests in the scheme; and

transaction costs means, in relation to the acquisition of an interest in the scheme or a withdrawal request, the amount that is included in the price at which the interest is acquired or has been deducted from the amount that would otherwise be paid in meeting the request that is reasonably attributable to the expenses associated with the acquisition or disposal of scheme assets merely because the interest has been acquired or the withdrawal request is met."

Schedule

SaiteysMcMahon Investments Limited ACN 077 235 879 in its capacity as responsible entity of The Primary Agribusiness Fund ARSN 112 930 800

Dated this 23rd day of February 2005



Signed by Claire Bothwell
as a delegate of the Australian Securities and Investments Commission



ASIC

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Australian Securities & Investments Commission

Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 926A(2)(a), 926A(2)(c), 951B(1)(a),
992B(1)(a) and 1020F(1)(a) — Exemption and Declaration

1. Under paragraph 926A(2)(a) of the *Corporations Act 2001* (the "Act"), the Australian Securities and Investments Commission ("ASIC") exempts, until 30 June 2005, the person referred to in Schedule A from Divisions 3 and 5 of Part 7.6 of the Act for dealing in, and providing financial product advice in relation to, the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
2. Under paragraphs 951B(1)(a), 992B(1)(a) and 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in Schedule A from Divisions 2, 3 and 4 of Part 7.7, Divisions 2, 3, 5 and 6 of Part 7.8 and Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions set out in Schedule D and for so long as those conditions are met.
3. Under paragraph 926A(2)(c) of the Act, ASIC declares that, until 30 June 2005, Part 7.6 (other than Divisions 4 and 8) of the Act applies in relation to the financial product referred to in Schedule B in the case set out in Schedule E as if section 911B of the Act were modified or varied by adding after paragraph (1)(c):

"(ca) these conditions are satisfied:

 - (i) the principal holds an Australian financial services licence covering the provision of the service;
 - (ii) the provider is:
 - (A) a representative of the principal; or
 - (B) an employee of a representative of the principal;
 - (iii) the service is dealing in, and providing financial product advice in relation to a facility for making non-cash payments (see section 763D);"
 4. Under paragraph 951B(1)(a) of the Act, ASIC exempts, until 30 June 2005, a person acting in the capacity of an authorised representative of the person referred to in Schedule A from Divisions 2, 3 and 4 of Part 7.7 of the Act in

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relation to the financial product referred to in Schedule B in the case set out in Schedule E.

5. Under paragraph 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, a person acting in the capacity of a representative of the person referred to in Schedule A, from Part 7.9 of the Act in relation to the financial product referred to in Schedule B.

Schedule A

Bendigo Bank Limited ACN 068 049 178 ("Issuer")

Schedule B

A facility through which, or through the acquisition of which, a client makes non-cash payments that is constituted by, or is a component of, the Bendigo Bank Rewards Program ("Scheme").

Schedule C

Where at all times:

- (a) the Scheme provides benefits to clients based on the clients' use of, or expenditure on, the goods and services of the Issuer or is reasonably likely to promote spending on the goods and services of the Issuer; and
- (b) the Scheme includes a reward redemption facility whereby:
 - (i) clients are allocated credits as a result of using, or spending on, the Issuer's goods or services; and
 - (ii) the credits allocated to a client can be used by the client for a reward redemption; and
- (c) clients are not able to make a cash contribution in exchange for credits except where:
 - (i) they are making a reward redemption; and
 - (ii) the amount of credits exchanged for cash does not exceed 20% of the credits used for the reward redemption; and
 - (iii) the credits exchanged for cash are immediately used for the reward redemption.

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Schedule D

The Issuer must:

1. establish and maintain an internal dispute resolution system that complies as far as practicable with the Australian Standard on Complaints Handling AS4269-1995 that covers complaints made in connection with a dealing in, or the provision of financial product advice in relation to, the Scheme, or use of the Scheme; and
2. have adequate resources to reasonably ensure clients making a reward redemption are able to obtain the reward they are seeking to obtain as and when they make the reward redemptions under the Scheme; and
3. at or before making an offer to a person to participate in the Scheme, provide the person a written document ("disclosure document") which sets out in a manner that is clear, concise and effective, the following statements and such of the following information as the person would reasonably require in order to assess the merits and risks of participating in the Scheme:
 - (a) a statement setting out the name, principal place of business and registered office of the Issuer; and
 - (b) information about:
 - (i) the cost of participating in the Scheme; and
 - (ii) any other amounts that will or may be payable by the person in respect of the Scheme, and the times at which those amounts will or may be payable; and
 - (c) information about any other significant characteristics or features of the Scheme or of the rights, terms, conditions and obligations attaching to the Scheme; and
 - (d) information about the dispute resolution system that covers complaints by clients and how that system may be accessed; and
 - (e) if the Issuer makes other information relating to the Scheme available to clients or prospective clients, or to persons more generally – a statement of how that information may be accessed; and
4. where the terms or conditions of the Scheme include a term or condition that:
 - (a) the Issuer may unilaterally vary the terms or conditions of the Scheme; or
 - (b) there is an expiry date by which the person can use their credits to make a reward redemption;ensure that those terms or conditions are set out in a prominent manner in the disclosure document; and

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5. where a person is a client as at the date of this instrument, the Issuer must:
 - (i) as soon as reasonably practicable after the date of this instrument, make available on its Internet website the disclosure document, in a manner reasonably likely to come to the attention of a person seeking information about the Scheme on that site; and
 - (ii) on the next practicable date when the Issuer provides any other written material to the client, provide the disclosure document to the client; and
6. give written notice to clients of any proposed material change to the terms and conditions of the Scheme, and of any proposal by the Issuer to withdraw the Scheme, at least 30 days before the change or withdrawal takes effect; and
7. establish and maintain a means by which the client can readily, and without cost to the client, find out the credits available to the client that can be used by the client to make a reward redemption under the Scheme; and
8. provide any information in writing as and when requested by ASIC in relation to the Scheme, within 20 business days of any such request.

Schedule E

A dealing in, and the provision of financial product advice in relation to the financial product referred to in Schedule B as a representative of the person referred to in Schedule A.

Interpretation

In this instrument:

authorised representative has the meaning given by section 761A of the Act;

client means a person who is a participant in the Scheme;

credits in relation to the Scheme, includes credits, points, tokens, certificates, vouchers and electronic cash (whether or not they have been attributed a monetary value) that can be used under the Scheme for making a reward redemption;

dealing has the meaning given by subsection 766C(1) of the Act;

financial product advice has the meaning given by subsection 766B(1) of the Act;

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makes non-cash payments has the meaning given by section 763D of the Act;

offer has a meaning affected by subsection 1010C(2) of the Act;

representative has the meaning given by section 910A of the Act;

reward means goods or services, or a discount on goods or services, or other thing of use or benefit to a client; and

reward redemption means use of credits by a client to make payment, or cause payments to be made, for a reward.

Dated the 24th day of February 2005

Signed by Peter Knight
as delegate of the Australian Securities and Investments Commission

**ASIC 05 / 0175**

Australian Securities & Investments Commission

**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 specified in Schedule A in the case specified in Schedule B as if:

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

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

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

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

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

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

3. section 724 was amended by inserting the following subsection after subsection 724(1):

"724(1AA) Where a person lodges a supplementary disclosure document which relates to the matters referred to in subparagraph (1)(b)(ii) or this subsection, and the condition referred to in subparagraph (1)(b)(ii) is not satisfied within 3 months after the date of the supplementary disclosure document, the person must deal under subsection (2) with any applications for the securities made under the disclosure document to which the supplementary disclosure document relates that have not resulted in an issue or transfer of the securities. For the purpose of working out whether a condition referred to in paragraph (1)(a) has been satisfied, a person who has agreed to take securities as underwriter is taken to have applied for those securities."

SCHEDULE A

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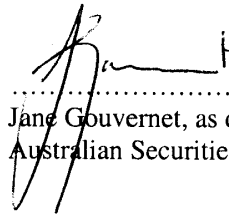
Redman Mining Limited ACN 108 048 371 ("Issuer") and any person acting on its behalf.

SCHEDULE B

An offer or issue of securities of the Issuer under a prospectus lodged with ASIC on 29 November 2004, as supplemented by a supplementary prospectus to be lodged with ASIC on 28 February 2005.

Dated this 23 February 2005.

Signed:



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Jane Gouvernet, as delegate of the
Australian Securities and Investments Commission

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Australian Securities and Investments Commission

Corporations Act 2001 — Paragraphs 911A(2)(l) and 1020F(1)(a) — Exemption

1. Under paragraph 911A(2)(l) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) exempts, until 30 June 2005, the person referred to in Schedule A from the requirement to hold an Australian financial services licence for dealing in and providing financial product advice in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions referred to in Schedule D and for so long as those conditions are met.
2. Under paragraph 1020F(1)(a) of the Act, ASIC exempts, until 30 June 2005, the person referred to in Schedule A from Part 7.9 of the Act in relation to the financial product referred to in Schedule B in the case referred to in Schedule C on the conditions referred to in Schedule D and for so long as those conditions are met.

Schedule A

Tollaust Pty Limited ACN 050 538 693 (*Issuer*).

Schedule B

A facility (the *Facility*) that is issued by the Issuer and through which, or through the acquisition of which a person makes non-cash payments for goods and services where the Facility involves the payment of motorway tolls.

Schedule C

Where all of the following apply:

1. the Issuer has taken all reasonable steps to ensure that on each occasion a transaction is made through the use of one or more Facilities, the total amount paid through all the Facilities used on that occasion does not exceed \$1,000; and
2. the total of the amounts available for making non-cash payments through the Facilities held by all clients does not exceed \$10,000,000; and
3. the number of persons to whom payments may be made, or caused to be made, through the Facility does not exceed 50.

Schedule D

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The Issuer must:

1. establish and maintain an internal dispute resolution system that complies as far as practicable with the Australian Standard AS4269-1995: *Complaints Handling* that covers complaints made in connection with any dealing in, or any provision of financial product advice in relation to, the Facility, or with any use of the Facility; and
2. ensure that any monies paid to the Issuer on account of an amount that may be paid by a client to another person (the *third party*) through the Facility is paid as soon as practicable to, and held in, an account with an Australian ADI designated as a trust account until the Issuer is required to use the money to discharge the obligation to the third party for the provision of goods or services by the third party for which the non-cash payment was made through the Facility; and
3. at or before making an offer to a person to acquire the Facility (whether by issue or transfer):
 - (a) provide the person with a written document (*disclosure document*) which sets out the terms and conditions of the Facility and if not already included in the terms and conditions, the following statements and such of the following information in a manner that is clear, concise and effective, as the person would reasonably require in order to assess the merits and risks of acquiring or using the Facility:
 - (i) a statement setting out the name, principal place of business and the address of the registered office of the Issuer; and
 - (ii) information about:
 - (A) the cost of using the Facility; and
 - (B) any other amounts that will or may be payable by the person in respect of the Facility, and the times at which those amounts will or may be payable; and
 - (iii) information about any other significant characteristics or features of the Facility and of the rights, terms, conditions and obligations attaching to the Facility; and
 - (iv) information about the dispute resolution system that covers complaints by clients and how that system may be accessed; and
 - (v) if the Issuer makes other information relating to the Facility available to clients or prospective clients, or to people more generally – a statement of how that information may be accessed; and
 - (b) where the terms or conditions of the Facility include a term or condition that:

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- (i) the Issuer may unilaterally vary the terms or conditions of the Facility; or
- (ii) there is an expiry date by which the person can use any amount that can be used by the client for payment under the Facility,

ensure that those terms or conditions are set out in a prominent manner in the disclosure document; and

4. where a person is a client at the date of this instrument, the Issuer must:
 - (a) as soon as reasonably practicable after the date of this instrument, make available on its Internet website the disclosure document, in a manner reasonably likely to come to the attention of a person seeking information about the Facility on that site; and
 - (b) on the next practicable date when the Issuer provides any other written material to the client, provide a clear, concise and effective statement of any information in the disclosure document that has not been previously provided to the client; and
5. give written notice to clients of any proposed material change to the terms and conditions of the Facility, and of any proposal by the Issuer to withdraw the Facility at least 30 days before the change or withdrawal takes effect, or where the client is not required to be identified when acquiring or using the Facility, take reasonable steps to notify clients of any proposed material change to the terms and conditions of the Facility or of any proposal by the Issuer to withdraw the Facility at least 30 days before the change or withdrawal takes effect; and
6. establish and maintain a means by which each client can readily, and without cost to the client, find out the amount that can be used by the client for payment under the Facility; and
7. provide any information in writing as and when requested by ASIC in relation to the Facility, within 20 business days of any such request.

Interpretation

For the purposes of this instrument:

1. *client* means a person who holds a Facility;
2. *dealing* has the meaning given by subsection 766C(1) of the Act;
3. *financial product advice* has the meaning given by subsection 766B(1) of the Act;
4. *makes non-cash payments* has the meaning given by section 763D of the Act;

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5. *mechanism* includes a certificate, voucher, token, card, coin or other object, including electronic cash or material token, that can be used for making a payment, or causing a payment to be made; and
6. *offer* has a meaning affected by subsection 1010C(2) of the Act.

Commencement

This instrument takes effect on gazettal.

Dated the 23rd day of February 2005.



Signed by Andrew Yik
as delegate of the Australian Securities and Investments Commission

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that 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.

AUSTRALIAN EAGLE OIL CO. N.L.

ACN 004 772 276 will change to a proprietary company limited by shares. The new name will be AUSTRALIAN EAGLE OIL CO. PTY LTD ACN 004 772 276.

DYESOL PTY LTD ACN 111 723 883 will change to a public company limited by shares. The new name will be DYESOL LTD ACN 111 723 883.

KUMAGAI AUSTRALIA FINANCE LTD

ACN 003 045 930 will change to a proprietary company limited by shares. The new name will be KUMAGAI AUSTRALIA FINANCE PTY LIMITED ACN 003 045 930.

PERSONAL INVESTMENT MANAGEMENT SERVICES PTY LTD

ACN 100 760 496 will change to a public company limited by shares. The new name will be ABACUS INVESTMENT MANAGEMENT LIMITED ACN 100 760 496.

RUCKER, MACKENZIE PROPRIETARY

ACN 005 718 981 will change to a proprietary company limited by shares. The new name will be RUCKER, MACKENZIE PTY LTD ACN 005 718 981.

VETALLIANCE LIMITED ACN 098 009 628 will change to a proprietary company limited by shares. The new name will be VETALLIANCE PTY LTD ACN 098 009 628.

DOMINO'S PIZZA AUSTRALIA PTY LTD

ACN 010 489 326 will change to a public company limited by shares. The new name will be DOMINO'S PIZZA AUSTRALIA LIMITED ACN 010 489 326.

GBST HOLDINGS PTY LTD ACN 010 488 874 will change to a public company limited by shares. The new name will be GBST HOLDINGS LTD ACN 010 488 874.

MARINETREASURE LIMITED ACN 101 963 571 will change to a proprietary company limited by shares. The new name will be MARINETREASURE PTY LTD ACN 101 963 571.

RSG FUNDS MANAGEMENT LIMITED

ACN 100 053 558 will change to a proprietary company limited by shares. The new name will be RSG FUNDS MANAGEMENT PTY LTD ACN 100 053 558.

TRAFALGAR CORPORATE PTY LIMITED

ACN 080 518 243 will change to a public company limited by shares. The new name will be TRAFALGAR CORPORATE GROUP LIMITED ACN 080 518 243.

ZYGOT LIMITED ACN 009 115 664 will change to a proprietary company limited by shares. The new name will be ZYGOT PTY LTD ACN 009 115 664.