AFFAIRS COMMISSION G.P.O. Box 2626 Sydney, N.S.W. 2001 CORPORATE

JOHN ANDREW INTERNATIONAL

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Companies Act, 1961

Company Limited by Shares

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MEMORANDUM OF ASSOCIATION

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JOHN ANDREWS INTERNATIONAL PTY. LIMITED

- The name of the Company is John Andrews International 1. Pty. Limited.
- The objects for which the Company is established 2. are:
 - To undertake and carry on or be interested (a) in any business or undertaking capable of employing architectural qualifications knowledge and skill.
 - To undertake and carry on or be interested (b) in any business of builders designers town planners draughtsmen and property developers.

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the Commissioner for Corporate Affairs, being a person declared by the Attorney General notification published in the Government Gazette on the nineteenth day of June, 1971, to

I, the Commissioner for

purposes of Section three of the Evidence (Reproductions)

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- (d) To undertake and carry on in all or any of their branches all or any of the businesses of agents for wholesale and retail dealers in and manufacturers designers distributors producers processors importers and exporters of all kinds of manufactured made up processed or synthesised articles goods products substances and things whatsoever.
- (e) To conduct and carry on experimental research and scientific work with a view to discovering developing and perfecting any formulae processes appliances apparatus equipment substances or inventions which may appear to the Company capable of being utilised or dealt with in any way for the direct or indirect benefit of the Company and to use deal with and exploit the same in such manner and to such extent as the Company deems fit.
- (f) To apply for purchase or acquire in any way whatsoever any patents licences sublicences concessions or other rights conferring any exclusive or non-exclusive or limited right to use or any secret or other formulae or other information as to any invention or process which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem likely directly or indirectly to benefit this Company and to use exercise develop or grant licences sub-licences or rights in respect of or otherwise turn to account

1, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as Jamary of DATED this

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- (g) To purchase take on lease or in exchange hire or otherwise acquire or deal with for such consideration as may be thought fit (including shares either fully or partially paid up or otherwise) any property or assets real or personal or any rights or privileges which may be considered of benefit to the Company and in particular and without affecting the generality of the foregoing any lands leases buildings easements copyrights trade marks designs plant goods and stock in trade and to hold develop work or otherwise turn the same to account in any manner that may be deemed expedient or advisable and also to construct maintain repair alter add to destroy or replace any factories buildings fixtures chattels plant apparatus or equipment.
- (h) To pay either wholly or partly in cash debentures shares or otherwise as may be deemed expedient for any business property rights or privileges acquired by the Company or services rendered or to be rendered.
- To sell improve manage develop exchange (i) lease licence let on hire mortgage charge place under offer dispose of or otherwise deal with or turn to account all or any part of the undertaking rights property or privileges of the Company as a going concern or otherwise for such consideration as may be thought fit and in particular and without affecting the generality of the foregoing for cash or on credit or for fully or partly paid up shares stock debentures or securities in any other Company or partly for cash or on credit and partly for such shares debentures or securities or on terms of sharing in the profits of such other Company or in consideration of a royalty or on such other terms as may be determined.
- (j) To amalgamate or enter into partnership or into any arrangement for sharing profits union of interests co-operation joint adventure reciprocal concession.

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- (k) To take up or otherwise acquire shares stock or any other form of capital in any other company having objects in whole or in part similar to those of this Company or carrying or empowered to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to pay for such shares stock or capital either wholly or partly in cash shares stock debentures or otherwise howsoever as this Company may deem expedient.
- (1) To enter into any arrangement or agreement with any Governments or Authorities whether central, Municipal local or otherwise, or with any public or governmental body that may seem conducive to the carrying out of the Company's objects or any of them or of benefit to the Company directly or indirectly and to obtain from any such Government authority or body any rights privileges or concessions which may be deemed advisable or of benefit and to obtain and to carry out exercise and make use of and to turn to account any such arrangement agreement rights privileges and concessions.
- (m) To draw make accept endorse execute discount and issue promissory notes bills of exchange bills of lading and any other negotiable transferable or mercantile instruments.
- To lend money to such persons firms or (n) companies and on such terms as may be thought fit and to guarantee the performance of any contracts or agreements by any person firm or company having dealings with the Company or not and generally to give any

Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. of June, 1971, to day of Jamary notification published in the Government Gazette on the nineteenth day I, the Commissioner for Corporate Affairs, being a person declared by

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- (o) To borrow or raise money in such manner and on such terms as may be deemed fit and in particular to issue debentures and debenture stock perpetual or otherwise charged upon all or any of the Company's property (present and future or either) including its uncalled capital and to purchase redeem pay off or agree to a variation of all or any of such securities.
- (p) To promote or assist in the promotion of any Company or Companies for the purpose of acquiring all or any of the property rights or liabilities of this Company or for any other purpose which this Company may consider likely to directly or indirectly benefit this Company.
- (q) To purchase take up or otherwise acquire and hold or dispose of or deal in or with any shares stocks debentures debenture stocks bonds obligations or securities issued or guaranteed by any other Company and to accept the same in payment or part payment for any property sold or business undertaken or services rendered or rights or privileges given or conferred by this Company and to invest any moneys of the Company in such shares stock debentures and other forms of investment whatsoever as the Company may think fit.
- (r) To distribute among the members in specie any of the property of the Company but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (s) To undertake and execute any trusts either gratuitously or otherwise the undertaking whereof may seem to the Company likely to be either directly or indirectly of benefit to it.
- (t) To procure the Company to be registered or recognised in any country state or place and to do all things necessary to

Section three of the Evidence (Reproductions) to the Section that this transparency is made as of June, 1971, 5 Jamary I, the Commissioner for Corporate Affairs, being a person declared by the by notification published in the Government Gazette on the nineteenth day Jo person for the purposes of DATED this

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- (u) To expend money in any way deemed fit by the Company with the view of improving the value of any business or property of the Company or of otherwise directly or indirectly advancing its interests.
- (v) To transact and carry on all kinds of agency commission and mercantile business and also to conduct or take part in the management supervision or control of the business or operations of any Company or undertaking and for that purpose to appoint and remunerate any Directors Accountants or other experts or agents.
- (w) To pay all or any of the costs charges and expenses preliminary and incidental to the formation establishment registration and promotion of the Company and any Company to be promoted as herein provided or to contract with any person or company to pay the same and to remunerate any person or company for services rendered or to be rendered for underwriting placing selling or guaranteeing the subscription of any shares stock debentures or other securities of the Company or of any Company to be promoted as aforesaid.
- (x) To provide for all or any employees of the Company or any subsidiary of the Company any special benefits privileges or advantages whether by way of sharing in profits of the Company or otherwise and generally to implement such schemes in such manner and to such extent as the Company may think fit.
- (y) To establish and support oraid in the establishment or support of associations institutions funds and trusts calculated to benefit employees or ex-employees of the Company or any subsidiary or predecessor in business of the Company or the dependents or connections of such persons and to grant pensions allowances and annuities either by way of annual or other periodic payment or a lump sum and to make payments towards

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- (z) To obtain in the Commonwealth of Australia or elsewhere any Act of Parliament or Government authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem to the Company expedient and to oppose any proceedings or applications which may seem likely directly or indirectly to prejudice the interests of the Company.
- (aa) To insure against all such risks liabilities and eventualities as may seem advisable and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as it shall think fit.
- (bb) To adopt any means whatsoever which the Company may think fit of making known all or any of the operations objects business products and activities of the Company or any subsidiary of the Company whether such operations objects business products or activities are existing or projected or not.
- (cc) To do all or any of the above things in any part or parts of the Commonwealth of Australia or elsewhere as principal agent partner joint owner manager contractor trustee or in any other capacity whatsoever and by or through one or more trustees subsidiary companies agents attorneys or otherwise and either alone or in conjunction with any other person or persons firm or firms or company or companies.
- (6d) To do or cause to be done all such other acts matters and things as are considered by the Company incidental or likely to be conducive to the attainment of the above objects or any of them or to the interests of the Company.

AND IT IS HEREBY DECLARED that the Company shall

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- 3. The capital of the Company is \$100,000 divided into 100,000 shares of \$1 each. The Company shall have power to increase or reduce its capital. shall also have power upon or after such increase of capital to issue any new shares in the capital with or subject to any preferential, special or qualifying rights or conditions as regards dividends, repayment of capital, voting or otherwise.
- 4. The liability of the members is limited.
- 5. The full names addresses and occupations of the subscribers hereto and the number of shares they respectively agree to take are:-

Name, Address and Occupation:

JOHN HAMILTON ANDREWS,

Architect.

PETER JOHN COURTNEY,

Architect.

No. of Shares:

One (1) "A" Class Share.

One (1) "A" Class Share.

Section three of the Evidence (Reproductions) of June, 1971, to the Section that this transparency is made by notification published in the Government Gazette on the nineteenth day person declared by the Commissioner for Corporate Affairs, being a be an approved person for the purposes of Act, 1967, DO HEREBY CERTIFY pursuant

| Signatures of Subscribers | No. cf Shares taken by each Subscriber | Signatures and Addresse of Witnesses |
|---------------------------|----------------------------------------------|--------------------------------------------------------|
| architect | One(1) A" Clan share | W. J. Raine 39 Montes Place System Solver row |
| P. d COURTNEY | ONE (1) "A" Class Shane | No Spaint Main Syding Solicing |
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Companies Act, 1961

Company Limited by Shares

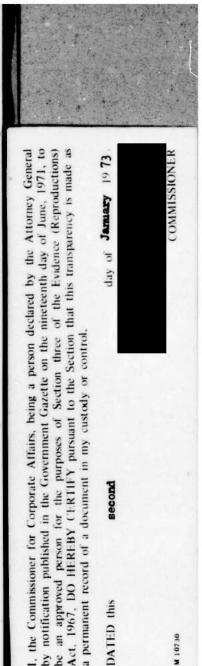


ARTICLES OF ASSOCIATION

of

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

- 1. The Regulations contained in Table "A" in the Fourth Schedule to the Companies Act, 1961 of the State of New South Wales shall apply to this Company and are hereby adopted except so far as hereinafter added to altered varied modified cancelled or excluded.
- 2. The Company is a Proprietary Company therefore :-
 - The number of members shall be not more (a) than fifty (counting joint holders of shares as one person and not counting any person in the employment of the Company or of its subsidiary or any person who while previously in the employment of the Company or of its subsidiary was and thereafter has continued to be a member of the Company).
 - (b) Any invitation to the public to subscribe for any shares or debentures of the Company or to deposit money with the Company for fixed periods or payable at call, whether bearing or not bearing interest, is prohibited.



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SHARE CAPITAL AND VARIATION OF RIGHTS

- The following Articles are additional Articles -
 - 2A. The capital of the Company is One hundred thousand dollars (\$100,000) divided into one hundred thousand (100,000) Shares of One dollar (\$1.00) each including one hundred (100) "A" Class Shares, one hundred (100) "B" Class Shares and ninety nine thousand eight hundred (99,800) "C" Class Shares.
 - 2B. The rights privileges and conditions attached to the said 100 "A" Class Shares are as follows:
 - (a) The "A" Class Shares shall confer upon the holder or holders thereof the right to vote at any meeting of the Company at which a vote of members is taken or upon any poll on the basis that one share shall entitle the holder thereof to one vote.
 - (b) The "A" Class Shares shall not confer upon the holders thereof the right to participate in any dividends of the Company.
 - (c) The "A" Class Shares shall rank upon a reduction of share capital and in a winding up as regards return of capital pari passu with all other shares in the Company, but shall not carry the right to any further participation in surplus assets and profits.

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- (d) Upon the death or bankruptcy of a holder of "A" Class Shares such Shares shall carry novation rights until duly transfered by the personal representative of the deceased holder or by the trustee or assignee of the bankrupt holder hereinafter provided.
- 2C. The rights privileges and conditions attached to the said 100 "B" Class Shares are as follows:
 - (a) The "B" Class Shares shall confer upon the holder or holders thereof the right to receive notices (including reports and balance sheets) of and to attend meetings of the Company but shall not confer upon the holders thereof the right to vote at any meeting of the Company at which a vote of members is taken or upon any poll.
 - (b) The "B" Class Shares shall confer upon the holder or holders thereof the right to participate in the dividends or bonuses of the Company.
 - (c) The "B" Class Shares shall rank upon a reduction of share capital and in a winding up as regards return of capital pari passu with all other shares in the Company and shall confer upon the holder or holders thereof the right to further participation in surplus assets and profits.
- 2D. The rights privileges and conditions attached to the said 99,800 "C" Class Shares are as follows:
 - (a) The "C" Class Shares shall not confer upon the holder or holders thereof the right to receive notices (including reports and balance sheets) of and to attend meetings of the Company.

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- (b) The "C" Class Shares shall not confer upon the holder or holders thereof the right to vote at any meeting of the Company at which a vote of members is taken or upon a poll.
- (c) The "C" Class Shares shall confer on the holder thereof the right to participate in any dividends or bonuses of the Company.
- (d) The "C" Class Shares shall rank upon a reduction of share capital and on a winding up as regards return of capital pari passu with all other shares in the Company and shall not carry the right to to any further participation in surplus assets and profits.
- Regulation 3 in Table "A" is deleted and the following Article is substituted therefor:
 - 3. Subject to the provisions of Section 61 the Company may issue Preference Shares which are or at the option of the Company are to be liable to be redeemed and such power may be exercised by the Directors.
- The following Article is an additional Article: 5.
 - 8A. Notwithstanding any other provision to the contrary in these Articles of Association at all times at least twothirds of the total voting rights of all persons entitled to vote at a general meeting of the members of the Company shall be held by persons who are registered as Architects and whose names at any material time remain upon any Register of Architects in the State of incorporation of the Company or in any other State in which the Company is registered pursuant to the Companies Act of that State and the words "Architect" and "Register" shall take the meaning given to them by any

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particular statute of any such State relating to the registration and practice of Architects.

TRANSFER OF SHARES

- 6. Regulation 22 contained in Table "A" is excluded and the following Article substituted therefor:
 - 22. (a) The Directors shall refuse to register a transfer; of a share if upon registration of the transfer the number of members of the Company would exceed the maximum prescribed by Article 2(a) hereof.
 - No share or shares and no interest in any share or shares shall be sold transferred or otherwise disposed of unless and until the rights of preemption herein contained shall have been exhausted.
 - (c) (A) Any member or other person entitled to transfer any share or shares who is desirous of selling transferring or otherwise disposing of the same or any interest therein (hereinafter called "the proposing transferor") shall give notice in writing (hereinafter called "a transfer notice") to the Company that he wishes to sell such share or shares. The transfer notice shall specify the number the class and the denoting numbers (if any) of the shares which he wishes to sell and the price per share which he is prepared to accept and also the full name and address of the proposed transferee (if any).
 - Upon receipt of the said transfer (B) notice the Directors shall either approve the price stated therein as a fair value of the said shares or fix a fair value thereof by

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if the proposing transferor notifies the Company in writing within such four (4) weeks period that he accepts the said value such notification

agreement with the proposing

transferor or in default of agreement cause a fair value of the said shares to be fixed by the auditor and the determination by the auditor of such fair value

shall be made by him as an expert

and not as an arbitrator and shall be final provided always that the auditor shall be free but not bound for the purpose of assisting him in making such determination to obtain and if he sees fit rely upon valuations of any particular asset or

assets of the Company by any person

the cost of such determination and valuations (if any) shall be paid by the proposing transferor to the Company towards defraying the cost The Directors shall

notify the proposing transferor in writing as soon as either the said price is approved or the said fair value is fixed as aforesaid as the

or persons chosen by him and regarded by him as competent to make such valuations. One half of

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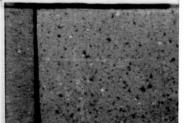
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- (D) In the event that the price stated in the transfer notice is approved by the Directors as a fair value or the fair value of the said shares is fixed by agreement between the Directors and the proposing transferor the Company shall thereby be constituted the agent of the proposing transferor for the next ensuing three (3) months or such shorter period as the Directors and the proposing transferor may agree (which period is hereinafter called "the agency period") after his being notified thereof as aforesaid for the sale of the said shares as hereinafter provided at a price equal to such fair value.
- Upon the Company being constituted (E) agent of the proposing transferor pursuant to paragraph (C) or (D) of this Article 22 the Company may at the scle discretion of the Directors in the first instance offer the said shares to the proposed transferee or to such other person or person (whether members or not) and if more than one in such proportions between them as the Directors may in their sole discretion determine at a price equal to such fair value as aforesaid and the offer or offers

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shall in each case limit the time (not being less than twenty-one days) within which the same if not accepted will be deemed to be declined.

- (F) If any of the persons to whom shares are offered pursuant to paragraph (E) of this Article 22 does not accept the shares so offered the Company shall offer the shares for which an offer has not been accepted to all the members other than the transferor or a member who has then failed to accept an offer pursuant to paragraph (E) of this Article 22 of a not greater parcel of the said shares.
- (G) If any member does not accept the said shares offered to him the unclaimed shares shall in the third instance be offered to those members who have accepted the shares the subject of the first offer to them and such offer shall be made to those members as nearly as may be in proportion to the then shares in the same Class held by them respectively as aforesaid and shall in each case limit the time not being less than twenty-one days within which the same if not accepted will be deemed to be declined. If after such third offer to members there remain any unclaimed shares the balance thereof shall be re-offered to all members. If acceptances exceed the available shares the same shall be deemed accepted in such proportions between the accepting members as the Directors determine.
 - (H) Any offer under any of the foregoing provisions hereof shall be capable

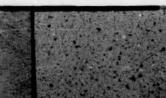
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of acceptance by writing under the hand of the offeree delivered to the registered office of the Company.

(I) Upon any p son (whether a member or not) claiming the shares so offered to him by giving to the Company within the period during which such offer shall remain open notice of his desire to purchase the same the Company shall give notice thereof to the proposing transferor and provided that the whole of the shares the subject of the transfer notice are so claimed the proposing transferor shall thereupon be bound upon payment of the fair value thereof to transfer such shares to such person or persons any every such transfer shall subject to subclause (a) of this Article 22 be registered in the books of the Company. If in any case the proposing transferor after having become bound as aforesaid makes default in transferring any such share or shares the Company may receive the purchase money therefor and thereupon cause the name of the transferee to be entered in the register as the holder of the share or shares and shall hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the transferee and upon his name being entered in the register in purported exercise of the aforesaid power the validity of the proceedings shall not be questioned by any person. event that only some of the said shares are so claimed the proposing transferor shall be at liberty but not bound to transfer all of the

by notification published in the Government Gazette c.: the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General 19 73 Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made day of Jamary in my custody or a document a permanent record of

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shares so claimed to the members or member claiming the same upon payment therefor of the fair value thereof and every such transfer shall subject to subclause (a) of this Article 22 be registered in the books of the Company.

- of the shares the subject of the transfer notice be so claimed the proposing transferor shall be free during the period of three months commencing upon the expiration of the agency period to sell transfer or otherwise dispose of the whole (but not part only) of the legal and beneficial interest in such of the said shares as he has not transferred to members pursuant to subclause (I) at any price not being less than the fair value thereof.
- (K) The Directors before determining to register any such transfer may, without limiting or restricting their powers under subclause (f) of this Article 22, require the proposing transferor to furnish them with evidence of the fact that the price paid for the shares so transferred is not less than the fair value.
- (d) In the event that a transfer of shares pursuant to the provisions of this Article 22 shall be a transfer to a member or to members of the Company and any proposing transferee shall require time to pay the purchase price for the shares as fixed or determined pursuant to this Article 22 and agreement for which between the proposing transferor and that proposing transferee

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is not reached then the Directors shall thereupon jointly be constituted the agent of the proposing transferor and the Directors shall be at liberty to allow the proposing transferee to pay the purchase price within such time and upon such terms and conditions as the Directors may at their discretion determine provided however that the full purchase price for such shares shall in any event be payable within months of the acceptance by

the member or members of the said shares.

- (e) Notwithstanding anything contained in subclauses (b) or (c) of this Article 22 the provisions of those subclauses shall not apply to a transfer which the Directors by unanimous resolution are satisfied does not effect any alteration in the beneficial ownership of the shares transferred and no transfer notice need be given prior to any such transfer.
- Save as provided in the foregoing provisions of this Article 22 the Directors may refuse to register a transfer of any share without assigning any reason therefor.
- If the Directors refuse to register a transfer of any share they shall within two months after the date on which the transfer was lodged with the Company send to the transferee notice of such refusal.
- (h) Upon the death or bankruptcy of a member he shall be deemed to have given immediately before his death or the sequestration of his estate in bankruptcy a transfer notice in accordance with Article 22 (c) (A) hereof relating to all shares in the capital of the Company

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DIRECTORS: APPOINTMENT, ETC.

- Regulation 63 contained in Table "A" is deleted and the 7. following Article substituted therefor:
 - Until otherwise determined by the Company in general meeting and subject to the provisions of the Act the number of Directors shall be not less than two nor more than six. first Directors of the Company shall be John Courtney. Andrews and Peter J
- Regulations 64 and 65 contained in Table "A" are deleted 8. and the following Articles substituted therefor:
 - At all times at least two-thirds of the Directors of the Company shall be persons who are registered as Architects and whose names at any material time remain upon any Register of Architects in the State of incorporation of the Company or in any other State in which the Company is registered pursuant to the Companies Act of that State and the words "Architect" and "Register" shall take the meaning given to them by any particular statute of any such State relating to the registration and practice of Architects and a body corporate at all times shall not be entitled to be a Director of the Company.
 - At every annual general meeting of the 65. Company each Director shall retire from

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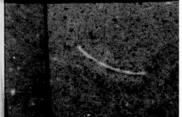
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office and be eligible for re-election.
Retired Directors shall act as Directors
throughout the meeting at which they retire.

- 9. Regulation 71 contained in Table "A" is deleted and the following Article substituted therefor:
 - A Director shall not be required to hold any share qualification.
- Regulation 72 contained in Table "A" is amended by deleting therefrom sub-regulations (f), (g) and (h).

POWERS AND DUTIES OF DIRECTORS

11. Regulation 77 contained in Table "A" is amended by omitting the words "or in such other manner" and substituting the words "or by such other person or persons".

PROCEEDINGS OF DIRECTORS

- 12. Regulation 80 contained in Table "A" is deleted and the following Articles substituted therefor:
 - For the purposes of meetings of Directors 80. and decisions as to questions arising at such meetings the Directors who are holders of "A" Class Shares shall each have one vote for each "A" Class Share he holds and all other Directors shall each have one vote PROVIDED HOWEVER that at all times at least two-thirds of the total voting rights of all Directors of the Company entitled to vote at a meeting of Directors of the Company shall be held by persons who are registered as Architects and whose names at any material time remain upon any Register of Architects in the State of incorporation of the Company or in any other State in which the Company is registered pursuant to the Companies Act of that State and the words "Architect" and "Register" shall take the meaning given to them by any particular statute of any such State relating to the registration and

notification published in the Government Gazette on the nineteenth day of Jurie, 1971, to an approved person for the purposes of Section three of the Evidence (Reproductions) Attorney being a person declared by burposes of Corporate Affairs, ct, 1967, DO HEREBY CERTIFY permanent record of a document in an approved person for Commissioner for

practice of Architects.

- 80A. Subject to the provisions of Article 80 questions arising at any meetings of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors.
- 13. Regulation 81 contained in Table "A" is deleted and the following Articles substituted therefor:
 - 81. No Director shall be disqualified by his office from holding any office (other than Auditor) or place of profit under the Company or under any company in which this Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor purchaser or otherwise nor shall any such contract or arrangement entered into by or on behalf of the Company in which any director shall be in any way interested be avoided nor shall any director be liable to account to the Company for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him as required by the Act ..
 - 81A. A director may affix and/or attest the affixing of the Common Seal of the Company to any contract, deed or document whatso-ever notwithstanding that he may be a party to or otherwise whether directly or indirectly interested in or under the same and a director may vote on any matter notwithstanding any interest direct or indirect in the result of such vote.
 - 81C. Whenever a Director has an interest (other than his interest merely as a Director of

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as

COMMISSIONER

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Corporate Affairs, being a person declared by the in the Government Gazette on the nineteenth day

Commissioner for

the purposes of

Section three of the Evidence (Reproductions) to the Section that this transparency is made as

DATED this

the Company) in a contract or agreement for the construction of a building or buildings in relation to which the Company is the architect that Director shall disclose that interest to the other Directors and the Directors of the Company shall thereupon cause the Company to notify the person on whose behalf the building is, or the buildings are, constructed or to be constructed of such interest.

14. Regulation 82 contained in Table "A" is amended by the addition of the following words as a last sentence thereto:

> The provisions of this Regulation shall be read and construed subject to the provisions of Article 80 hereof.

15. The following Article is an additional Article:

> 88A. The provisions of Regulations 86, 87 and 88 contained in Table "A" shall be read and construed subject to the provisions of Article 80 hereof.

INDEMNITY TO DIRECTORS AND OFFICERS

- 16. Regulation 113 contained in Table "A" is deleted and the following Article substituted therefor:
 - 113. (a) Every Director Manager Secretary and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company to pay all costs losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties including

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travelling expenses and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

- No Director or other officer of the Company shall be liable for the acts receipts neglects or defaults of any other Director or officer or for joining in receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy insolvency or tortious act of any person with whom any moneys securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto except the same happen through his own negligence default breach of duty or breach of trust.
- (c) Every Director Manager Secretary and other officer of the Company and any person (whether an officer of the Company or not) employed by the Company as Auditor shall be indemnified out of the funds of the Company against all liability incurred by him as such Director Manager Secretary officer or Auditor in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted.

June, 1971, to the Attorney General of the Evidence (Reproductions) 2 be an approved person for the purposes of Section three of the Evidence (Reproduction Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made 61 Jamary I, the Commissioner for Corporate Affairs, being a person declared by the At by notification published in the Government Gazette on the nineteenth day of day of

COMMISSIONER

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17. The following Article is an additional Article:

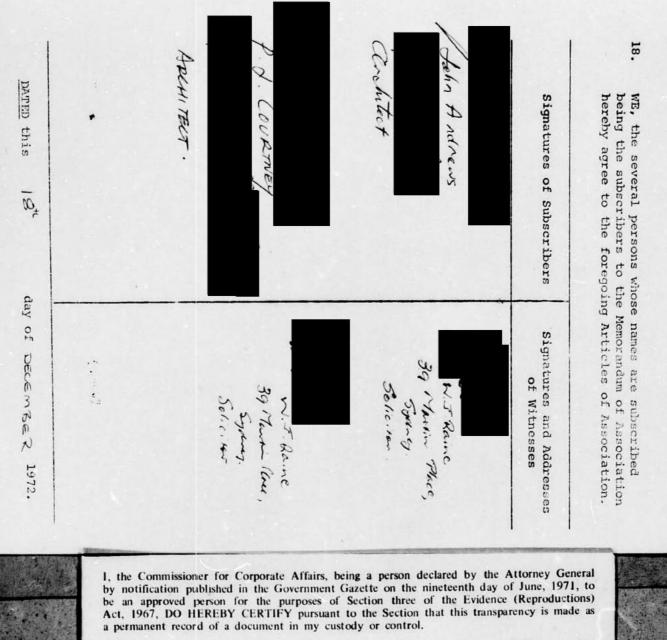
> 114. At all times the principal executive officer of the Company shall be a person who is registered as an Architect and whose name at any material time remains upon any Register of Architects in the State of incorporation of the Company or in any other State in which the Company is registered pursuant to the Companies Act of that State and the words "Architect" and "Register" shall take the meaning given to them by any particular statute of any such State relating to the registration and practice of Architects.

(d) The relief from liability and indemnity contained in the three preceding subsections shall take effect only as far as the same is not made void by the provisions of the Companies Act, 1961.

1, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as day of January 19 73

a permanent record of a document in my custody or control.

DATED this



DATED this

second

day of Jarmary 19 73

COMMISSIONER

18 .

NEW SOUTH WALES



CORPORATE AFFAIRS COMMISSION

No. of Company 154620

> Companies Act, 1961 (Section 16 (3))

Certificate of Incorporation of Proprietary Company

This is to Certify that

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

is, on and from the twenty-first day of December , 19 72 incorporated under the Companies Act, 1961, that the company is a company limited by shares and that the company is a proprietary company.

Biffett under the seal of the Corporate Affairs Commission at Sydney,

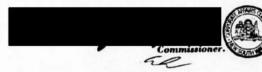
this

twenty-first

day of

December

, 1972.



1, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

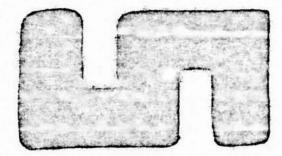
COMMISSIONER

day of Jarmary 1973

PARTICIPATINS STATES :

COMPANY NUMBER:





Sard DATED this a permanent record of a document in my custody or control. he an approved person for the purposes of Section three of the Evidence (Reproductions) by notification published in the Government Gazette on the nineteenth day of June, 197 Q to I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General

day of October 19 75.

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0E 401 W

COMMISSIONER

JUEENSLAND

THAT DATE LONGER WISHES BUSINESS RESERVED THE

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The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this seventeenth

day of August

19 81.

9447

under delegation from the Commission

COMPANIES ACT, 1961

09465 Doc. No. __

(See overleaf for relevant sections)

Jacket LODGED with the Corporate Affairs Commission on: - 8 APR 1982

COMMISSIONER

PLEASE COMPLETE

Phone No.: 233 6744.

- -----

Lodged by: DUDLEY WESTGARTH & CO., Solicitors, 39 Martin Place,

Sydney,

2000.

Form 7

NOTICE OF RESOLUTION

Complete and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000 (G.P.O. Box No. 7018, N.S.W. 2001)

| O THE COMMISSIONER FOR C | | | LIMITED. |
|-------------------------------------------|--------------------|--------------------------|-------------------------|
| | CORPORATE AFFAIR | S | |
| at a general meeting of the members | of JOHN ANDREWS | INTERNATIONAL PTY | • |
| | | 720 | mited duly convened and |
| eld at 1017 Barrenjoey Roa | d, Palm Beach | | |
| n the27th | day of | MARCH | , 19 <u>82</u> , the |
| special resolution set out | the annexure | e marked with the letter | "A" and signed by me |
| or purposes of identification 2/was to | duly passed | | |
| Set out copy of resolution here if it is | | note below re printing.) | |
| * | | | |
| 3 | SEE ANNEXURE HERET | 0 | .*. |
| • | | | |
| | | | • |
| | | | |
| Dated thisSIRTH | day of | APPLICA | 19_82. |
| vated this | day or | | |
| | v | Direc | tary.† |
| Strike out whichever is inapplicable. | | | |
| Where the copy of the resolution is anner | | adorated as follows: | • |
| resolution signed by me on the | | , 19" | |

the Attorney declared by pursuant to the Section that this transparency is custody or control record of 28th day Section

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May

day of

twenty-eighth

DATED this

10585

under delegation from the Commission

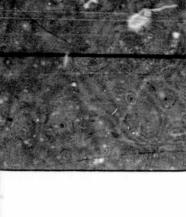
See over for fees and time for filing

Special Resolution

IT WAS RESOLVED unanimously that the Company's Articles of Association be altered by the addition of a further Article to be numbered 115 which Article is as follows:

For so long as the Company is and remains "115. registered as a Practising Corporation in Western Australia pursuant to the Western Australian Architects Act 1921 - 1978 or is and remains a practising architectural corporation in any other State or Territory of the Commonwealth of Australia pursuant to any such similar Act or Ordinance of any other State or Territory of the Commonwealth of Australia the Directors shall notify in writing the Architects' Board of Western Australia and any such similar Body or Bodies appointed in any other State or Territory of the Commonwealth to administer matters relating to the registration and practice of Architects as the case may require of any intention to amend the Memorandum and/ or the Articles of Association of the Company and shall furnish to that Board or Body or those Bodies a copy of any proposed resolution to give effect to that intention."

THIS is the Annexure marked with the letter "A" mentioned and referred to in the annexed Notice of Resolution signed by me on the SIXTH day of APELL 1982.



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May

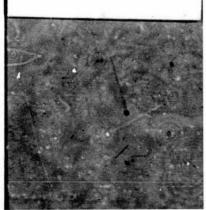
of

day

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-eighth

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10585

delegation from the Commission

Commissioner

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 24

NOTICE OF RESOLUTION

Sub-sections 70 (1) and (2), 72 (2), 73 (12) and (13), 251 (1) and 392 (2) Regulation 28

Doc. No. 07464

| Reg. No. | 1 | 1 | 11 | 4 | 2 | 0 | 1 | 1 |
|----------|---|---|----|---|---|---|---|---|
| Reg. No. | 1 | 5 | 4 | 0 | 4 | U | 1 | / |

| JOHN ANDREWS INTERNATIONAL | PTY. Limited |
|------------------------------------------------------------------------------|-------------------------------------|
| At a general meeting of the members of the company duly convened and held at | 1017 Barrenjoey Road, |
| Palm Beach | |
| on the 13th day of January | , 19 84 , the (*special) resolution |
| set out *below / *in the annexure marked | ssed / *agreed to. |

| Dated thisday of : | JANUARY / | 1 184 |
|-------------------------------------------------|-------------------------|-------|
| Signature of *Director / *Secretary / *Print | cipal Executive Officer | |
| Name of Signatory IN BLOCK LETTERS | JOHN HAMILTON ANDR | EWS |
| Strike out if inapplicable. | | |

(1) Requirements relating to annexures are set out in regulation 8 (see over).

Lodged by Westgath Boldick.

Lodged with Address 39 Mary in Raco,

Phone No. 4000.

NOTE: A fees receipt will not be issued unless specifically requested.

Lodged with ON

V. B.

Lodged with the Commission

2 MAY 1984 AT

SYDNEY

V. BRISSENDEN

AUTHORISED OFFICER

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED.

Seen by Charges 2-5 84

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

The Company's Articles of Association shall be altered by adding the following new Article.

- 116. (a) John Hamilton Andrews shall be Governing Director of the Company and shall hold such office until he dies or resigns.
 - (b) A Governing Director may at any time in writing under his hand or by his last will or any codicil thereto appoint any person whether a member of the Company or not to succeed him as Governing Director of the Company upon his ceasing to be Governing Director by reason of death resignation or otherwise.
 - (c) A Governing Director who appoints a successor to hold his office of Governing Director may by instrument in writing or by his last will or any codicil thereto appointing his successor limit or restrict the rights powers authorities and discretio. Is to be exercised by the successor appointed by him and may limit the period during which the successor is to hold office.
 - (d) Any Governing Director shall notwithstanding anything in these Articles contained and so far as the law allows have power to exercise all the powers conferred upon the Company its Board of Directors and/or its shareholders by the Memorandum of Association and by these Articles including the fixing of his own remuneration.
 - (e) Notwithstanding anything contained in these Articles the decision of the said John Hamilton Andrews as a Governing Director as to all matters affecting the Company shall be paramount and he as such may veto any resolution of the Company or the Board of Directors howsoever made or carried.
 - (f) All the other Directors (if any) for the time being of the Company shall be under the control of the said John Hamilton Andrews as Governing Director and shall be bound to conform to his directions with regard to the Company's business.
 - (g) The said John Hamilton Andrews as a Governing Director may from time to time whenever he thinks it expedient so to do delegate all or any of the powers authorities and discretions for the time being vested in him to one or more of the other Directors for such period as he may think fit.
 - (h) The said John Hamilton Andrews as a Governing Director may from time to time or at any time appoint any other person or persons to be Directors of the Company and may define limit and restrict their powers and may fix and determine the remuneration and duties and may at any time remove any Directors howsoever appointed and may at any time convene a General Meeting of the Company. Every such appointment or every such removal must be in writing under the hand of the Governing Director. Notice of any such appointment or of any such removal shall be served on the Company within seven days after the date hereof.
 - (i) A Governing Director shall not while he continues to hold that office be liable to retire by rotation and he shall not be taken into account in determining the rotation in which the other

e Attorney General by ne purposes of Section t Section three of the Dy Dridence

Directors shall retire.

- (j) From and after the death of the said John Hamilton Andrews or resignation from the position of Governing Director the Directors for the time being (if any) appointed or deemed to be appointed by him shall be the Directors of the Company until the first General Meeting which shall be held within three months after the last of such events and shall have the powers and authorities conferred upon the Directors by these Articles.
- (k) At such General Meeting of the Company all the Directors then in office shall retire and the Company in General Meeting may appoint any persons to be Directors of the Company and may fix a maximum and minimum number of Directors the powers method of retirement rotation and remuneration thereof and their method of proceeding.

The Company's Articles of Association shall be altered by deleting Article 96 and replacing it with the following new Article.

96. The Directors shall provide for the safe custody of the seal, which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf or by the authority of the Governing Director and every instrument to which the seal is affixed shall be signed by a Director and shall be countersigned by the secretary or by a second Director or by some other person appointed by the Directors for the purpose or shall be signed by the Governing Director alone.

This is the annexure of 2 pages marked "A" referred to in the Notice of Resolution signed by me and dated 13 " JANUARY, 1984:-

John Hamilton Andrews

FORM 26

NEW SOUTH WALES

Companies Act, 1961

Sections 100 (1) and 102 (1)

064959

STATEMENT OF PARTICULARS TO BE LODGED WITH CHARGE

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

TO THE CORPORATE AFFAIRS COMMISSION.

| 1. The charge is given by: | John Andrews International Pty. Limited |
|-----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2. The date of the creation of the charge is: | 18d July 1974. |
| The description of the instrument creating or evidencing the charge is: | Equitable Mortgage and Charge the Company not being entitle to create any Mortgage Charge |
| 4. The amount secured by the charge is: | and/or Encumbrance affecting the property mortgaged or an part thereof except with the consent in or the Bar of New South Wales. |
| 4. | Advances and accommodation made and afforded and to be made and afforded by the Mortgagee Bank to the Company |
| 5. A short description of the property affected is: | other moneys as in the said mortgage provided. |
| 5. | The undertaking of the Company and all its assets whatsoever and wheresoever both present and future including its uncalled capital for the time being. |
| The names and addresses of the persons entitled to the charge are: | Bank of New South Wales a Joint Stock Banking Company whose head office is situate at No. 60 Martin Place, Sydn |

South 19.74 Dated this ...

· Strike out whichever are inapplicable.

TIME FOR LODGMENT: 30 days after the creation of the charge,

in the circumstances to which subsection (1) of section 102 applies, within the periods referred to in that subsection.

FEE: \$10 including fee for certificate.

PERKINS, STEVENSON & LINTON, SOLICITORS,

66 PITT STREET.

2000. SYDNEY.

25 6512

ABG

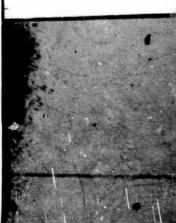
W 7.62 MI7574 V. C. N. Might, Government Printer

LODGED IN THE OFFICE OF THE CORPORATE AFFAIRS COMMISSION ON 2 5 JUL 1974 COMMISSIONER

by notification published in the Government Gazette on the nineteenth day of June, 1970 to the purposes of Section three of the Evidence (Reproductions) I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as 7. August ō day permanent record of a document in my custody or control an approved person for DATED this

COMMISSIONER

16th



Companies Act, 1961

Section 100 (1) (b)

STATUTORY DECLARATION VERIFYING **EXECUTION OF CHARGE CREATED BY COMPANY** AND CORRECTNESS OF COPY OF CHARGE

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

| | I, Ross W | almsley P | hilp | | |
|-----------------------------|---------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------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| | of | | | | |
| 1 | do hereby so | lemnly and sir | necrely-declare-th | in the | State of New |
| | South Wal | es Charte | red Account | ant do her | eby solemnly |
| | and since | rely decl | are that | | |
| the of" | 1. 14 | m ^e _the_S | ecretary of | John Andre | ews Internat |
| or", citor for" | Limited | | | | |
| e case | 2. 1 1 | was present an | d did see the exe | cution by John | n Andrews |
| | Internati | onal Pty. | Limited | | |
| | | | Limito | oft an Equ | itable |
| | Mortgage | | da | ated the | 15 d. |
| | day of | JUL | Y | 19.74 | , in favour of |
| | the Bank | of New So | outh Wales | | |
| | the seal of t | he company b | being duly affixe | d thereto in my | presence on the |
| | | r d | day of | TULY | . 1974 |
| | 3. The me with the | ne annexure m | narked with the rument creating | letter "A" has b | een compared by |
| | 3. The me with the true copy of And | ne annexure me original inst f that instrum I make this | narked with the rument creating ent. ‡ solemn declarat | letter "A" has b or evidencing th | een compared by e charge and is a usly believing the |
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1, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. 4 61 August 5

nal Pty.

DATED this

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COMMISSIONER





CORPORATE AFFAIRS COMMISSION

No. of Company

154620

Companies Act, 1961 (Section 103 (2))

Certificate of Registration of Charge

This is to Certify that an equitable Mortgage

dated the

fifteenth

July day of

, 19 74, created by

JOHN ANDREWS INTERNATIONAL PTY. LIMITED

BANK OF NEW SOUTH WALES in favour of

advances from time to time to secure

64959 has this day been registered and numbered in the Register of Charges.

Biuen under the seal of the Corporate Affairs Commission at Sydney, , 19 74. twenty-fifth day of this



Mosers. Perkins, Stevenson & Linton



by notification published in the Government Gazette on the nineteenth day of June, 1970 to the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General be an approved person for



day of August a permanent record of a document in my custody or control

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COMMISSIONER

Ross

Jo

Declaration

This Beed made the

15th.

One thousand nine hundred and seventy four

BETWEEN

JOHN ANDREWS INTERNATIONAL PTY.

LIMITED a Company

duly incorporated under the Companies Acts of the State of New South Wales and having its registered office at 1118 Barren joey Road, Palm Beach in the said State (hereinafter called the Mortgagor) of

the one part and BANK OF NEW SOUTH WALES (hereinafter called the Bank) of the other part.

Thereas the Bank has upon the application of the Mortgagor granted or agreed to grant to the Mortgagor but only during the pleasure of the Bank advances and accommodation and for the purpose of securing such advances and accommodation and all the debts and liabilities thence to arise and all other the moneys hereinafter mentioned the Mortgagor has agreed to execute these presents as a security to the Bank.

Nom Chis Beed Bitnesseth as follows :-

1. In pursuance of the said agreement and of the premises the Mortgagor Doth Wereby Charge All and Stugutur its undertaking and all its assets whatsoever and wheresoever both present and future including its uncalled capital for the time being (hereinafter referred to as the mortgaged premises) with the payment to the Bank of :-

(1) All moneys now or hereafter to become owing or payable to the Bank by the Mortgagor either alone or on joint or partnership account or on any other account whatsoever including moneys for which the Mortgagor is now or may hereafter have become contingently liable to pay to the

(2) All other moneys whatsoever which the Bank shall lend pay to for or on account of the Mortgagor either alone or jointly with any other person and either by direct advances or by reason of the Bank accepting or paying or discounting any order draft cheque promissory note bill of exchange or other engagement or entering into any bond indemnity or guarantee or otherwise incurring liabilities for or on behalf of the Mortgagor whether such drafts cheques promissory notes bills of exchange or other engagements shall have matured or not; also

(3) All other moneys whatsoever which the Bank shall lend pay or advance or become in any way whatsoever liable to pay or advance to for or

on the credit or for the accommodation or otherwise on account of the Mortgagor or to for or on account of any other person upon the order

or request or under the authority of the Mortgagor; also

(4) All moneys which the Mortgagor whether directly or indirectly or contingently or otherwise or presently or in the future has or may become liable to pay to the Bank on or upon any account document negotiable or other instrument or by reason of any other matter or thing whatever or in or by reason of any transaction or event in or by which the Bank has or may become in any manner whatsoever a creditor of the Mort-

(5) All moneys payable or to become payable for discounts stamp duties postages commissions charges exchanges re-exchanges and expenses accord-

ing to the usage and course of business of the Bank; also

(6) All moneys with which the Bank shall be at liberty to debit and charge the account of the Mortgagor under the covenants conditions or pro-

visions herein contained; and also

(7) Interest upon all such moneys as aforesaid or on so much thereof as shall for the time being be due or remain unpaid at the rate agreed upon in writing if any and in the absence of any such agreement then without prior or other notice to the Mortgagor at and after the prevalent rate charged or chargeable by the Bank for the time being or from time to time to its other customers on a like account; such interest to be deemed to accrue from day to day and to be computed from the time or respective times of such moneys being paid or disbursed or becoming due; and at the end of every half year ending on the last days of March and September in each year or on such other days as the Bank may from time to time determine the interest due in respect of such half year (if not paid) shall carry interest calculated at half-yearly rests at the rate determined as aforesaid and all such interest may at the option of the Bank at any time after the end of such half year as aforesaid be debited to the account of the Mortgagor; and such debiting of interest may and the provisions herein contained as to the moneys on which interest is payable shall be continued notwithstanding that as between the Bank and the Mortgagor the relation of Banker and customer may have ceased and notwithstanding the liquidation or winding up of the Mortgagor or the death or bankruptcy of such other person as aforesaid

and notwithstanding any other matter or thing whatsoever until all moneys hereby secured shall have been paid and satisfied;
(all of which moneys liabilities and interest as aforesaid are intended to be secured by these presents and are hereinafter referred to as the moneys hereby secured).

And the Mortgagor Both Hereby Covenant with the Bank as follows:—

(a) That the Mortgagor will on demand pay and satisfy the moneys hereby secured and in the event of the liability under these presents becoming merged in any judgment or order will pay interest on the amount for the time being owing under such judgment or order at the rate charged or chargeable by the Bank in respect of the moneys hereby secured immediately prior to the making of such demand or at such other rate as may for the time being or from time to time be properly charged or chargeable by the Bank in respect of the said moneys.

(b) The Mortgagor will at all times during the continuance of this security and whether or not the Bank shall have taken possession of the mortgaged premises duly and punctually pay all rents rates taxes duties charges outgoings and assessments whether municipal parliamentary local or of any other description (and including land tax both Federal and State) now charged or chargeable or payable or which may hereafter be charged chargeable or payable upon or in respect of the mortgaged premises or any part thereof or upon or by the owner or occupier in respect thereof or upon or by the Bank as mortgagee in possession thereof and will indemnify the Bank against all liability under any assessment levied against it as such mortgagee in possession and will pay the same and will forthwith hand to the Bank a receipt for every payment covered by this

(c) That the Mortgagor will duly and punctually pay all rents and perform and observe all covenants and conditions on the part of the lessee contained or implied in any lease or underlease for the time being held by the Mortgagor and will forthwith hand to the Bank the receipt for every such payment.

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DATED this

16th

day of August 19 74



(c) That the Mortgagor will duly and punctually pay all rents and perform and observe all covenants and conditions on the part of the lessee contained or implied in any lease or underlease for the time being held by the Mortgagor and will forthwith hand to the Bank the receipt for every such payment. That the Mortgagor will maintain and protect the mortgaged premises and keep the same in a good and tenantable state of repair and in

good working order and condition and will on being required so to do by the Bank forthwith amend every defect in the repair and condition That the Mortgagor will insure and keep insured such of the mortgaged premises as are of an insurable nature against such risks of loss or damage (including where applicable loss of rent) as the Bank may from time to time require for the full insurable value in some insurance office approved by the Bank and in the name of the Bank and will punctually pay all premiums and sums necessary for effecting and keeping up every such insurance and will forthwith hand to the Bank every policy and receipt relating thereto. And every such policy (whether or not the

same shall cover any other property of the Mortgagor not comprised herein) shall be held by the Bank as a further security for the payment of the moneys hereby secured. That the Mortgagor will duly and punctually comply with and observe all statutes now or hereafter in force and all ordinances regulations and by-laws thereunder and all requirements and orders of any authority statutory or otherwise in all cases in which the non-compliance therewith or non-observance thereof would or might impose some charge or liability or disability upon the mortgaged premises or any part

thereof or prejudicially affect this security. (g) That if the Mortgagor shall make default in duly performing or observing any covenant or agreement on the part of the Mortgagor herein contained or implied it shall be lawful for but not obligatory upon the Bank without prejudice to any other right power or remedy of the Bank hereunder (whether expressed or implied) to do all things and pay all moneys necessary or expedient in the opinion of the Bank to make good or in attempting to make good such default to the satisfaction of the Bank,

(h) That the Mortgagor will not without the consent in writing of the Bank call up or receive in advance of calls any of the uncalled capital hereby charged and will not without the like consent apply the same to any purpose other than in or towards payment of the moneys hereby

(i) That the Mortgagor has good right to charge the mortgaged premises in manner aforesaid free from all encumbrances other than the securities

(if any) executed by the Mortgagor in favour of the Bank.

That the Mortgagor and all persons having or lawfully or equitably claiming any estate or interest in the mortgaged premises or any part thereof will from time to time and at all times hereafter upon the request of the Bank and at the cost of the Mortgagor until sale and afterwards of the person or persons requiring the same make do and execute or cause to be made done and executed all such acts deeds and assurances whatsoever for more satisfactorily securing to the Bank the payment of the moneys hereby secured and/or for assuring or more satisfactorily assuring the mortgaged premises to the Bank or as the Bank may direct and in particular will whenever requested by the Bank so to do execute in favour of the Bank such legal mortgages transfers assignments or other assurances of all or any part of the mortgaged premises in such form and containing (in the case of mortgages or other like assurances) such powers (including power of sale) and

provisions (including the express exclusion of all Moratorium Acts and/or Regulations) as the Bank shall require.

(k) That the Mortgagor will duly and punctually pay all moneys secured by and observe and perform all covenants on its part contained or

implied in every security (if any) taking priority to these presents.

(1) That the Mortgagor will from time to time during the continuance of this security forthwith on receipt thereof lodge with the Bank as further security for the moneys hereby secured all mortgages liens or charges over any real or personal property whatsoever which shall have been or shall from time to time be given by any person to secure the payment of any moneys to the Mortgagor and also all deeds and documents of title relating to any real and/or leasehold or other personal property from time to time acquired by the Mortgagor.

(m) That the Mortgagor will carry on and conduct the business of the Mortgagor in a proper and efficient manner.

(n) That the Mortgagor will keep proper books of account and therein make true and perfect entries of all dealings and transactions of and in relation to its business and will keep the said books of account and all other documents relating to the affairs of the Mortgagor at its registered office or other place or places where the said books of account and documents of a similar nature have heretofore been kept and will procure that the same shall at all reasonable times be open for the inspection of the Bank or any manager or officer thereof or such person as it or he shall from time to time in writing for that purpose appoint and will give to the Bank or any such manager or officer or person as aforesaid such information as it or he shall require as to all matters relating to the said business or any after-acquired property of the Mortgagor or otherwise relating to the affairs thereof.

(o) That the Mortgagor will once at least in every year or oftener if so required by the Bank cause the books and accounts of the Mortgagor to be duly audited by an auditor to be approved of by the Bank and will immediately thereafter furnish to the Bank a copy of the balancesheet and trading and profit and loss account of the Mortgagor duly certified by such Auditor and the report of such Auditor.

(p) That the Mortgagor will not pull down or remove any building erection warehouse or store being part of the mortgaged premises or any fixtures or improvements annexed to the same or any of them without the previous consent in writing of the Bank except in any case where such pulling down or removal shall in the opinion of the Mortgagor be rendered necessary by reason of any of the said premises being worn out or injured or for the purpose of carrying on the business operations of the Mortgagor on the property mortgaged and in case of the pulling down or removal of any such premises so worn out or injured will replace the same by others of a similar nature and of at least equal value and that the Mortgagor will when necessary renew and replace all movable plant machinery waggons drays carts motor waggons motor cars tools implements utensils and other effects of a like nature now used or hereafter to be used for the purposes of or in connection with the business of the Mortgagor when and as the same shall become useless or shall be worn out or destroyed.

(q) That the Mortgagor shall not at any time during the continuance of this security execute or create any mortgage lien charge or encumbrance over or affecting the mortgaged premises or any part thereof in favour of any person other than the Bank without the previous consent in writing of the Bank.

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DATED this

16th

day of August 19 74

- (r) That the Mortgagor will at the same time as such notices are by the Companies Act for the time being in force or by the regulations of the Mortgagor required to be given to the members thereof forward to the Bank a copy of the notice of any meeting of the Mortgagor for the purpose of passing any Special Resolution and will also contemporaneously with the issue to its members or to any stock exchange furnish to the Bank copies of all reports accounts notices and circulars issued by the Company to any of its members or to any stock exchange.
- 3. And tt to Bereby Agreed and Berlared as follows:-
 - (i) That the Charge hereby created shall operate as a fixed charge as regards all real and leasehold property uncalled capital engines machinery (other than stock-in-trade) plant books of account vouchers and other documents relating in any way to the business transactions of the Mortgagor and all securities negotiable or otherwise and bond and store warrants at any time deposited with the Bank by the Mortgagor and the goods mentioned in any such bond and/or store warrants and shall operate as a floating security only as regards all other assets hereby charged but so that the Mortgagor is not to be at liberty to create any mortgage or charge in priority to or pari passu with this security except with the consent in writing of the Bank.
 - (ii) That the moneys hereby secured shall not only be payable on demand as aforesaid but shall also at the option of the Bank and notwithstanding any delay or previous waiver of the right to exercise such option immediately become payable without any demand or notice in each or any of the following events:—

(a) If a Petition is lodged or an order is made or a resolution is passed for the winding-up of the Mortgagor or placing the Mortgagor

under official management or if any meeting be convened for the purpose of considering any such resolution;

 (b) If a Receiver of the undertaking or property of the Mortgagor or any part thereof shall be appointed;
 (c) If any execution or other process of any Court or authority or any distress is sued out against or levied upon any of the mortgaged premies:

(d) If the Mortgagor shall without the consent in writing of the Bank first had and obtained create or purport or attempt to create any charge or mortgage ranking or which might by any means be made to rank on the mortgaged premises or any part thereof in priority to or pari passu with these presents;

(e) If the Mortgagor shall stop payment or shall without the consent in writing of the Bank cease or threaten to cease to carry on its

(f) If the balance-sheet of the Mortgagor shall not be duly made out in accordance with its Articles of Association and certified by an Auditor approved of by the Bank and a copy thereof and of the Trading and Profit and Loss Account of the Mortgagor and of the Auditor's Certificate presented to the Bank within fourteen days after the same shall have been so made out each year or half-year as the case may be;

(g) If the Mortgagor shall without the consent of the Bank make or attempt to make any alteration in the provisions of its Memorandum or Articles of Association which might in the opinion of the Bank detrimentally affect the security of the Bank hereunder;

(h) If the Mortgagor shall fail to observe or perform any of the covenants on its part herein contained;

(i) If without the consent of the Bank first had and obtained any meeting of the Mortgagor be convened for the purpose of considering or passing the Special Resolution referred to in Section 56 of the Companies Act 1961 or if without the like consent at any meeting of the Mortgagor any such resolution be proposed.

(iii) That at any time after the moneys hereby secured become payable the Bank or any Manager for the time being of the Bank or any branch thereof may appoint in writing any person to be a Receiver of the mortgaged premises or any part thereof and may remove any such Receiver and in case of the removal retirement or death of any such Receiver may appoint another in his place and may fix the remuneration of any such Receiver at an amount or commission not exceeding five per centum of the gross amount of all moneys received by him Provided always that every such Receiver shall be the agent of the Mortgagor and the Mortgagor alone shall be responsible for his acts and defaults and such Receiver so appointed shall without any consent on the part of the Mortgagor have such of the following powers as are not specifically excluded by the terms of his appointment:-

To take possession of collect and get in the whole or any part of the mortgaged premises.

(b) To lease in the name of the Mortgagor or otherwise (whether such Receiver shall or shall not have so taken possession as aforesaid) the whole or any part of the mortgaged premises from year to year or for any term of years or for any term less than a year at such rent and upon such terms and conditions as to such Receiver may seem expedient.

(c) To carry on or concur in carrying on the business of the Mortgagor and to make and effect all repairs purchases and insurances and to erect or make any new building or improvement upon any land forming part of the mortgaged premises and to pull down alter rebuild and/or add to any then existing building thereon and to do all acts which the Mortgagor might do in the ordinary conduct of its business for the protection or improvement of the mortgaged premises or any of them or for obtaining income or returns therefrom.

(d) To borrow from the Bank any money which may be required from time to time for any of the purposes mentioned in the preceding subclause (c) hereof and in the name of the Mortgagor or otherwise to secure any moneys so borrowed by mortgage or charge over the mortgaged premises or any part thereof so that such mortgage or charge may rank in priority to or pari passu with or after the charge hereby created Provided however that the Bank shall not be bound to enquire as to the necessity or propriety of any such borrowing nor be responsible for the misapplication or non-application of any moneys so borrowed.

(e) To sell or concur in selling (whether such Receiver shall or shall not have so taken possession as aforesaid) all or any of the mortgaged premises either by public auction or private treaty or by tender for cash or on credit and either in one lot or in parcels and either with or without special conditions or stipulations as to title or time or mode of payment of purchase money or otherwise and with power to allow the whole or any part of the purchase money to remain on mortgage of the property sold or on any other security or without any security and upon such other terms and conditions as such Receiver may consider expedient without being responsible for any loss occasioned thereby and with full power to buy in and rescind or vary any contract for sale and to resell without being responsible for loss and to compel the specific performance of any contract by suit in equity or otherwise and to execute assurances of all or any of the mortgaged premises in the name and on behalf of the Mortgagor or otherwise and to do all other acts and things for completing

any such sale which the Receiver may deem necessary.

To sever fixtures belonging to the Mortgagor and sell them apart from any other part of the mortgaged premises.

(g) To employ managers solicitors officers agents auctioneers workmen and servants for all or any of the purposes aforesaid at such salaries or remuneration as the Receiver shall think fit.

(h) To make any arrangement or compromise which such Receiver shall think expedient in the interests of the Ban

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DATED this

16th

day of August 19 74

COMMISSIONER

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(i) To sever fixtures belonging to the Mortgagor and sell them apart from any other part of the mortgaged premises.

(g) To employ managers solicitors officers agents auctioneers workmen and servants for all or any of the purposes aforesaid at such salares or remuneration as the Receiver shall think fit.

(h) To make any arrangement or compromise v hich such Receiver shall think expedient in the interests of the Bank.

(i) To give effectual receipts for all moneys and other assets which may come to the hands of such Receiver in exercise of any power hereby conferred which receipts shall exonerate any person paying or handing over such moneys or other assets from all liability to see to the application thereof and from all liability to inquire whether the moneys hereby secured have become payable or otherwise as to the propriety or regularity of the appointment of such Receiver.

(i) To carry out and enforce specific performance of or otherwise obtain the benefit of all contracts entered into or held by the Mortgagor or entered into in exercise of the powers or authorities hereby conferred.

- (k) To make debtors bankrupt and to wind up companies and to do all things in connection with any bankruptcy or winding up which the Receiver shall think necessary for the recovery or protection of the mortgaged premises or any part thereof or for the security of the
- (1) To take proceedings at law or in equity or in bankruptcy in the name of the Mortgagor or otherwise for all or any of the purposes aforesaid.

(m) To do all things necessary to perform or observe any of the covenants on the part of the Mortgagor herein contained.

(n) To do all such other acts and things without limitation as such Receiver shall think expedient in the interests of the Bank. (o) To delegate to any person for such time or times as the Bank shall approve any of the powers hereinbefore conferred upon him.

- (1V) That in addition to the power hereinbefore given the Bank or any Manager for the time being of the Bank or any branch thereof may at any time after an order shall have been made or a resolution shall have been passed for the winding-up of the Mortgagor appoint in writing any person to be a Receiver of the mortgaged premises or any part thereof and in case of the removal retirement or death of any such Receiver may appoint another in his place and may fix the remuneration of any such Receiver at an amount or commission not exceeding that mentioned in sub-clause (iii) of this Clause but so that every such Receiver shall be the agent of the Bank and so that where a Receiver is appointed under this sub-clause he shall without any further consent on the part of the Mortgagor have full power and authority subject to any limitation contained in the terms of his appointment to exercise all or any of the powers expressed to be conferred on a Receiver appointed pursuant to the last preceding sub-clause or such and so many of such powers as are still subsisting and capable of being exercised. The Bank may at any time give up possession of any part of the mortgaged premises and/or withdraw the Receivership.
- (v) That notwithstanding a Receiver may or may not have been appointed as aforesaid it shall be lawful for the Bank at any time after the moneys hereby secured shall have become payable and without giving any notice to exercise all or any of the powers authorities and discretions conferred on a Receiver as aforesaid.
- (vi) That it shall not be incumbent on the Bank to give any notice of this security to any debtors of the Mortgagor or to any person or company whomsoever or whatsoever or to enforce payment of any moneys payable to the Mortgagor or of any of the debts hereby charged or to take any steps or proceedings for that purpose unless the Bank shall think fit so to do and the Bank shall not nor shall any Receiver appointed by the Bank as aforesaid be answerable for any omission or delay in that behalf or for any involuntary losses or irregularities which shall happen in or about the exercise or non-exercise of any of the powers rights or remedies conferred on the Bank or on such Receiver by these presents.

(vii) That upon any lease or sale purporting to be made in exercise of the powers herein contained no lessee or purchaser shall be bound to inquire whether any default as aforesaid has been made or otherwise as to the propriety or regularity of any such lease or sale and shall not be affected by express notice that any such lease or sale is unnecessary or improper and notwithstanding any irregularity or impropriety in any such lease or sale the same shall as regards the protection of the lessee or purchaser be deemed to be authorised by the aforesaid

powers and shall be valid accordingly.

(viii) That all moneys received by any such Receiver or by the Bank under or by virtue of these presents may be applied in manner following.

(a) In payment of all costs charges and expenses incurred in or incidental to the exercise or performance or attempted exercise or performance of any of the powers or authorities hereby conferred or otherwise in relation to these presents.

(b) In payment of such other outgoings as such Receiver or the Bank shall think fit to pay.

(c) In payment to the Receiver of his fixed remuneration not exceeding an amount or commission of five per centum on the gross amount of all moneys received by him.

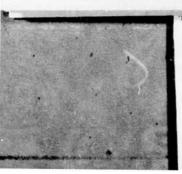
(d) lu payment to the Bank of the moneys hereby secured and the surplus (if any) shall belong to the Mortgagor but such surplus shall not carry interest and the Receiver or the Bank shall be at liberty to pay the same to the credit of an account in the name of the Mortgagor in the books of the Bank and shall thereupon be under no further liability in respect thereof.

(1X) That the Bank or any officer of the Bank shall be at liberty to complete in favour of the Bank or any appointee of the Bank or any purchaser under the powers hereby given all instruments of whatsoever nature executed by or on behalf of the Mortgagor in blank and

deposited with the Bank as collateral security to these presents.

(x) That in applying any moneys towards satisfaction of the moneys hereby secured the account of the Mortgagor shall be credited only with so much of the said money available for that purpose as shall be actually received by the Bank such credit to date from the time of such receipt.

(xi) That a certificate signed by for or on behalf of any Manager Deputy Manager Assistant Manager Accountant or Sub Accountant for the time being of the Bank or any branch thereof or any person for the time being acting in any of the said offices stating the amount of the



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DATED this

16th

day of August 19 74

700 -



moneys hereby secured at the date mentioned in any such certificate shall be conclusive evidence against the Mortgagor that the amount so stated is the amount of the moneys due by the Mortgagor under these presents at the date mentioned in the said certificate and is the amount of the moneys hereby secured as at such date.

(xii) That the Bank shall be at liberty from time to time without further authority than these presents to debit and charge the account of the Mortgagor with such fees as are charged or incurred by the Bank from time to time during the continuance of this security for valuations inspections and reports of or concerning the mortgaged premises also all costs charges and expenses (including legal costs charges and expenses as between solicitor and own client and including premiums for insurance and compensation and other moneys paid or payable by the Bank or any Attorney of the Mortgagor under the Workers' Compensation Act 1926) which the Bank shall pay incur sustain or be put to in connection with the account of the Mortgagor and also in connection with the mortgaged premises or this security or the preparation or completion thereof or the exercise or attempted exercise of any right power authority or remedy conferred on the Bank or on the Attorney of the Mortgagor under or by virtue of this security or by statute together with interest on all such moneys at the rate aforesaid and the same shall be covered by this security and be portion of the moneys hereby secured.

(xiii) That it shall be lawful for any Manager Deputy Manager Assistant Manager Accountant or Sub Accountant for the time being of the Bank or any branch thereof or any person authorised by the Bank or by any of such persons to enter without notice upon any land and/or building for the time being occupied by the Mortgagor or in ming part of the mortgaged premises at all reasonable times to inspect the state and condition thereof and to inspect and take copies of or extracts from all books of account vouchers and other documents relating in any

way to the business transactions of the Mortgagor.

(xiv) That in the event of loss or damage to the mortgaged premises or any part thereof from any cause covered by insurance or in the event of injury to any worker er ployed by the Bank or any Attorney of the Mortgagor in the exercise or attempted exercise of any right power authority or remedy conferred on the Bank or on the Attorney of the Mortgagor under or by virtue of this security or any statute the Bank alone shall have full power to make enforce settle and compromise all claims in respect of insurance or for compensation and to sue for recover receive and give discharges for all moneys payable by virtue thereof whether the insurance be in the name of the Bank or the Mortgagor or both or any Attorney of the Mortgagor And that if notwithstanding the foregoing provisions any moneys payable under any policy of insurance over any part of the mortgaged premises shall come into the hands of the Mortgagor before a final discharge of these presents shall have been given to the Mortgagor such moneys shall be held by the Mortgagor in trust for the Bank and shall be paid to the Bank upon demand.

(xv) That the receipt of any Manager Deputy Manager Assistant Manager Acountant or Sub Accountant for the time being or other duly authorised officer of the Bank for any moneys payable to or receivable by the Bank by virtue hereof shall exonerate the person paying the same from all liability to enquire whether the moneys hereby secured have become payable and every such receipt shall as to the moneys paid or expressed to be received in such receipt effectually discharge the person paying the same therefrom and from being concerned to see to the application or

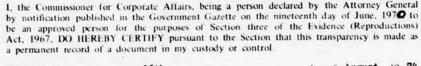
being answerable or accountable for any loss or misapplication thereof.

(xvi) That all acts and things which under all or any of the covenants and agreements herein contained or implied ought to be done by the Mortgagor or which the Bank is hereby or by virtue hereof or by statute authorised or empowered to do may be done by any Attorney of the Mortgagor hereinafter appointed either in the name of the Bank or of the Mortgagor or of such Attorney And that the Mortgagor hereby irrevocably appoints each of them every Manager and Deputy Manager for the time being of the Bank and every branch thereof and also the assigns of the Bank severally the Attorney of the Mortgagor for the purposes aforesaid AND also with full license power and authority at any time or times hereafter at the costs and charges of the Mortgagor to take all such steps and proceedings and to do and execute all such acts deeds and things for securing or perfecting if necessary or as to the Bank or the said Attorney shall seem expedient the charge herein contained and to execute in favour of the Bank or its assigns all such legal mortgages transfers assignments and other assurances as aforesaid of all or any part of the mortgaged premises. And also in the name and on behalf of the Mortgagor or in the name of the Bank or the said Attorney to ask demand sue for recover and receive of and from all and every persons or person. companies or company whomsoever or whatsoever and to give effectual receipts for all or any part of the mortgaged premises and in particular for all or any of the book and other debts and credits of the Mortgagor hereby charged or any part or parts thereof and to commence carry on and prosecute settle and compromise all actions suits and proceedings at law or in equity for obtaining or enforcing the payment or delivery of the same or any part or parts thereof. And therein to proceed to judgment decree and execution or to discontinue the same or become non-suit therein and to act in all respects therein as the process of the Court or occasion may require. And also to receive money out of Court in any such action suit or proceeding. And also to take all necessary proceedings for procuring the sequestration of the estate or the winding-up of any debtor or debtors of the Mortgagor and to prove any debt or claim in any bankrupt insolvent or assigned estate of any debtor or debtors. And to attend all meetings of creditors therein and to vote thereat. And to receive all dividends in any such bankrupt insolvent or assigned estate or in any such winding-up or to appoint a proxy or proxies for all or any of such matters and things as aforesaid. And also to compound or compromise any of the said book and other debts credits and premises. And also to execute any deed or deeds of assignment composition or release. And also to exercise and put in force all and every or any of the powers rights and remedies of the Mortgagor under any agreement or security now or hereafter to be held for the payment of the said book and other debts credits and premises or any part or parts thereof. And generally to do perform and execute all such further and other acts deeds matters and things which shall become necessary or be regarded by the Bank or the said Attorney as necessary for more satisfactorily securing the payment of the moneys hereby secured or as expedient in relation to the premises as effectually as the Mortgagor could or might do the same. And for all or any of the purposes aforesaid from time to time to appoint any substitute or substitutes and such substitute or substitutes at pleasure to remove.

(xvii) That these presents shall be a continuing security notwithstanding any settlement of account intervening payment or other matter or thing whatsoever until a final discharge hereof shall have been given to the Mortgagor.

(xviii) That nothing herein contained shall merge extinguish postpone lessen or otherwise prejudicially affect any other security now or hereafter held by the Bank or any right or remedy which the Bank now has or hereafter may have against the Mortgagor or any other person nor shall any other security now or hereafter held by the Bank in any way prejudicially affect the powers and provisions herein contained or implied.

4. And the Mortgagor so far as it has power so to do hereby authorises each Manager for the time being of the Bank or any Branch thereof and/or any Receiver appointed hereunder in trust for the Bank at any time after the moneys hereby secured become payable to make calls on the members of the Mortgagor in respect of the uncalled capital hereby charged and to sue in the name of the Mortgagor or otherwise for the recovery



DATED this

16th

day of August 19 74

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| | implied. | |
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| | 4. And the Mortgagor so far as it has power so to do hereby authorises e | ach Manager for the time being of the Bank or any Branch thereof and/or |
| | any Receiver appointed hereunder in trust for the Bank at any time | after the moneys hereby secured become payable to make calls on the |
| | members of the Mortgagor in respect of the uncalled capital hereby ch | arged and to sue in the name of the Mortgagor or otherwise for the recovery |
| | | s apply to calls made under this authority and this authority shall subsist |
| | | of Directors of the Mortgagor and shall be exercisable to the exclusion of |
| | the powers of the Directors of the Mortgagor and shall be assignable | |
| | 5. And it is also Hereby Agreed and Beclared as follows:- | A at 1010 (as asserted) shall be in asserted as falls asserted by |
| | | Act 1919 (as amended) shall be in augmentation of the powers hereby expressly or at any time after any default by the Mortgagor hereunder without any |
| | | nd all other provisions of the said Act shall be deemed to be negatived or |
| | | provisions herein expressed But the Mortgagor shall not be entitled to |
| | | se any power of leasing conferred by that Act and sub-sections 5, 6, 7, and 8 |
| | of Section 106 of that Act shall not apply to my lease by the Bar | ik hereunder. |
| | | lortgagor by or on behalf of the Bank hereunder shall be deemed to be duly Manager Deputy Manager Assistant Manager or Accountant or Sub |
| | | by any person for the time being acting in any of those capacities or by any |
| | | or sent through the post in a prepaid envelope or wrapper addressed to |
| | the Mortgagor at the registered office or usual place of busine | ess of the Mortgagor last known as such to the person signing such notice |
| | | cupied by the Mortgagor for the purposes of its business or be advertised |
| | | e and any such mode of service shall in all respects be valid and effectual may be in course of liquidation or wound up and notwithstanding any other |
| | | sent through the post as a foresaid shall be deemed to have been received |
| | | aining such notice or demand would in the ordinary course of post have |
| | been delivered or if advertised then upon the date of publication | of the said Gazette. |
| | | excluded by or be repugnant to the context whenever the same is used |
| | | the Mortgagor and its assigns the expression "the Bank" shall mean and |
| | | e a corporation the word "Manager" where used in reference to an officer of or Branch of the Bank) the Deputy General Manager each Assistant General |
| | | lanager and each Assistant State Manager of the Bank and words importing the |
| | | and singular number respectively words importing any gender shall include |
| | every gender and references to statutes shall include all statutes | |
| | (d) That it is a condition hereof that the provisions of the Mora are expressly excluded. | storium Act 1932 and of any amendment thereof shall not apply hereto but |
| | in Witness whereof these presents have been duly executed the day and year | first harsinhafors written |
| | | his heremoelote withen. |
| | THE COMMON SEAL of JOHN ANDREWS INTERNATIONAL | 그런 경기 그 경기 경기 없는 사람들이 되었는데 되었다면 다 없었다. |
| | PTY. LIMITED was affixed hereto by the authority | (LS). |
| | of the Directors and in the presence of:- | (~ 3.7. |
| | * | |
| | | |
| | R.W. PHILP | J. H. ANDREWS |
| | | |
| | Secretary | Director |
| | The shows written Mortgage was executed under the seal of the above | |
| | | |
| | Limited and | |
| | the persons by whom or in whose presence the seal of the said Corporation | purports to have been affixed to the said Mortgage have stated to me that |
| de | the said Corporation knew the effect of and approved of the insertion in th | e said Mortgage of the covenant to pay the principal and interest moneys |
| ed | secured by the above-written Mortgage (a) (And I certify that I am not the | Solicitor for the Mortgagee). |
| - | | |
| | | ignature |
| | | ddress |
| | | |
| | | |
| | | |
| | · · | |
| release. | | |
| | I, the Commissioner for Corporate Affairs, h | being a person declared by the Attorney General |
| | | |
| | | |
| | | |
| | a permanent record of a document in my cus | tody or control. |
| 9 | | |
| | DATED this 16th | day of August 19 74 |
| | | |
| | 709 | |
| 303 | | |
| | | |

COMMISSIONER

implied.

Section 105 (1)

MEMORANDUM WHERE PROPERTY OR UNDERTAKING IS RELEASED FROM REGISTERED CHARGE OR HAS CEASED TO FORM PART OF COMPANY'S PROPERTY OR UNDERTAKING

TO THE REGISTRAR OF COMPANIES.

318548 10

| JOHN AN | | | | | | Limited hereby |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|---------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
| es notice, in r | elation to the 1 | Equital | BLE MORTER | 6E | dated the | ISTH |
| of | Juny | | ., 1924. numbered | 649 | 159 | in the Register |
| Charges and er | reated by * | SOHN | ANDRE | ns Int | ERNATIO | NAL 17/Limited |
| avour of | BANK OF | NEW : | South WALL | | * | , |
| securing | ADVANCES | FROM TIM | E TOTIME | that the | property or un | dertaking described |
| ow was on the | e3 | Brd | d | ay of | January | . 1978 |
| eased from th | he charge/‡eca | sed to form part | t of the property o | r undertaking o | . given b | y JOHN |
| NDREWS I | NTERNATIO | NAL PTY. | Limited. | | | |
| and the same of th | of property or | undartakina. I | Whole of lar | nd contain | ed in A.C | .T. Crown |
| | | | Lease Volume | e 334 Foli | 0 49 | |
| Dated t | this | y'ral | day of _ | Fela | uning | , 19.7.8 |
| The Con | umon scal of *. | JOHN AND | DREWS | INTE | MACITANA | |
| I | NTERNATIO | NAI. PTV | Limited | A ANDREAS | 131 | |
| | | | , Limited | 15/00 | mmen = | |
| | | | | | | |
| was affin | xed hereto in t | he presence of— | | 1 | Seel | |
| was affin | xed hereto in t | he presence of— | | William A | Seal | |
| was affir | xed hereto in t | he presence of— | | This Control | Roal | |
| | | | | The state of the s | Seal | |
| | | | RATION VERI | The state of the s | Soal MORANDU | M |
| | STATUTOI | RY DECLAR | RATION VERI | The state of the s | Morandu | M |
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| | STATUTOI | RY DECLAR | RATION VERI | The state of the s | MORANDU | M |
| | STATUTOI | RY DECLAR | RATION VERI | FYING ME | | |
| rector of * | STATUTOI John Ha | RY DECLAR | RATION VERI | FYING ME | Morandu | |
| rector of * | STATUTOI | RY DECLAR | RATION VERI | FYING ME | | |
| rector of *_ SS_WARMS | STATUTOI John Ha Joh SLEY PHIL | RY DECLAR 20716564 N ANDREWS | RATION VERI | FYING ME | | Limited and |
| rector of *_ SS_WAPMS | STATUTOI | RY DECLAR ON ANDREWS P | ATION VERI | AL PTY. | | Limited and |
| rector of *_ SS_WARMS pany, do sole rtaking is re | STATUTOI | RY DECLAR ON ANDREWS Percely declare the | ATION VERI | FYING ME | memorandum | Limited and the secretary of that where property or try or undertaking |
| SS WARMS pany, do sole rtaking is re It the | JOH JOH JOH SLEY PHIL emply and since cleased from re 2nd information a | N ANDREWS Peerely declare the | ATION VERI | IFYING ME | memorandum mpany's prope | Limited and the secretary of that where property or rty or undertaking the true to the best |
| ss WARMS pany, do sole rtaking is re i the ir knowledge we make thi | JOH SLEY PHIL county and since leased from re 2nd information as is solemn decla | N ANDREWS Perely declare the egistered charge day declare that generation conscients | ATION VERI | IFYING ME | memorandum mpany's prope | Limited and |
| pany, do sole pany, do sole rtaking is re if the ir knowledge we make thi e Oaths Act. | JOH JOH SLEY PHIL emnly and since leased from re 2nd information a is solemn decla. 1900, as amer | N ANDREWS Perely declare the gistered charge dand belief, ration conscientioned. | ATION VERI | AL PTY. | memorandum mpany's prope | Limited and the secretary of that where property or try or undertaking the true to the best |
| pany, do sole rtaking is re I the ir knowledge we make thi e Oaths Act, | JOH SLEY PHIL county and since cleased from re 2nd information as solemn declased 1900, as amen | N ANDREWS P Terety declare the egistered charge draud belief, arration conscientioned. | ATION VERI | AL PTY. | memorandum mpany's prope | Limited and the secretary of that where property or try or undertaking the true to the best the of the provisions |
| sector of * SS WARMS pany, do sole rtaking is re I the ir knowledge we make thi e Oaths Act, Declared | JOH SLEY PHIL county and since cleased from re 2nd information as solemn declar, 1900, as americal at Syr South Western Syr South Syr Syr South Syr South Syr South Syr South Syr South Syr South Syr Syr South Syr South Syr | N ANDREWS P Derely declare the gistered charge dand belief, irration conscientioned. ydney alesthis | ATION VERI | AL PTY. | memorandum unpany's prope | Limited and the secretary of that where property or try or undertaking the true to the best the of the provisions |
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| pany, do sole rtaking is re if the ir knowledge we make thi e Oaths Act, Declared of New day of | JOH SLEY PHIL commly and since cleased from re 2nd information as solemn decla 1900, as amendat Syry South War | N ANDREWS P Derely declare the gistered charge dand belief, irration conscientioned. ydney alesthis | ATION VERI | AL PTY. | memorandum mpany's prope . 197.8 at the and by virtu | Limited and the secretary of that where property or rity or undertaking the true to the best of the provisions or. |
| pany, do sole rtaking is re if the ir knowledge we make thi e Oaths Act, Declared of New day of | JOH SLEY PHIL county and since cleased from re 2nd information as solemn declar, 1900, as americal at Syr South Western Syr South Syr Syr South Syr South Syr South Syr South Syr South Syr South Syr Syr South Syr South Syr | N ANDREWS P Derely declare the gistered charge dand belief, irration conscientioned. ydney alesthis | ATION VERI | AL PTY. | memorandum mpany's prope | Limited and the secretary of that where property or try or undertaking the true to the best to of the provisions or. |
| pany, do sole rtaking is re if the ir knowledge we make thi e Oaths Act, Declared of New day of | JOH SLEY PHIL commly and since cleased from re 2nd information as solemn decla 1900, as amendat Syry South War | N ANDREWS P Derely declare the gistered charge dand belief, irration conscientioned. ydney alesthis | ATION VERI | AL PTY. | memorandum mpany's prope . 197.8 and by virtue Direct | Limited and the secretary of that where property or rty or undertaking the true to the best the of the provisions or. |

duscrt name of mortgagor company.

† Insert description of instrument creating or evidencing the charge, e.g., "trust deed", "mortgage", "debent
‡ Strike out whichever is inapplicable.

NOTE: This memorandum must be supported by evidence sufficient to satisfy the Registrar than has been released from the charge or has ceased to form part of the property or under

87511 7.62 V. C. N. Blight, Government Printer

be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. day of February₁₉ 78 COMMISSIONER

1, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Saction than the contract of the purposes.

DATED this

R67

M 10730 D. West, Government Printer

78

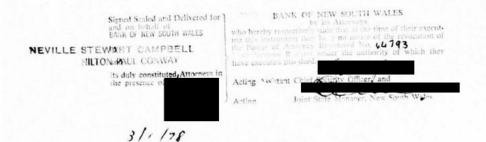
day of February₁₉

R67

BANK OF NEW SOUTH WALES (hereinafter called "The Bank") the mortgagee in Equitable Mortgage from JOHN ANDREWS INTERNATIONAL PTY, LIMITED (hereinafter called "The Company") Registered No. 64959 in the Register of Charges doth hereby release and discharge the property set out in the schedule hereto from all claims under the said Equitable Mortgage but reserving and without prejudice to the rights powers and remedies of the Bank under the said Equitable Mortgage as regards all other property and assets whatsoever of the Company comprised in the said Equitable Mortgage or subject to the charge hereby created and as regards the Company and all sureties and other persons whether under such Equitable Mortgage or any other security instrument or document and as regards the property comprised in or subject to the charge created by such other security instrument or document.

THE SCHEDULE REFERRED TO HEREIN:

A.C.T. Crown Lease Vol. 334 Fol. 49



DUDLEY WESTGARTH & CO. SOLICITORS 39 MARTIN PLACE SYDNEY 2000 **TELEPHONE 233 6744 CDE 133**

by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act. 1967. DO HEREBY CERTIFY pursuant to the Section that this transparency is made as I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General

a document in my custody or control.

a permanent record of

DATED this

10730 D. West, Government Printer Z NATIONAL COMPANIES AND SECURITIES COMMISSION

Sub-section 263(1) COMPANIES FORM 66

ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL 048523

Reg No. 154620-11

JOHN ANDREWS INTERNATIONAL PTY.LIMITED THE PERIOD TO WHICH THIS ANNUAL RETURN RELATES

The information in this return is correct as at the 30th day of December 1983, being * the date of the annual general meeting for 1983.

* The annual general meeting of the company held, or deemed to be held in accordance with Section 250, in respect of the calendar year 19 was held on

The previous period in respect of which an annual return has been lodged was for the period 1st July , 1981 to 30th June, 1982 .

PARTICULARS RELATING TO COMPANY

- 2. The address of the registered office of the company is 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.
 - *The name of the company is registered under the laws of the following participating States or participating lerritories: NOT APPLICABLE
 - *The addresses of the principal offices of the company (if any) in respective participating States or participating Territories are: NOT APPLICABLE

Lodged by Hammond, North Ash & Associates. G.P.O. box 4299, Sydney. 2001. Phone: 290-3199.

R. RUDKIN

*The address of the place at which the register of members is kept, if other than at the registered office. is:
NOT APPLICABLE

The business names (if any) under which the company carries on business are:NOT APPLICABLE

The nature of the principal business carried on by the company is:

ARCHITECT

THE ACCOUNTS OF THE COMPANY FOR ITS LAST FINANCIAL YEAR From 1st July, 1982 To 30th June, 1983

 The accounts of the company *were laid before the annual general meeting referred to above.

The accounts laid before that annual general meeting *were adopted by the meeting

DIRECTION

Except in the case of -

- (a) A company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company and an unlimited company; or
- (b) a company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company, being a company of which the accounts and group accounts (if any) for that financial year or each of those financial years were audited in accordance with Section 279, a copy, certified by a director or secretary or the principal executive officer of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the annual general meeting, together with a copy of every document required by law to be annexed to the accounts, must be annexed to the return.

PARTICULARS OF INDEBTEDNESS

| *Particulars of the indebtedness of the company in respect of all charges required to be registered unde the Companies (New South Wales) Code or a corresponding previous law are as follows:- |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| respect of all charges required to be registered unde the Companies (New South Wales) Code or a |
| the Companies (New South Wales) Code or a |
| |
| corresponding previous law are as lollows |
| |
| |
| Amount of |
| hegistered Number Date of Registration Indebtedn |
| |
| |
| |
| Particulars of charges not required to be registered under |
| the Companies (New South Wales) Code or a corresponding |
| previous law are as follows: |
| lotal \$ — |
| |
| |
| lotal amount of indebtedness \$ - |
| |
| |
| |

NOMINAL

ITEM

CAPITAL SHARE

\$100,000 s follows:as 13 of the company ss of \$1.00 each share capital on 100,000 shares The nominal s divided into

Shares Shares Shares Class Class Class

" P" 100 66

100,000 11 at this date taken up total number of shares follows:-The as

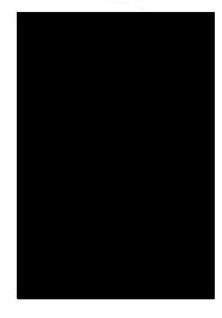
are

Shares Class Class " A" 200

\$1.00

o f

221



The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Carette on the Söth day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967

HERERY CENTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

HERERY CENTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

HERERY CENTIFIES PURSUANT THE COMPANY OF THE CONTROL OF THE CONTR

| December 1983, (being the date at which the info this return is correct (see paragraph 1) - | rmation in |
|---------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| Number of shares issued subject to payment wholl in cash | y 221 |
| Number of shares issued as fully paid up otherwithan in cash Number of shares issued as partly paid up to the | NIL |
| extent of per share otherwise than in cash | NIL |
| Number of shares (if any) of each class issued a discount | NIL |
| lotal amount of discount on the issue of shares has not been written off at the date of this ret | |
| There has been called up on each of 21 "A" Cl shares | \$ 1.00 |
| There has been called up on each of 200 "B" Cl shares | \$ 1.00 |
| There has been called up on each of 0 shares | \$ NIL |
| lotal amounts of calls received including payments on application and allotment. | \$ 221 |
| lotal amount (if any) agreed to be considered as paid on shares that have been issued as fully paid up otherwise than in cash. | \$ NIL |
| lotal amount (if any) agreed to be considered as paid on shares that have been issued as partl paid up to the extent of per share otherwise | |
| than in cash. Total amount of calls unpaid | \$ NIL NIL |
| Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last | |
| return | \$ NIL |
| lotal amount of the sums (if any) allowed by way of discount in respect of any debentures | |
| since the date of the last return | \$ NIL |
| lotal amount of shares forfeited | NIL |
| lotal amount paid (if any) on shares forteited | \$ NIL |
| | |

6. Persons holding shares in the company and the number of the shares held by them respectively are as follows: Full names and addresses

Number of Shares held
by existing members ANDREWS, JOHN HAMILTON 15 "A" Class SIMPSON, JOHN NEIL STEWART ADDISCOMBE HOLDINGS PTY.LIMITED 6 "A" Class 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W. 140 "C" Class AMBYNE SECURITIES PTY. LIMITED 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W. 60 "C" Class Total 221 LIST OF DIRECTORS 7. Particulars of the directors, principal executive officer, secretaries and auditors of the company are as follows: Other business The present occupations, and Christian Any former in the case of or given Christian or directors. name or given name particulars of names and or names or surnames surnames or names or other surnames Usual Address directorships other Directors ANDREWS, JOHN HAMILTON ARCHITECT-NIL SIMPSON, JOHN NEIL STEWART ARCHITECT-NIL McKAY, DOUGLAS BRUCE ARCHITECT-NIL WILLING, GEOFFREY ALAN ARCHITECT-NIL -----

Principal executive officer if any

Secretaries

HAMPTON. KATHLEEN ANNE

SECRETARY

Auditors for current financial year HAMMOND NORTH ASH & ASSOCIATES G.P.O. BOX 4299, SYDNEY.2001

- 8. Particulars as to calls and sales of forfeited shares (to be provided only in the case of a no liability company) -
 - The date when each call made since the date of the last return, or (in the case of a first return) since incorporation, was payable;
 - (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer:

- (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation:
- the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation: and
- the number of shares disposed of pursuant to sub-section 480(3) since the date of the last return, being shares withdrawn from sale or for which no bid was received:

DECLARATION AS TO INFORMATION

9. I certify that the information contained in this Annual Return is true to the best of my knowledge and belief.

Dated this 30 day of December 1983.

Signature of Director/Secretary/Principal Executive Officer

Name of Signatory in BLOCK LETTERS JOHN H. ANDREWS

A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

We certify -

- (a) that the provisions of the law relating to unclaimed moneys have been complied with:
- (b) having made an inspection of the share register, that transfers have not been registered since the date of the last annual return.
- (c) that the company has not, since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call:
- that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company:
- (e) that to the best of our knowledge and belief the company was during the period to which the return relates -
 - (i) an unlimited exempt proprietary company; or
 - (ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);
- (f) that at the annual general meeting held on the day of 19 the company in pursuance of section 278 did not appoint an auditor;
- (b) that at the annual general meeting held on the 19 the company in pursuance of section 279 did not appoint an auditor.

Dated this 30th day of December 1983.

Signature of Director

Name of Signatory
IN BLOCK LETTERS JOHN H.ANDREWS

Signature of Secretary

Name of Signatory IN BLOCK LETTERS KATHLEEN A. HAMPTON

13094 a document in its custody or control. Government Gazette (Reproductions) Act, published Evidence (Attorney General by notification purposes of Section three of the of made as a permanent record the Attorney COMMISSION being a person declared by the Amber 1979 to be an approved person for the puant to the Section that this transparency is Chairman. Under delegation from the The CORPORATE AFFAIRS COMMISSION the 28th day of September 1979 IEREB! CENTIFIES pursuant to the

B. STATEMENT TO BE GIVEN BY THE AUDITOR OF AN EXEMPT PROPRIETARY COMPANY.

For the purposes of sub-section 264(1), I state in relation to JOHN ANDREWS INTERNATIONAL PTY.LIMITED that

- (a) the company has in my opinion kept proper accounting records and other books during the period covered by those accounts;
- (b) the accounts have been audited:
- (c) my report was not made subject to any qualification and

in my report 1 did not make any comment whder sub-section 285(4)

Signature of Auditor

Name of Signatory IN BLOCK LETTERS ROBERT E. HAMMOND

C. CERTIFICATE IN RESPECT OF A COMPANY, THE ACCOUNTS OR GROUP ACCOUNTS OF WHICH, BY REASON OF THE CIRCUMSTANCES REFERRED TO IN SUB-SECTIONS 279(1) AND (2) ARE NOT AUDITED.

For the purposes of sub-section 279(5) we certify, in relation to in respect of the financial year to which the return relates, that =

- (a) the company kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (b) the company kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (c) the company has kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies New South Wales Code; and
- (d) the accounts and group accounts (if any) have been properly prepared by a competent person.

Name of Signatories IN BLOCK LETTERS

a document in its custody or control. The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette of the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control, Chairman. Under delegation from the Commission. DATED 2.5.84.

D. CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS.

For the purposes of sub-section 265(1), I certify that -

- (a) the company has more than 500 members;
- (b) the company keeps its principal share register at a place within 25 kilometres of the office of Corporate Affairs Commission for N.S.W. and
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred.

and that accordingly the company is of a kind to which that sub-section applies.

Dated this

day of

67

Signature of Secretary

Name of Signatory IN BLOCK LETTERS

NATIONAL COMPANIES AND SECURITIES COMMISSION

COMPANIES FORM 66 Sub-section 263(1)

ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL 1298; 28/2/8 Doc. No

Res No. 154620-11MB

JOHN ANDREWS INTERNATIONAL PTY.LIMITED THE PERIOD TO WHICH THIS ANNUAL RETURN RELATES

The information in this return is correct as at the 3151 day of DECEMBER 1984, being * the date of the annual general meeting for 19th.

The annual general meeting of the company held, or deemed to be held in accordance with Section 250, in respect of the calendar year 19 was held on-. 19

The previous period in respect of which an annual return has been lodged was for the period 1st July , 1982 to 30th June ,1983 .

PARTICULARS RELATING TO COMPANY

- 2. The address of the registered office of the company is 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.
 - *The name of the company is registered under the laws of the following participating States or participating lerritories: NOT APPLICABLE
 - *The addresses of the principal offices of the company (if any) in respective participating States or participating Territories are: NOT APPLICABLE

Lodged by Hammond, North Ash & Associates. G.P.O. Box 4299, Sydney. 2001. Phone: 290-3199.

Lodged with the Commission on

2 8 FEB 1985

V. MOERIG AUTHORISED OFFICER

*The address of the place at which the register of members is kept, if other than at the registered office,

NOT APPLICABLE

The business names (if any) under which the company carries on business are:-NOT APPLICABLE

The nature of the principal business carried on by the company is: ARCHITECT

THE ACCOUNTS OF THE COMPANY FOR ITS LAST FINANCIAL YEAR From 1st July, 1983 To 30th June, 1984

The accounts of the company *were laid before the annual general meeting referred to above.

The accounts laid before that annual general meeting *were adopted by the meeting

DIRECTION

Except in the case of -

(a) A company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company and an unlimited company: or

(b) a company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company, being a company of which the accounts and group accounts (if any) for that financial year or each of those financial years were audited in accordance with Section 279, a copy, certified by a director or secretary or the principal executive officer of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the annual general meeting, together with a copy of every document required by law to be annexed to the accounts, must be annexed to the return.

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Dvidence (Reproductions) Act, 1967 HERERY CERTITIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

Chairman. Under delegation from the Commission. DATE: 9-5-85

PARTICULARS OF INDEBTEDNESS

| the Companies (New South Wales) Code or a corresponding previous law are as follows:- Amount of the desistered Number Date of Registration Indebte In | | e company in | ss of t | ednes | debt | ne ir | of th | iculars | *Part | 4. |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|---------------|---------|-------|-------|-------|--------|----------|---------|------|
| Amount of Indebte Particulars of charges not required to be registered und the Companies (New South Wales) Code or a corresponding previous law are as follows: Total \$ — | der | egistered und | d to be | uired | req | arges | 11 cha | ct of al | respe | |
| Amount of Indebte Particulars of charges not required to be registered und the Companies (New South Wales) Code or a corresponding previous law are as follows: Total \$ — | | • а |) Code | ales) | th W | W Sol | s (Ne | ompanies | the C | |
| hegistered Number Date of Registration Indebte Particulars of charges not required to be registered und the Companies (New South Wales) Code or a corresponding previous law are as follows: Total \$ — | |) ws : - | as fol | are | law | vious | g prev | sponding | corre | |
| hegistered Number Date of Registration Indebte Particulars of charges not required to be registered und the Companies (New South Wales) Code or a corresponding previous law are as follows: Total \$ — | | | | | | | | | | |
| Particulars of charges not required to be registered und the Companies (New South Wales) Code or a corresponding previous law are as follows: | f th | Amount of | | | | | | | | |
| Particulars of charges not required to be registered und the Companies (New South Wales) Code or a corresponding previous law are as follows: | dnes | Indebted | tion | strat | Regi | of | Date | Number | istered | hegi |
| lotal \$ - | er | | | | les) | th Wa | w Sout | ies (Nev | Compan | the |
| The state of the s | | | | | 3070 | | | | | |
| | | | | | _ | \$ | lotal | | | |
| | | | | | | | | | | |
| lotal amount of indebtedness \$ - | | | | | Incee | ahtac | finde | mount of | lotal a | , |
| Total amount of indebtedness \$ - | | | | Ψ | ness | brec | Inde | nounc of | iocar a | |
| | | | | | | | | | | |
| | | | | | | | | | | |

ITEN 5 -----

NOMIMAL SHARE CAPITAL

The nominal share capital of the company is \$100,000 divided into 100,000 shares of \$1.00 each as follows:-

100 "A" Class Shares 100 "B" Class Shares 99,800 "C" Class Shares 100,000 -----

The total number of shares taken up at this date are as follows:-

21 "A" Class Shares of \$1.00 200 "C" Class Shares of \$1.00 221 ===

forfeited

| Total number shares taken up (1) to the 5157 day of | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-------------------|
| DECEMBER 1977, (being the date at which the information | ir | 1 |
| this return is correct (see paragraph 1) - | | |
| The second secon | | |
| Number of shares issued subject to payment wholly | | |
| | | 221 |
| in cash | | 221 |
| | | |
| Number of shares issued as fully paid up otherwise | | |
| than in cash | | NIL |
| Number of shares issued as partly paid up to the | | |
| extent of per share otherwise than in cash | | NIL |
| | | 100/75/76 |
| Number of shares (if any) of each class issued at | | |
| discount | | H. T. I |
| aiscount | | NIL |
| | | |
| Total amount of discount on the issue of shares that | | |
| has not been written off at the date of this return | | NIL |
| | | |
| There has been called up on each of 21 "A" Class | | |
| shares | \$ | 1.00 |
| | • | |
| There has been called up on each of 200 "C" Class | | |
| | | 1 00 |
| shares | \$ | 1.00 |
| | | |
| There has been called up on each of 0 | | |
| shares | \$ | NIL |
| | | |
| Total amounts of calls received including | | |
| payments on application and allotment. | \$ | 221 |
| payments on application and alloument. | * | |
| Total amount (if ann) amount to be considered | | |
| Total amount (if any) agreed to be considered | | |
| | | 1741 |
| as paid on shares that have been issued as fully | | NIL |
| as paid on shares that have been issued as fully paid up otherwise than in cash. | \$ | |
| paid up otherwise than in cash. | \$ | |
| | \$ | |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered | \$ | |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly | \$ | |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise | | |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly | | NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. | | NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise | | NIL NIL |
| Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid | | NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by | | NIL NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares | | NIL NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by | | NIL NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares | \$ | NIL NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last | \$ | NIL NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return | \$ | NIL NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return Total amount of the sums (if any) allowed by | \$ | NIL NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return Total amount of the sums (if any) allowed by way of discount in respect of any debentures | \$ | NIL NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return Total amount of the sums (if any) allowed by | \$ | NIL NIL NIL |
| Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return | \$ | NIL NIL NIL |
| paid up otherwise than in cash. Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return Total amount of the sums (if any) allowed by way of discount in respect of any debentures | \$ | NIL NIL |
| Total amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise than in cash. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return Total amount of the sums (if any) allowed by way of discount in respect of any debentures since the date of the last return | \$ | NIL NIL NIL |

\$ NIL

COMMISSION being a person declared by the Attorney General by notification in the first of the Section three of the series the Section three of the series to the Section that this transparency is made as a permanent record Chairman. Under delegation from the Commission. DATE.

Secretaries

HAMPTON, KATHLEEN ANNE

SECRETARY

Auditors for current financial year HAMMOND NORTH ASH & ASSOCIATES G.P.O. BOX 4299. SYDNEY.2001

- Particulars as to calls and sales of forfeited shares (to be provided only in the case of a no liability company) -
 - (a) The date when each call made since the date of the last return, or (in the case of a first return) since incorporation, was payable;
 - (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 - (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation:
 - (d) the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation; and
 - (e) the number of shares disposed of pursuant to sub-section 480(3) since the date of the last return, being shares withdrawn from sale or for which no bid was received:

DECLARATION AS TO INFORMATION

I certify that the information contained in this 9. Annual Return is true to the best of my knowledge and belief.

Dated this 315T day of DECEMBER 1984.

Signature of Director/Secretary/Principal Executive Officer

Name of Signatory in BLOCK LETTERS JOHN H. ANDREWS

A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

we certify -

- (a) that the provisions of the law relating to unclaimed moneys have been complied with:
- (b) having made an inspection of the share register, that transfers have not been registered since the date of the last annual return.
- (c) that the company has not, since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call:
- (d) that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company;
- (e) that to the best of our knowledge and belief the company was during the period to which the return relates -
 - (i) an unlimited exempt proprietary company; or
 - (ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);
- (f) that at the annual general meeting held on the day of 19 the company in pursuance of section 278 did not appoint an auditor;
- (g) that at the annual general meeting held on the day of 19 the company in pursuance of section 279 did not appoint an auditor.

Dated this 3151 day of Doctingth, 1984.

Signature of Director

Name of Signatory
IN BLOCK LETTERS JOHN H. ANDREWS

Signature of Secretary

Name of Signatory
1N BLOCK LETTERS KATHLEEN A.HAMPTON

E. STATEMENT TO BE GIVEN BY THE AUDITOR OF AN EXEMPT PROPRIETARY COMPANY.

For the purposes of sub-section 264(1), I state in relation to JOHN ANDREWS INTERNATIONAL PTY. LIMITED that

- (a) the company has in my opinion kept proper accounting records and other books during the period covered by those accounts;
- (b) the accounts have been audited;
- (c) my report was not made subject to any qualification and

in my report I did not make any comment under sub-section 285(4)

Signature of Auditor

Name of Signatory IN BLOCK LETTERS ROBERT E. HAMMOND

C. CERTIFICATE IN RESPECT OF A COMPANY, THE ACCOUNTS OR GROUP ACCOUNTS OF WHICH, BY REASON OF THE CIRCUMSTANCES REFERRED TO IN SUB-SECTIONS 279(1) AND (2) ARE NOT AUDITED.

For the purposes of sub-section 279(5) we certify, in relation to in respect of the financial year to which the return relates, that -

- (a) the company kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (b) the company kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (c) the company has kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies New South Wales Code; and
- (d) the accounts and group accounts (if any) have been properly prepared by a competent person.

Name of Signatories IN BLOCK LETTERS

document in its custody or control, CORPORATE AFFAIRS COMPUSSION being a person declared by the Attorney General by notification published in the Government Gasette 28th day of September 1979 to be an approved person for the purposes of Section three of the Didence (Reproductions) Act, 1967 BY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in the contract.

D. CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS.

For the purposes of sub-section 265(1), I certify that -

- (a) the company has more than 500 members;
- (b) the company keeps its principal share register at a place within 25 kilometres of the office of Corporate Affairs Commission for N.S.W. and
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred.

and that accordingly the company is of a kind to which that sub-section applies.

Dated this day of

Signature of Secretary

Name of Signatory IN BLOCK LETTERS

NATIONAL COMPANIES AND SECURITIES COMMISSION

COMPANIES FORM 66 Sub-section 263(1)

ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL 0452

Reg No. 154620-11 C.C.

JOHN ANDREWS INTERNATIONAL PTY.LIMITED THE PERIOD TO WHICH THIS ANNUAL RETURN RELATES

The information in this return is correct as at the 11th day of November 1985, being * the date of the annual general meeting for 1985.

* The annual general meeting of the company held, or deemed to be held in accordance with Section 250, in respect of the calendar year 19 was held on . 19

The previous period in respect of which an annual return has been lodged was for the period 1st July . 1983 to 30th June, 1984 .

PARTICULARS RELATING TO COMPANY

- 2. The address of the registered office of the company is 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.
 - *The name of the company is registered under the laws of the following participating States or participating Territories: NOT APPLICABLE
 - *The addresses of the principal offices of the company (if any) in respective participating States or participating Territories are: NOT APPLICABLE

Lodged by Hammond, North Ash & Associates, G.P.O. Box 4299, Sydney. 2001. Phone: 290-3199.

---P. FAHY-AUTHORISED OFFICER

made as a permanent record of a document in its custody or control. (Reproductions) Act, published in the Evidence (Reprodu three of the

Government Gazette

General by n the Attorney COMMISSION being a person declared CERTIFIES pursuant to the

CORPORATE AFFAIRS 28th day of Septem

*The address of the place at which the register of members is kept, if other than at the registered office, is:

The business names (if any) under which the company carries on business are:NOT APPLICABLE

The nature of the principal business carried on by the company is: $\textbf{ARCHITECTURAL} \quad \textbf{PRACTICE}$

THE ACCOUNTS OF THE COMPANY FOR ITS LAST FINANCIAL YEAR From 1st July, 1984 To 30th June, 1985

 The accounts of the company *were laid before the annual general meeting referred to above.

The accounts laid before that annual general meeting *were adopted by the meeting

DIRECTION

Except in the case of -

- (a) A company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company and an unlimited company; or
- (b) a company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company, being a company of which the accounts and group accounts (if any) for that financial year or each of those financial years were audited in accordance with Section 279, a copy, certified by a director or secretary or the principal executive officer of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the annual general meeting, together with a copy of every document required by law to be annexed to the accounts, must be annexed to the return.

| и. | res _l | pect Com | of pani | all es | cha (New | rge So | s req uth W | uire ales | d to b | e reg | ompany in istered under | į. |
|------|------------------|-------------|------------|-----------|---------------|-----------|----------------|--------------|--------|-------|----------------------------|----|
| | | | | | | | | | as fo | | | |
| | | | | | | | | | | | | |
| Regi | stere | ed N | umbe | r | Date | of | Regi | stra | tion | | Amount of t Indebtedne | |
| | | | | - | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | stered under | |
| the | | anie | s (1 | lew | Sout | h W | ales) | | | | esponding | |
| | | | : 055.595 | | tal | | | | | | | |
| | | | | | | - | | | | - | | |
| 1 | otal | amo | unt | of | inde | bte | dness | \$ | | | | |
| | | | 371.03×74 | | T. 11 (T. 17) | | | | | | | |
| | | | | | | | | | | | | |

of November 1985, (being the date at which the information in this return is correct (see paragraph 1) - Refer Schedule

| this retain is correct (see paragraph i) - herer | schedule |
|-----------------------------------------------------------|----------|
| Number of shares issued subject to payment wholly in cash | 222 |
| | |
| Number of shares issued as fully paid up otherwise | |
| than in cash | NIL |
| Number of shares issued as partly paid up to the | |
| extent of per share otherwise than in cash | NIL |
| Number of shares (if any) of each class issued at | |
| discount | NIL |
| Total amount of discount on the issue of shares that | |
| has not been written off at the date of this return | NIL |
| There has been called up on each of | |
| shares Refer Sched | ule |
| | |

| Total amounts of calls received including | | |
|----------------------------------------------------|-----|-----|
| payments on application and allotment. | \$ | 222 |
| Total amount (if any) agreed to be considered | | |
| as paid on shares that have been issued as fully | | |
| paid up otherwise than in cash. | \$ | NIL |
| | Æ | |
| ictal amount (if any) agreed to be considered | | |
| as paid on shares that have been issued as partly | | |
| paid up to the extent of per share otherwise | | |
| than in cash. | \$ | NIL |
| | | |
| Total amount of calls unpaid | | NIL |
| AND CONTRACTOR AND AND CONTRACTOR OF THE PROPERTY. | | |
| Total amount of the sums (if any) paid by | | |
| way of commission in respect of any shares | | |
| or debentures since the date of the last | | |
| return | \$ | NIL |
| | 520 | |
| Total amount of the sums (if any) allowed by | | |
| way of discount in respect of any debentures | | |
| since the date of the last return | \$ | NIL |
| | | |
| Total amount of shares forfeited | | NIL |
| | | |
| Total amount paid (if any) on shares | | |
| forfeited | \$ | NIL |
| | | |

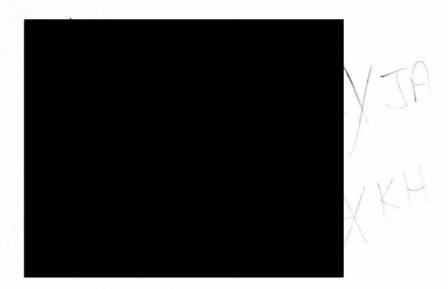
The nominal share capital of the company is \$100,000 divided into 100,000 shares of \$1.00 each as follows:-

100 "A" Class Shares 100 "B" Class Shares 99,800 "C" Class Shares 100,000

The total number of shares taken up at this date are as follows:-

21 "A" Class Shares of \$1.00 200 "C" Class Shares of \$1.00 1 "B" Class Share of \$1.00

222 ===



LIST OF MEMBERS Persons holding shares in the company and the number of the shares held by them respectively are as follows: Number of Shares held Full names and addresses by existing members ANDREWS, JOHN HAMILTON 21 "A" Class ADDISCOMBE HOLDINGS PTY. LIMITED 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W. 200 "C" Class ADDISCOMBE HOLDINGS PTY. LIMITED 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W. 1 "B" Class Total LIST OF DIRECTORS 7. Particulars of the directors , principal executive officer, secretaries and auditors of the company are as ---------Other business The present occupations, and Christian Any former in the case of or given Christian or directors, name or given name particulars of names and or names or other surnames Usual Address directorships surnames Directors ANDREWS, JOHN HAMILTON ARCHITECT-NIL

McKAY, DOUGLAS BRUCE

ARCHITECT-NIL

WILLING, GEOFFREY ALAN

ARCHITECT-NIL

ROBB, ARTHUR VICTOR

ARCHITECT-NIL

Principal executive officer if any

Secretaries

HAMMOND, ALBERTA

CLERK/SHOPKEEPER

HAMPTON, KATHLEEN ANNE

SECRETARY-NIL

Auditors for current financial year HAMMOND NORTH ASH & ASSOCIATES G.P.O. BOX 4299, SYDNEY.2001

- Particulars as to calls and sales of forfeited shares (to be provided only in the case of a no liability company) -
 - The date when each call made since the date of (a) the last return, or (in the case of a first return) since incorporation, was payable;
 - (b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 - the number of shares sold at each sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation:
 - the number of shares unsold at each offer for (d) sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation; and
 - (e) the number of shares disposed of pursuant to sub-section 480(3) since the date of the last return, being shares withdrawn from sale or for which no bid was received:

DECLARATION AS TO INFORMATION

9. I certify that the information contained in this Annual Return is true to the best of my knowledge and belief.

Dated this 11th day of November 1985

Signature of Director/Secretary/Principal Executive Officer

Name of Signatory in BLOCK LETTERS JOHN H. ANDREWS

A. CERTIFICATE TO BE GIVEN BY ALL COMPANIES

We certify -

- (a) that the provisions of the law relating to unclaimed moneys have been complied with:
- (b) having made an inspection of the share register, that transfers have not been registered since the date of the last annual return.
- (c) that the company has not, since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call:
- (d) that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company;
- (e) that to the best of our knowledge and belief the company was during the period to which the return relates -
 - (i) an unlimited exempt proprietary company; or
 - (ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);

that at the annual general meeting held on the day of 19 the company in pursuance of section 278 did not appoint an auditor;

(g) that at the annual general meeting held on the day of 19 the company in pursuance of section 279 did not appoint an auditor.

Dated this 11th day of Alovember 1985

Signature of Director

Name of Signatory
IN BLOCK LETTERS JOHN H. ANDREWS

Signature of Secretary

Name of Signatory
IN BLOCK LETTERS KATHLEEN A.HAMPTON

JA

Kt

B. STATEMENT TO BE GIVEN BY THE AUDITOR OF AN EXEMPT PROPRIETARY COMPANY.

For the purposes of sub-section 264(1). I state in relation to JOHN ANDREWS INTERNATIONAL PTY.LIMITED that

- (a) the company has in my opinion kept proper accounting records and other books during the period covered by those accounts:
- (b) the accounts have been audited;
- (c) my report was not made subject to any qualification and

in my report I did not make any comment under sub-section 285(4)

Signature of Auditor

Name of Signatory IN BLOCK LETTERS ROBERT E. HAMMOND

CERTIFICATE IN RESPECT OF A COMPANY, THE ACCOUNTS OR GROUP ACCOUNTS OF WHICH. BY REASON OF THE CIRCUMSTANCES REFERRED TO IN SUB-SECTIONS 279(1) AND (2) ARE NOT ADDITED.

For the surposes of sub-section 279(5) we certify, in relation to in respect of the financial year to which the return relates. that -

- (a) the company kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (b) the company kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (c) the company has kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly qudited in accordance with the Companies New South Wales Code; and
- (d) the accounts and group accounts (N any) have been properly prepared by a competent person.

Name of Signatories IN BLOCK LETTERS

CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S ANNUAL RETURN THAT DOES NOT INCLUDE LIST OF MEMBERS.

For the purposes of sub-section 265(1), I certify that -

- (a) the company has more than 500 members;
- (b) the company keeps its principal share register at a place within 25 kilometres of the office of Corporate Affairs Commission for N.S.W. and
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred.
 and that accordingly the company is of a kind to which

that sub-section applies.

Dated this day of

Signature of Secretary

Name of Signatory IN BLOCK LETTERS

FORM 32

Section 103(1)

COMPANIES ACT, 1961

REGISTER OF CHARGES TO BE KEPT BY THE CORPORATE AFFAIRS COMMISSION

| 2 | | Date of Creation of Charge by company, or date of | | | | Receiver or Manager | Memorandum of satisfaction/ |
|-----------------|-------------------------|-------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|---------------------------------------------------|-----------------------------|
| Document No. | Date of Registration | Aquisition by company of Property subject to Charge and description of Charge | Amount secured by Charge | Description sufficient to identify property charged | Names of persons entitled to Charge | Name and Date of appointment or ceasing to act | release, etc. |
| 54959 | 25/7/74 | | Advances from time to time | The Company's undertaking assets both present and future including its uncalled capital; being a fixed charge as regards all real and leasehold property uncalled capital engines machinery (other plant books of account vouchers a | | | |
| | | | | | | | |

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions Act. 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

Twentieth

day of July 19 76

M 10730

3927

Section 105 (1)

MEMORANDUM WHERE PROPERTY OR UNDERTAKING IS RELEASED FROM REGISTERED CHARGE OR HAS CEASED TO FORM PART OF COMPANY'S PROPERTY OR UNDERTAKING

TO THE REGISTRAR OF COMPANIES.

318546 10

> THE CORPORATE AFFAIRS COMMISSION ON 7 FEB 1978

| JOHN ANDREWS | INTERNATIONAL F | PTY. | | Limited hereby |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------|--------------------------------------|--------------------------------------------------|
| gives notice, in relation to | thet Equipped | MORTEREE | dated the | 1514 |
| lay of Ju. | | 924 numbered | 64959 | in the Register |
| of Charges and created by | DOHN / | NDREWS | INTERNAT | TONAL FT/Limited |
| n favour of Book | OF NEW So. | UTH WALES | | |
| or securing ADVAN | CES FROM TIME | rotime | . that the property or | undertaking described |
| selow was on the | 3rd | day of | Janua | ry , 1978 |
| released from the charge | seemed to form part of | the property or und | ertaking of * given | by JOHN |
| ANDREWS INTERNA | TIONAL PTY. | Limited. | | |
| Description of propert | | ole of land on ase Volume 33 | contained in A 84 Folio 49 | .C.T. Crown |
| Dated this | Prot | day of | February | , 19.7.8 |
| | TORY DECLARAT | | ING MEMORAN | DUM |
| r | | | | |
| director of * | JOHN ANDREWS IN | TERNATIONAL | PTY. | Limited and |
| ROSS WARMSLEY P | HILP | of | 1 York St | reet, Sydney |
| company, do solemnly an | d sincerely declare that | the particulars conta | nined in the memorane | _ the secretary of that lum where property or |
| indertaking is released fr | our refraction change of | THE OCCUPANT OF THE PARTY | Part Course School and Course Course | inperty of undertaking |
| indertaking is released fr ated the 2nd four knowledge informa- and we make this solemn | day of tion and belief. | of Jelium | . 197 | 8 are true to the bes |
| ndertaking is released fr ated the 2nd f our knowledge informa- and we make this solemn | tion and belief. declaration conscientions amended. | of Jelium | , 197 | 8 are true to the best |
| indertaking is released fr lated the 2nd of our knowledge informat And we make this solemn of the Oaths Act, 1900, as | tion and belief. declaration consciention amended. Sydney | of | , 197 | 8 are true to the best |
| indertaking is released fr lated the 2nd if our knowledge informat And we make this solemn of the Oaths Act, 1900, as Declared at of New Sout | tion and belief. declaration consciention amended. Sydney | of Jelian sly believing the san in the State | . 197 | 8 are true to the best |

Insert name of mortgagor company.
 Insert description of instrument creating or evidencing the charge, e.g., "trust deed", "mortgage", "debent
 Strike out whichever is inapplicable.

NOTE: This memorandum must be supported by evidence sufficient to satisfy the Registrar than has been released from the charge or has ceased to form part of the property or under

87511 7.62 V. C. N. Illight, Government Printer

1, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. day of February₁₉

DATED this

7 1

R67

M 10730 D. West, Government Printer



| | | Form |
|--------------------|--------|-----------|
| COMPANY No. | 154620 | NEW SOUT |
| LOCATION No. | | Companies |
| DATE and BATCH No. | H No. | Sections |
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NOTICE OF SITUATION OF REGISTERED OFFICE AND OF OFFICE HOURS, AND PARTICULARS OF

a Local

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COMMISSIONER

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Dated this

second

In the case of a company which is not the sole occupant of the build by in which the registered office is situated, particulars of the address sufficient to enable the office. The readity located should be supplied, e.g., "Room 101, First Floor". of incorporation is required to be lodged within one month after date This notice NOTE:

NOTE

· Insert full address

If lodged within one month after incorporation or change \$3 If lodged within one month after that period \$7 If lodged more than one month after that period \$21 If to dead more than one month after that period \$22 If the case of a Foreign Company, a new certificate of registration issues for which a fee of \$2 is payable. FEE

DUDLEY WESTGARTH & CO.

39 Martin Place, Sydney Solicitors, LODGED BY

25 6741 TELEPHONE No.

CORPORATE AFFAIRS
CONNISSION on 1 040 1972

COMMISSIONER

5

DATED this

0E401 M

Document No.

LODGED in the Office of the Corporate Affairs Commission on 2 9 SEP 1977

COMMISSIONER /

Form 37

NOTICE OF ADDRESS OF REGISTERED OFFICE AND OF OFFICE HOURS AND OF PARTICULARS OF CHANGES

NEW SOUTH WALES

Complete in BLOCK LETTERS and lodge with with Corporate Affairs Commission, 175 Castlerengh Street, Sydney, N.S.W. 2000 (G.P.O. Box No. 7018, N.S.W. 2001)

TO THE CORPORATE AFFAIRS COMMISSION JOHN ANDREWS INTERNATIONAL PTY · a local company Limited, . Apreign company hereby gives notice that-* оби женекобхіниотринескомжі жіна коспунату As from DECEMBER . 1976 the address of the registered office of the Company in New South Wales. is 1017 BARRENJOEY ROAD, PALM BEACH Postcode: 2108 day of the days and hours during which that office is ("to be) open and accessible to the public are as follows: lentember Dated this day of _

· Secretary.

*SHHOCKSHIR

Sections.

(A subscriber or Solicitor may sign this notice only prior to the incorporation of the company).

Phone: ____ 27-8611 (Mr Philp)

NOTE. Notice of the days and hours during which the office is open and accessible to the public is not required if the office is open for at least five hours between ten o'clock in the morning and four o'clock in the afternoon of each day, Saturdays, Sundays and holidays excepted.

Please complete

Lodged by: IHOMPSON DOUGLASS ETHERINGTON

1 YORK STREET, SYDNEY

AND FEES PAYABLE

If a receipt is required please tick [2]

ST 6429-1

the Evidence (Reproductions) at this transparency is made as October 1977 that .his transparency 0 Jo

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declared by the Attorney General nineteenth day of June, 1970, to

being a person declared by

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Corporate Affairs,

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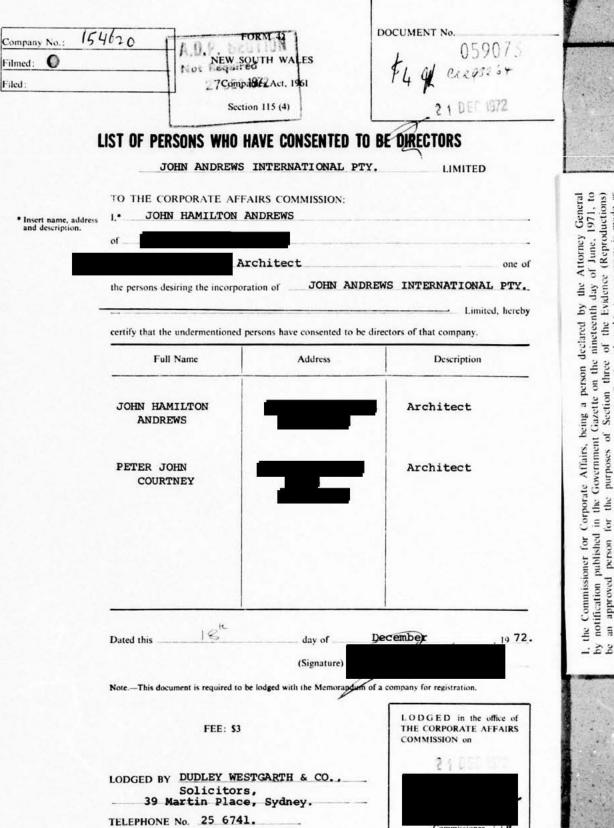
Printer

COMMISSIONER

R67

[·] Strike out whichever are inapplicable.

[†] Insert full address, including, where applicable, the number of the room and of the floor or level on which the office is situated in the building.



V. C. N. BLIGHT, GOVERNMENT PRINTER

Corporate Affairs, being a person declared by the Attorney General in the Government Gazette on the nineteenth day of June, 1971, to for the purposes of Section three of the Evidence (Reproductions) CERTIFY pursuant to the Section that this transparency is made as Jarmary 19 73 a permanent record of a document in my custody or control be an approved person for the purposes of Act. 1967, DO HEREBY CERTIFY pursuant notification published

second

DATED this

COMMISSIONER

M 10730

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33034 DOCUMENT No.

\$4 513

19/1/73

COMPANY No .: 154620 gu LOCATION No.: DATE and BATCH No.: FILMED: FILED:

A.D.P. SECTION FORM 47

NEW SOUTH WALES

Companies Act, 1961

(Section 152 (2))

AND INDEX

JOHN ANDREWS INTERNATIONAL PTY.

| JOHN A | NDREWS INTERNATIONAL | LIMITED |
|--------------------------------------------------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|
| TO THE CORPORATE AFFAIRS CO | OMMISSION. | |
| John Andrews International | Pty. Limi | ted hereby gives notice that the register |
| of members and index (if any) have, as | from the 15th | day of January , 19.73, |
| been kept at* C/- Holt & Thomps | on, 53 Martin Place, | Sydney |
| Dated this Franchisch | day of fine | , 19 <i>79</i> . |
| | *************************************** | Director† Secretary† |
| †Strike out whichever is inapplicable This form must be lodged within seven d office and within | | |
| FEES: If lodged within prescribed period If lodged within one month afte If lodged more than one month | er that period | \$7 |
| LODGED BY HOLT & THOMPSON | | LODGED in the Office of the CORPORATE AFFAIRS COMMISSION on |
| 53 MARTIN PLACE | , SYDNEY | 1 9 JAN 1973 |
| TELEPHONE NO 28-5607 | | 17 JAN 17/3 |
| M 343 V. C. N. Blight, Government Printer. | | COMMISSIONER |

NEW SOUT COMPA CT, 1961 (1) (2) (b).)

33032 Document No. 19/1/73

| RETURN | OF | ALLOTMENT | OF | SHARES |
|----------|-------|--------------|------|--------|
| JOHN AND | DREWS | INTERNATIONA | L PT | Y. |

| †1. Number of st Nominal and Amount paid paid due and Amount of p †2. Number of st Nominal amo | payable on allotmen remium paid or pay- ares allotted for a cuunt of EACH of the | e shares so allotted on EACH of the sha | | | | \$1_ \$1 | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-------------|-----------|------|-------------------|------|-----------|
| †1. Number of st Nominal and Amount paid paid due and Amount of p †2. Number of st Nominal amo | nares allotted payable out of EACH of the or due and ayable payable on allotmen remium paid or payabres allotted for a count of EACH of the | e shares so allotted on EACH of the share it | 2 | tted— | | 1970 | | |
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| Nominal amo Amount paid due and Amount of pi 12. Number of sh Nominal amo | ount of EACH of the or due and ayable on allotmen remium paid or payares allotted for a cunt of EACH of the | e shares so allotted on EACH of the sha | res so allo | tted— | | 1970 | | |
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| Amount of po †2. Number of sh Nominal amo | payable on allotmen remium paid or pay- nares allotted for a count of EACH of the | able on EACH share | | | | | | |
| Amount of portal Amount of ships Nominal amount of ships Nominal amount of the Nominal a | remium paid or pay ares allotted for a c unt of EACH of the | able on EACH share | | | | - | | |
| 12. Number of sh Nominal amo | ares allotted for a count of EACH of the | | | | •• | - | | |
| Nominal amo | unt of EACH of the | | an cash | | | - | | |
| Amount to be | treated as paid on | shares so allotted | | | | - | | |
| | EACH of the shares | so allotted | | | | | | |
| Surname | Christian or Other Names§ | Address | Preference | | Ord | dinary Other Kind | | r Kinds |
| | | | Cash | Otherwise | Cash | Otherwise | Cash | Otherwise |
| DREWS | John Hamilto | | | | | | | |
| | | | | | 1 A | 1 | | |
| RTNEY | Peter Jehn | | | | | | | |
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| | | | | | | | | |

Dated this

| LODGED BY | HOLT & THOMPSON |
|--------------|-------------------------|
| | 53 MARTIN PLACE, SYDNEY |
| TELEPHONE No | 28-5607 |

PLEASE TURN OVER

LODGED in the office of THE CORPORATE AFFAIRS COMMISSION on 19 JAN 1973

1973

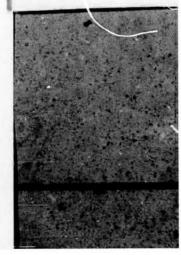
Commission

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. 61 day of January

thirty - first

this DATED

M 10730



Where the capital of the comp stated. In the case of the firs

Where, by virtue of section 54 (2) (b) of the Companies Act, 1961, a company does 54 (1) (d) of that Act, the company shall complete the certificate set out in this For

JACKET B **NEW SOUTH WALES** FOR OFFICE USE ONLY LODGED in the Office of the Companies Act, 1961 Section 134 (6) and (7) Reg. No. 154620 AVV245 Location No. RETURN GIVING PARTICULARS IN REGISTIER OF DIRECTORS, MANAGERS AND Date and Batch No. 26. SECRETARIES, AND CHANGES OF PARTICULARS Form 43 COMMISSIONER Film W/Sheet No. Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000 JOHN ANDREWS INTERNATIONAL PTY. Docume LIMITED **DIRECTORS*** BT 5070-1 Nature of Appointment or Change Date of Appointment **Business Occupation** Present Names† Former Namest Address‡ Particulars of other Directorships (if any) Architect Ni1 Appointed 21st December 1972 John Hamilton ANDREWS Architect Ni1 Appointed 21st December 1972 Peter John COURTNEY N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary MANAGERS AND SECPETARIES* Nature of Appointment or Change Date of Appointment or Change Full Name and Office in Company Address! Other Occupation (if any) Lodged by -Managers HOLT & THOMPSON 53 MARTIN PLACE SYDNEY. Secretaries Ross Walmsley PHILP Chartered Accountant Appointed 21st December 28-5607 1972. Phone No. minutemed 19.73 Dated this FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE Secretary ! I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. **DATED** this thirty - first day of January 19 73. COMMISSIONER M 10730

NEW SOUTH WALES JACKET B FOR OFFICE EST ONLY LODGED in the Office of the Companies Act, 1961 Section 134 (6) and (7) Corporate Affairs Commission 5 MAR 1973 Location No. / + RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND Date and Batch No. SECRETARIES, AND CHANGES OF PARTICULARS 7 MAR 1973 A DP Form 43 Film W Sheet No. Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Cartlercagh Street, Sydney, N.S.W. 2000. JOHN ANDREWS INTERNATIONAL PTY. LIMITED DIRECTORS* ST 1976+1 Nature of Appointment **Business Occupation** Date of Appointmen Former Namest Present Names Address: Particulars of other Directorships§ (if any) or Change or Change Architect John Hamilton Andrews Ni 1 Continuing Architect Nil Peter John Courtney Continuing John Neal Stewart Simpson Architect Ni1 Appointed 22nd February 1973 N.R. If there is insufficient space to this return, please use an annexary sheet, which should also be signed by the Utrector or the Secretary MANAGERS AND SECRETARIES* Nature of Appointment Date of Appointment Full Name and Office in Company Address? Other Occupation (if any) or Change or Change Lodged by ___ Managers HOLT & THOMPSON 53 Martin Place, Sydney Secretaries Ross Walmsley Philp Chartered Accountant Continuing Phone No. haul 1970 Mond Dated this +Director* FOR INSTRUCTIONS PLEASE SEE REVERSE SIDE Secretary* I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1971, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. March 1973 day of DATED this Twentieth COMMISSIONER M 10730

| | John And | rews Interna | tional Pty. | | LIMITED |
|--------------------|-------------------------------------------|--------------|---------------|-----------------|-------------------|
| | ATE AFFAIRS COMMISSIONS International Pty | | Limited hereb | by gives notice | that the register |
| of members and inc | dex (if any) have, as from | the 1st | day of | July | . 19.75 . |
| been kept at* | C/- Thompson Do | | | | |
| Dated this | 56 | day of _ | Systember | , 19_7 | ٤. |
| | | | | | |
| | | - | | ractor † | |

*Insert full address.

Strike out whichever is inapplicable.

Lodged by Thompson Douglass Etherington,
21st Floor, No.1 York Street,
SYDNEY. N.S.W. 2000.
Phone No. 27 8611

Time for lodgment:

Within seven days after the register is first kept at a place other than the registered office and within seven days after any change in that place.

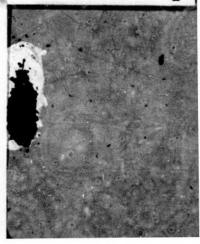
Fees:
If lodged within prescribed period If lodged within one month after that period If lodged more than one month after that period \$23

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

DATED this

M 10730

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LODGED in the Office of the Corporate Affairs Commission on: - 5SEP 1975 Form 17 COMMISSIONER 7

NEW SOUTH WALES COMPANIES ACT, 1961 (Section 54)

150 EP 1975 1 25

| Rcg. No. | 154620 |
|--------------|---------------|
| ocation No. | AVT504 |
| | |
| ED-Wiet- | |
| Film W/Sheet | |
| | No. 102055 |

RETURN OF ALLOTMENT OF SHARES

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

| John A | Andrew | s I | ntern | atio | nal | Pty. | | | | | IMITED | |
|---------------------------------------------------------------------------|-----------------------------------------|--------|---------|---------|--------|-----------|---------|-------|--------|------------|-------------------|-----------------------------|
| The shares referred to in thi | s return | were | e allot | ted or | are (| deemed | to h | ave | been | | | 54 (7) of |
| Companies Act, 1961, on the | 23 | rd | | | | | (| day o | f | June | | , 1973_ |
| between the | | | _ day | of | | | | | ., 19. | and | the | |
| day of | , 19 | | _ | | | | | | | | | |
| | | | | | | | | | | De | tails of Shares | |
| † Shares allotte | ed or dee | med t | o have | been al | lotted | | | | | Preference | Ordinary | Other (specify class) |
| I. For CASH: (a) number of shares | | | | | | | | | No. | | 19 "A" 200 "C" | Class Class |
| (b) nominal amount of EAC | CH share | | | | | ** | 44 | | S | | \$1 | |
| (c) amount (if any) paid on | EACH s | hare | | | | | | | S | | \$1 | |
| (d) amount (if any) due and | payable | on E | ACH sh | are | | | | | s | | NIL | |
| (e) amount of premium paid | d or paya | ble or | EAC | 1 share | | | | | s | | | |
| 2. For CONSIDERATION OTI (a) number of shares: (i) as fully paid up | 100000000000000000000000000000000000000 | AN (| CASH: | | | | | | No. | | | |
| (ii) as partly paid up | | | | | | | | | No. | ********** | - | - |
| (b) nominal amount of EAG | CH share | | | | | | | | s | | - | |
| (c) if partly paid up—the ar | mount tre | ated a | as paid | up on I | EACH | share | | | s | | | - |
| (d) amount of premium trea | ited as pa | id up | or pay | able on | EAC | H share | | | s | | - | - |
| (e) ‡ The consideration for | which the | e shar | es have | been s | o allo | tted is a | s follo | ws: | - | | | |

| | | | | 1 | Number of shares allotted | | | | |
|----------------------------------|---------------------------|-----------------------------|------|------------|---------------------------|-----------|------|----------|--|
| Surname | Christian or other names§ | Address | Pref | Preference | | Ordinary | | r kinds | |
| | Citic manics; | | Cash | Otherwise | Cash | Otherwise | Cash | Otherwis | |
| Andrews | John Hamilto | n | | | 10 "A" Class | | | | |
| Courtney | Peter John | | | | 4 "A" Class | | | | |
| Simpson | John Neil Stewart | | | | 5 "A" Class | | | | |
| Add iscombe Holding Pty. Ltd. | | C/- 9th Flo Martin Plac | | | 110 "C" | | | | |
| Jilinga Pty. Ltd. | 5 | C/- 10th Fl BMartin Plac | | | 45 "C" Class | | | | |
| Ambyne Securities Pty_Ltd_ | 39 | C/- 9th Flo Martin Plac | or, | | 45 "C" Class | | | | |
| Dated this | 11 | day | of | lyting | he | , , | 9.75 | | |

Director Secretary

day obeptember 975

COMMISSIONER

of the Evidence (Reproductions) that this transparency is made as

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions)

be an approved person for the purposes of Section three Act, 1967, DO HEREBY CERTIFY pursuant to the Section et, 1967, DO HEREBY CERTIFY pursuant to the Section permanent record of a document in my custody or control.

M 10730

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DATED this

at some D. West, Government Printer

Strike out whichever is inapplicable.

Where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allottnent belongs is to be stated. In the case of the first return, shares subscribed for in the memorandum are to be included in this return and identified as such.

If the allottnent is made pursuant to a contract in writing, the company shall lodge with this return the contract evidencing the entitlement of the allottnee or a copy of any such contract certified as prescribed.

Where, by virtue of section 54 (2) of the Companies Act, 1961, a company does not include in paragraph 3 of this Form the particulars mentioned in section 54 (1) (d) of that Act, the company shall complete the certificate set out in this Form. Get over.)

JACKET B **NEW SOUTH WALES** FOR OFFICE USE ONLY LODGED in the Office of the Corporate Affairs Commission on Companies Act, 1961 Section 134 (6) and (8) Reg. No. 154620 - 11 26 NOV 1979 Location No. RETURN GIVING PARTICULARS IN REGISTER OF DIRECTORS, MANAGERS AND Date and Batch No. SECRETARIES, AND CHANGES OF PARTICULARS Form 43 COMMISSIONER Complete in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000 Film W Sheet No. (G.P.O. Box No. 7018 N.S.W. 2001) Document No. 059494 JOHN ANDREWS INTERNATIONAL PTY. **DIRECTORS**• ST 5975-1 Date of Appointment or Change **Business Occupation** Nature of Appointment or Change∥ Former Namest Present Names† Address‡ Particulars of other Directorships§ (if any) CHANGE N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary MANAGERS AND SECRETARIES* Date of Appointment Nature of Appointment or Change Full Name and Office in Company Address: Other Occupation (if any) Lodged by Managers J.V.ALLEN & CO. DX 299 SYDNEY Secretaries Ross Walmsley PHILP Chartered Accountant Resigned 290-3199 1/8/1978 Peter John COURTNEY Architect Phone No. Appointed 1/8/1978 29th 78 December Dated this day of Director* SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE Secretary¶ The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Lydence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. December sixth day of DATED this Chairman under delegation from the Commissi n

JACKET B **NEW SOUTH WALES** Doc. No. 97044 Companies Act, 1961, section 134 (6) LODGED with the Corporate Affairs Commission on No Fee 2 4 MAR 1980 24/3/80 PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF Form 43 DIRECTORS, MANAGERS AND SECRETARIES OF COMMISSIONER JOHN ANDREWS INTERNATIONAL PTY. LIMITED This is not the first Return lodged following incorporation 154620-11 te in BLOCK LITTERS and return to Corporate Affairs Commission, 175 Cartlerengh Street, Sydney, N.S.W. 2000 (G.P.O. Box No. 7018 N.S.W. 2001) **DIRECTORS*** Other business occupation (if any) Particulars of other Directorships Nature of Appointment or Change Date of Appointment or Change Present Names† Addresst Former Namest (if none, state so) ANDREWS, John Hamilton Architect Continuing COURTNEY, Peter John Architect Continuing SIMPSON, John Neil Stewart Architect Continuing N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary Nature of Appointment Date of Appointment or Change Full Name and Office in Company Address! Other Business Occupation (if any) or Change J.V. ALLEN Managers* & CO. DX 299 SYDNEY. Secretaries* COURTNEY, Peter John Architect Continuing Phone No. 290-3199 HAMPTON, Kathleen Anne Secretary Appointed 13-3-1980 13th March Dated this . day of _ Director¶ SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE § Strike out whichever is inapplicable. This form must be signed by a continuing or newly-appointed officer.

> The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

twenty-eighth DATED this

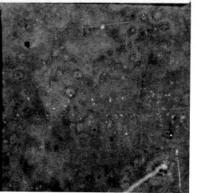
day of

March

80.

Chairman

under delegation from the Commission



JACKET B **NEW SOUTH WALES** Doc. No. Companies Act, 1961, section 134 (6) Corporate Affair Companies 522183 PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF Form 43 DIRECTORS, MANAGERS AND SECRETARIES OF COMMISSIONER & JOHN ANDREWS INTERNATIONAL PTY. LIMITED This Tis not the first Return lodged following incorporation e in BLOCK LETTERS and return to Corporate Affairs Commission, 175 Castlerengh Street, Sydney, N.S.W. 2003 (G.P.O. Box No. 7018 N.S.W. 2001) DIRECTORS* Other business Particulars of other Directorships§
(if none, state so) Nature of Appointment or Change Date of Appointment Present Namest Former Namest Addresst occupation (if any) or Change ANDREWS, John Architect Nil Continuing Hamilton COURTNEY, Peter Architect Nil Resigned 30/9/81 John SIMPSON, John Neil Architect Nil Continuing Stewart N.B. If there is insufficient space in this return, please use an annexure sheet, which should also be signed by the Director or the Secretary Nature of Appointment or Change Date of Appointment or Change Other Business Occupation (if any) Address! Full Name and Office in Company Lodged by HAMMOND, Managers* NORTH ASH & ASSOCIATES. DX 299 SYDNEY. Secretaries* COURTNEY, Peter John 30/9/81 Architect Resigned HAMPTON, Kathleen Anne Secretary Cont inging 290-3199 ANDREWS, John Hamilton Architect Appointed 30/9/81 30th Dated this Director¶ Secretary SEE INSTRUCTIONS FOR COMPLETION, LODGMENT AND FEES PAYABLE ON REVERSE SIDE This form must be signed by a continuing or newly-appointed officer. The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. twenty-first June DATED this day of 19 10683

Commissioner

under delegation from the Commission

COMPLETED

JACKET B

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

33096

| Christian or given names and names (in the case of directors, e any former names in brackets beneath the present names) | Address (3) | Other occupations and, in the case of directors, other directorships (4) | Particulars and nature o appointment or change and relevant date (s) |
|-------------------------------------------------------------------------------------------------------------------------|-------------|--------------------------------------------------------------------------------|----------------------------------------------------------------------------|
| ectors (1) | | | |
| NDREWS, John Hamilton | | Architect | Continuing |
| IMPSON, John Neil Stewart | | Architect | Continuing |
| cKAY, Douglas Bruce | | Architect | Appointed July 1, 1982 |
| ILLING, Geoffrey Alan | | Architect | Appointed July 1, 1982. |
| ncipal Executive Officer (2) | | | |
| retaries (2) HAMPTON, Kathleen Anne | | Secretary | Continuing |

JOHN N.S. SIMPSON Name of Signatory IN BLOCK LETTERS

· Strike out whichever is inapplicable

NOTE: A fees receipt will not be issued unless specifically requested.

Lodged by WESTGARTH BALDICK 10th Floor, 39 Martin Place, Sydney.

Address

Phone No. 233 6500.

IS INCORPORATED SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

Lodged with the Commission on 2 0 SEP 1982 AT SYDNEY D. FISHER THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY

ON

delegation from the Commission 8 October to the Section that this transparency its custody or control

day of

twenty eighth

DATED this

person declared by the Attorney

CERTIFIES

HEREBY

(Reproduction)

the Evidence

Section the record of

General by notification

28th day

approved person for the purposes

Government Gazette on the

under

JACKET B

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

07465

| Christian or given names and | | | Limited |
|--------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|------------------------------------------------------------------------|
| surnames (in the case of directors, give any former names in brackets beneath the present names) | Address (3) | Other occupations and, in the case of directors, other directorships (4) | Particulars and nature of appointment or change, and relevant date (5) |
| Directors (1) | | | |
| John Hamilton ANDREWS | | Architect | Continuing |
| Arthur Victor ROBB | | Architect | Appointed, 13.1.8 |
| Bruce Hume JAMES | | Architect | Appointed, 13.1.8 |
| Geoffrey Alan WILLING | | Architect | Continuing |
| Douglas Bruce McKAY | | Architect | Continuing |
| Principal Executive Officer (2) | | | |
| NIL | | | |
| Secretaries (2) | | | |
| Kathy HAMPTON | | Secretary | Continuing |
| Dated this | day of JAN | WARY) | ,19.84 |
| (6) Signature of *Director /*Secret | tary / *Principal Executive Of | ficer | |
| Name of Signatory IN BLOCK LE | TTERS | JOHN HAMILION ANDREWS | |

ON SYDNEY BRISSENDEN AUTHORISED OFFICER

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

JACKET B

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

07466

| | THE TABLE TO THE TABLE | RNATIONAL PTY. | Limited |
|----------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|------------------------------------------------------------------------|
| Christian or given names and surnames (in the case of directors, give any former names in brackets beneath the present names) | Address (3) | Other occupations and, in the case of directors, other directorships (4) | Particulars and nature of appointment or change, and relevant date (5) |
| Directors (1) | | | |
| John Hamilton ANDREWS | | Architect | Continuing |
| John Neil Stewart SIMPSON | | Architect | Resigned, 31.12.8 |
| Geoffrey Alan WILLING | | Architect | Continuing |
| Douglas Bruce McKAY | | Architect | Continuing |
| | | | |
| | | | |
| Principal Executive Officer (2) | | | |
| NIL | | | |
| Secretaries (2) | | _ | |
| Kathy HAMPTON | | Secretary | Continuing |
| Dated this 13 ⁺⁵ | day of JANU | IARY DA | 19 84 |
| (6) Signature of *Director /*Secre | tary / *Principal Executive Of | icer | |
| Name of Signatory IN BLOCK LE Strike out whichever is inapplicable | TTERS | JOHN HAMILTON ANDREW | S |

Address 39 martin Raw Sychney.

Phone No. 233-6500

Lodged with the Commission on 2 MAY 1984 AT SYDNEY BRISSENDEN

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

Sub-section 238(7)

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

| Jacket B | | Doc. No | |
|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|-------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| Reg No. 1 5 4 6 | 20-11 | ē. | |
| JOH | IN ANDREWS INTERNATION | NAL PTY. | Limited. |
| Christian or given names and surnames (in the case of directors, give any former names in brackets beneath the present names) | Address(') | Other occupations and, in the case of directors, other directorships(*) | Particulars and nature of appointment or change, and relevant date(3) |
| Directors(1) | | | |
| NDREWS, John Hamilton | | Architect - Nil | Continuing |
| cKAY, Douglas Bruce | | Architect - Nil | Continuing |
| ILLING, Geoffrey Alan | | Architect - Nil | Continuing |
| OBB, Arthur | | Architect - Nil | Continuing |
| 4: | | - | |
| * | | - | |
| () | | | |
| Principal Executive Officer(1) | | | |
| Secretaries(*) AMPTON, Kathleen | | Secretary | Continuing |
| AMMOND, Alberta | | Clerk/Shopkeeper | Appointed 31/7/8 |
| (6)Signature of *Directo | otda or/*Secretary/*Principal E IN BLOCK LETTERS | Executive Officer | 1984. |

Address
DX 299
SYDNEY

Phone No. 290-3199

ON 14 AUG 1864 SYDNEY

M. WALTER

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED.

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

2 5

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 35

| Jacket B | | | | D | oc. No | | | |
|------------------------|---------------------------------------------------|--------------------------------------|-------------|-----------|----------|---------------|------------|-------------------------|
| Reg No. 1 | 5 4 6 2 | 0 - 1 1 | | v | | | | |
| | | WS INTERNATION | AT. PTY. | | | P | | Limited |
| ha sharar rafarra | d to in this return | were allotted(1) *c | n the | ilth | | day of | Nove | mber |
| | | | | | | | | |
| 12 | | | | | | | | |
| ROLXINEXXX | | | Ψ κω | | | | | , 17: |
| | (2)Sh | ares allotted | | | | Detai | s of share | es |
| | (10 | | | | Pre | ference O | rdinary | Other (specify class |
| . For cash consid | leration | | | | | | | 1 "B" |
| (a) No. of sl | hares | | •• | | - | | | 1 B |
| | amount of EAC | | •• | | 5 | | | 1.00 |
| (c) Amount | (if any) paid on | EACH share | •• | | S | | | 1.00 |
| | - No. 4 14 15 15 15 15 15 15 15 15 15 15 15 15 15 | payable on EACH | | | 5 | | | |
| (e) Amount | of premium paid | or payable on EA | CH share | | S | | | |
| For consideration | on other than cas | h | | | | | | |
| (a) No. of sl | hares: | | | | 1 | | | |
| | illy paid up | | • • | | | | _ | |
| | | | •• | | + | | | |
| itiat anna cha | amount of EAC | | | | \$ | | | |
| 22070 - 100 - 200 | 0.70 | ount treated as paid | - 1 | | - | | | |
| | asi ^T or rea one | d as paid up or paya | | AND 100 M | And Carl | | | |
| | | ch the shares have | | | | | | |
| allotted to them | | ne allottees of share | es in the c | ompany ar | nd the r | umbers ar | nd classe | es of share |
| | | | | N | umber of | shares allott | d | |
| Surname | (*)Christian or given names | Address | Pref | erence | Or | dinary | , Oth | er Class |
| | | | Cash | Otherwise | Cash | Otherwise | Cash | Otherwise |
| Addiscombe Holdings | | 1017 Barrenjo Road, Palm Beach | ey | | | | 1"B" | |
| Pty. Ltd. | | | 1 | 1 1 | | 1 | ı | 1 |

DX 299, Sydney Address

290-3199 Phone No.

20 .1185 M. WALTER

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Dvidence (Reproductions) Act, 1967 the 28th day of September 1979 to be an approved person for the purposes of Section three of the Dvidence (Reproductions) Act, 1967 the 28th day of September 1979 to be an approved person for the purposes of Section three of the Dvidence (Reproductions) Act, 1967 the 28th day of September 1979 to be an approved person for the purposes of Section three of the Dvidence (Reproductions) Act, 1967 the 28th day of September 1979 to be an approved person for the purposes of Section three of the Dvidence (Reproductions) Act, 1967 three of the Dvidence of the Dvidence of the Dvidence of the Dvidence of three o

15014.

| | | | Number of shares a | | | | tted | |
|-----------------------|-------------------------------------------------------|-----------------------|--------------------|-------------|----------|---------------|----------|------------|
| Surname | (3)Christian or given names | Address | Preference | | Ordinary | | Oth | er Class _ |
| | | | Cash | Otherwise | Cash | Otherwise | Cash | Otherwise |
| brought forward— | | | | | | | | |
| | | | | | 1 90 | | | |
| | | | | | | | | |
| | 1 1 | | ٠, | 1 1 | | | | 1 |
| E | 4 5, * | | | ! | | | | |
| | | | | | | | | |
| | | Total | | | | | | 1"B" |
| Dated this | love A | day | y of | Non | of la | -/ | | 19 80 |
| Signature of *Dir | ector/*Secretary/*I | Principal Executive | Officer | | | | | 11 |
| | y IN BLOCK LET | TOURT A | NDREW8 | | | | / | / |
| | 24. (************************************ | | //. | | | | | 1* |
| | | CERTIFI | | 5 | | | | |
| (This certificate n | eed not be complete | ed if paragraph 3 o | of this fo | rm is com | pleted.) | | | |
| I certify in relation | n to | | | | | | Lim | ited that- |
| (a) the company | y has more than 500 | member.; | 9 | | | | | |
| | keeps its principal | share register at a p | place wit | hin 25 kilo | metres | of the office | e of the | Corporat |

*(d) the shares referred to in this return were allotted for a consideration other than cash and the number of persons

Dated this ______day of _______ j9____

- (1) Shares subscribed for in the Memorandum shall be deemed to have been allotted as at the date of incorporation under sub-section 113(6) and
- Where the capital of the company is divided into shares of different classes, the class of shares to which each share comprised in the allotment belongs is to be stated. In the case of the first return, shares subscribed for in the memorandum are to be included in this return and identified
- (3) If the allotment is made for shares fully paid or partly paid up otherwise than in cash pursuant to a contract in writing, the company shall lodge with this return the contract evidencing the entitlement of the allottee or a copy of any such contract certified in accordance with regulation 12. In the event of a certified copy being lodged, sub-section 113(4) requires the original contract duly stamped to be produced at
- (4) Where, by virtue of sub-section 113 (2), a company does not include in paragraph 3 of this form the particulars mentioned in paragraph 113
- (*) This certificate must be completed if paragraph 3 of this form is not completed, except where the company lodging the return is a no liability
- 1. Where shares are allotted for consideration other than cash, the return should be accompanied by the contract (see sub-sections 113 (3) and (4)) or if there is no contract by the statement in accordance with Form 36.

TIME FOR LODGMENT

This return must be lodged within one month after date of allotment or incorporation (in the case of subscribers' shares).

NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

Sub-section 238(7)

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

5

COMMISSION being a person declared by mber 1979 to be an approved person for

General by notification published in the Government Gezette on of Section three of the Evidence (Reproductions) Act, 1967 as a permanent record of a document in its custody or control.

| Jacket B | | Doc. No | |
|----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------|-----------------------------------------------------------------------|
| Reg No. 1 5 4 6 | 2 0 _ 1 1 OHN ANDREWS INTERNA | | |
| Christian or given names and surnames (in the case of directors, give any former names in brackets beneath the present names) | Address(*) | Other occupations and, in the case of directors, other directorships(*) | Particulars and nature of appointment or change, and relevant date(*) |
| Directors(1) | | | |
| ANDREWS, John Hamilton | | Architect - Nil | Continuing |
| McKAY, Douglas Bruce | | Architect - Nil | Continuing |
| WILLING, Geoffrey Alan | | Architect - Nil | Continuing |
| ROBB, Arthur Victor | | Architect - Nil | Continuing |
| Principal Executive Officer(2) Secretaries: ANDREWS, John Hamilton | as above | as above | Appointed 8/4/86 |
| WHEELER, Douglas John | | Accountant | Appointed 8/4/86 |
| SKALANAX HAMPTON, Kathleen Anne HAMMOND, Alberta | | Secretary Clerk/Shopkeeper | Resigned 8/4/86 Resigned 8/4/86 |
| | Sth day | | 7 |
| | or /*Secretary/*Relacion*Ex | 01 | . , 1986 |
| | IN BLOCK LETTERS | JOHN H. ANDREW | 5 |
| NOTE: A fees receipt will | not issue unless specifically requ | iested. | |
| Address Interna | Andrews ational P/L crenioev Rd. | Lodged with the Com | |

Address International P/L
1017 Barrenjoey Rd.
Palm Beach 2108

Phone No. (02) 919.5455

ON 30 APR 1986 AT

S. KLEIN

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED.

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

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NATIONAL COMPANIES AND SECURITIES COMMISSION

Companies Form 61

Sub-section 238(7)

PARTICULARS AND CHANGES OF PARTICULARS IN REGISTER OF DIRECTORS, PRINCIPAL EXECUTIVE OFFICER AND SECRETARIES

INTERNATIONAL PTY. JOHN ANDREWS Christian or given names and Other occupations and, in Particulars and nature of surnames (in the case of directors, Address(1) the case of directors, other appointment or change. give any former names in brackets and relevant date(') directorships(4) beneath the present names) Directors(1) Architect - Nil Continuing ANDREWS, John Hamilton Continuing Architect - Nil McKAY, Douglas Bruce WILLING, Geoffrey Alan Architect - Nil Continuing ROBB, Arthur Victor Architect - Nil Continuing

Principal Executive Officer(2)

Secretaries:
ANDREWS, John Hamilton
WHEELER, Douglas John

Accountant

Appointed 8/4/86

HAMPTON, Kathleen Anne

HAMMOND, Alberta

Clerk/Shopkeeper

Dated this 8th day of April 19 86

(6) Signature of *Director *Secretary *Principle* Executive Office*

Name of Signatory IN BLOCK LETTERS JOHN H. ANDREWS

* Strike out whichever is inapplicable.

NOTE: A fees receipt will not issue unless specifically requested.

Lodged by John Andrews
International P/L
1017 Barrenjoey Rd.
Palm Beach 2108
Phone No. (02) 919.5455

Lodged with the Commission

ON 30 ADD 1086

S. KLEIN

Resigned 8/4/86

Resigned 8/4/86

SYUNEY

THIS FORM IS TO BE LODGED AT THE CORPORATE AFFAIRS OFFICE IN THE PLACE IN WHICH THE COMPANY IS INCORPORATED.

SEE DIRECTIONS, &c. OVERLEAF FOR THE COMPLETION OF THIS FORM.

the 28th day of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purposes of September 1979 to be an approved person for the purpose of September 1979 to be an approved person for the purpose of September 1979 to be an approved person for the purpose of September 1979 to be an approved person for the purpose of September 1979 to be an approved person for the purpose of the purpos

22/5/86

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e (Reproductions) Act, 1 ent in its custody or co

15808.

LODGED in the Office of the Corporate Affairs Commission on - 5SEP1975

COMMISSIONER

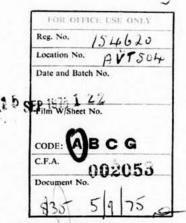
NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160



Form A



FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

| Annual Return | of John Andrews In | PART A ternational Pty. | | Limite |
|--------------------|------------------------------------------------------|--------------------------|---------------------------------------------------------|------------------------|
| | e11th | | | |
| | of or a date not later than the four | | | |
| 1. The account | ts of the company *were laid b | perfore the Annual Gene | ral Meeting of the com | pany held on |
| being- | | | | |
| • the da | ate of this return. | | | |
| * 616.5 8.6 | ite of the Annual-General Meeting k | ast held-before-the-date | of this roturn | |
| 2. The address | of the registered office of the comp | any is: | | |
| | | oey Road, Palm Be | each. N.S.W. | 2108. |
| | s of the place at which the register of C/- Holt & T | hompson, 53 Marti | | |
| 4. The busines | is names under which the company of | carries on business are: | | |
| • Strike out which | ever is inapplicable. | | | |
| Please complete: | | Time for fili | no: | |
| Louged by | Holt & Thompson, | This docu | ment is required to be lodg company keeps a branch r | |
| _ | No. 1 York Street, Sydney | not in a Sta | ate or Territory of the Co | mmonwealth, within two |
| | 27 0644 | | | reneral meeting. |

If lodged within the prescribed period ...
If lodged within one month after the prescribed period If lodged more than one month after the prescribed

\$12 \$16

\$31

If a receipt is required please tick

5 September, 1975

ST 2910-1 V. C. N. BLIGHT, GOVERNMENT PRINTER

assessment see across re fee)

Date forwarded: _

Fee paid:

Septemberg 75 the Commissioner for Corporate Affairs, being a person declared by the Attorney General notification published in the Government Gazette on the nineteenth day of June, 1970 to purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made a permanent record of a document in my custody or control.

DATED this

an approved person for

| PART B | 1 |
|-------------------------------------------------------------------------------|---------------------------------------------|
| Summary of Share Capital and Sha | res 100 A class |
| NOMINAL SHARE CAPITAL S 100,000 divided into 99-86 | 00 B Class 00 C Class hares of \$ 1.00 each |
| | C Class shares of \$ 1.00 each |
| TOTAL ISSUED CAPITAL (Nominal Value) | \$ 221 |
| Number of shares issued: | |
| (a) Subject to payment wholly in cash | 221 |
| (b) As fully all up otherwise than in cash | |
| (c) As part pad up to the extent of per share otherwise than | |
| TOTAL of hers 7 (a), (b), and (c)—(this should agree with total in item | 16) |
| ² Number of shares (if any) of each class issued at a discount | |
| Total amount of discount on the issue of shares which has not been written of | |
| date of this return | shares \$ 1.00 |
| (a) There has been called up on each of 21 A Class | 4 00 |
| (b) There has been called up on each of 200 C Class | shares \$ 1.00 |
| (c) *There has been called up on each of | shares \$ |
| *Total amount: | |
| (a) Of calls received including payments on application and allotment | \$ 221.00 |

221.00 TOTAL of items 11 (a), (b) and (c) ... 12. Total amount of calls unpaid Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return Total amount of the sums (if any) allowed by way of discount in respect of any

which have been issued as fully paid up otherwise than in cash

which have been issued as partly paid up to the extent of

debentures since the date of the last return Total number of shares forfeited ... Total amount paid (if any) on shares forfeited ...

17. Total amount of the indebtedness of the company secured on the property (whether real or personal) or undertaking of the company

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows: Amount of indebtedness at Registered number Date of registration the date of this return

(b) (If any) agreed to be considered as paid on

per share otherwise than in cash

(If any) agreed to be considered as paid on

Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE If the shares are of different kinds, state them separately. Where various amounts have been called or there are shares of different kinds, state them separately. Where various amounts have been called or there are shares of different kinds, state them separately. Include what has been received on forfeited as well as one existing shares. State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of in-bedness at the date of the return.

PART C

LIST OF PERSONS holding shares in JOHN ANDREWS INTERNATIONALPTY.

LIMITED on the

5. 6.

7.

9. 10.

11

11TH

day of

JUNE

19 74

. .

(being the date of

the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary in Part G hereunder.

| Folio in Register Ledger | | Names | | | | Number of shares held by existing | | | |
|--------------------------------|-----------------------------------|------------------------------------------------|-----------|---------------------|------|--------------------------------------|-----------|--|--|
| containing particulars | Surname | At least one Christian name and other initials | | Addresses | | | members † | | |
| 1 | Andrews | John H. | | | 11 | A | Class | | |
| 2 | Courtney | Peter J. | | | 5 | A | Class | | |
| 3 | Simpson | John N. S. | | | 5 | A | Class | | |
| 4 | Addiscombe H | Hold.P/L C/- 9th | Floor, 39 | Martin Place Sydney | 110 | C | Class | | |
| 5 | Jilinga Pty | . Limited C/- 10th | Floor, 53 | Martin Place, Sydne | y 45 | C | Class | | |
| 6 | Ambyne Secus | rities Pty. Ltd. C/- | 9th Floor | 39 Martin Place, | | | | | |
| | TO THE PERSON NAMED IN CONTRACTOR | Harrist and Charles Tables Control | | Sydney | 45 | C | Class | | |

(If space insufficient, use Continuation Sheets and initial).

three of the Evidence (Reproductions) Section that this transparency is made as 2 the Attorney General Septemberg 75 by notification published in the Government Gazette on the nineteenth day of June, 197 Section three of

in my custody

0 to the

be an approved person for the purposes of Act, 1967, DO HEREBY CERTIFY pursuant

a permanent record of

DATED this

Corporate Affairs, being a person declared by

Commissioner for

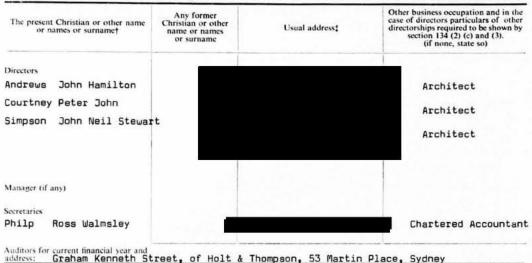
The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

FIN SUPPORTING DOCUMENTS HERE

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return



• "Director Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with whose directions or instructions the rectors of a company are accustomed to act.

the case of a company are accustomed to act.

In the case of a corporation its corporate name and registered or principal office should be shown.

In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of-

that:

- (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- (b) a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961.

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to:

John Andrews International Pty. Limited

- (a) the company *has has not in my opinion kept proper accounting records and other books during the period covered by those accounts;
- (b) the accounts *have/have not been duly audited in accordance with this Act;
- t(c) I *have/have not referred in my report to any defect or irregularity in the accounts.

Auditor Signature:

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 1658 of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 1658 of the Companies Act, 1961, we hereby certify,; in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (ii) the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (iii) the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- (iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director Director

Strike out whichever is inapplicable.

Particulars of any defect or irregularity referred to in the report should be attached.

In the event of this certificate being qualified in any way, particulars should be attached.

person declared by the Attorney General on the nineteenth day of June, 1970 to a three of the Evidence (Reproductions) is made of the Evidence (Repi being a person declared Section in the Government Gazette of to the 50 in my custody burposes of CERTIFY pursuant Affairs, Corporate for REBY notification published person HEREBY lor 5 approved pers 967, DO HER nanent record o Commissioner permanent

September 19

COMMISSIONER

DATED this

1967.

Act.

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PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)-

(a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
(b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
(c) the number of shares sold at each sale of forfeited shanes made since the date of the last return or in the case of a first return since the date of incorporation;
(d) the number of shares unsold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
(e) the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return shares withdrawn from sale or for which no bid was received.

Signature

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that-

- (a) the company has more than five hundred members;
- (b) the company keeps its principal share register at a place within three miles of the office of the Corporate Affairs Commission and
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature _ Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

4/We after having made due enquiries certify-

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
- (b) having made an inspection of the share register that transfers have not been registered since the date of the last annual return

the incorporation of the company.

- 2that the company has not since the date of the last annual return issued3 any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- 4that the excess of members of the company above fifty (counting joint holders of shares as one wholly of persons who are in the employment of the company or of its subsidiary or persons who in the employment of the company or of its subsidiary were and thereafter have continued to be members of the
- (e) 6that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- (f) Athat at the Annual General Meeting held on the company pursuant to section 1654 of the Companies Act, 1961 did not appoint an auditor.

(g) "that at the Annual General Meeting held on Act, 1961, did not appoint an auditor. Signature: Director⁸

Signature:

(1) Strike out whichever is inapplicable.
(2) Strike out this paragraph if the company is not a proprietary company.
(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
(4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
(5) Strike out this paragraph of inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company on member of which was at the date of the Annual General Meeting a person other than a natural person of an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor, applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before that meeting not to appoint an auditor.
(7) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before that none Month and Month M

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

> Signature: . (State whether Distant, Manager, or Secretary.)

redeclared by the Attorney General is nineteenth day of June, 197 0 to e of the Evidence (Reproductions) in that this transmarents. 75 ofSeptember 19 Section control. Government Gazette on the Section

being a person declared

Affairs,

Corporate

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be an approved person for Act, 1967, DO HEREBY a permanent record of a d

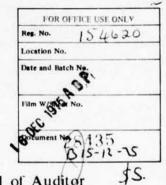
DATED this

Ξ

or the purposes of CERTIFY pursuant

NEW SOUTH WALES COMPANIES ACT, 1961 (Section 166 B (12))

Form 50c



Notice of Retirement, Resignation or Removal of Auditor

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000

| JOHN ANDREWS IN | TERNATIONAL PTY. | Limited | |
|-----------------------------------------------------------------------------|-----------------------------------------------|--------------------------|----------------|
| To the Corporate Affairs Commission: JOHN ANDR | EWS INTERNATIONAL PTY. | Limited hereby gi | ves notice tha |
| on the | day of | | , 19 |
| *notice was received on the1ST | day of | DECEMBER | , 19_75 |
| of the retirement of | G. K. STREET OF HOL | T & THOMPSON | |
| as auditor/s of the Company, to take effect imme on 31ST DECEMBER ,1975. | ediately before the Annual Gen | eral Meeting of the Comp | any to be held |
| *notice was received on the | day of | | , 19- |
| of the resignation of | | | |
| as auditor/s of the Company to take effect from | | | . 19 |
| • | | - the auditor/s of | the Company |
| *were •was removed from office by resolution of the comp. | any at *a general *an annual general *meeting | | from office by |
| | | | nom orner by |
| resolution of the Company at an annual general me | eeting held on that date appoint | ing | |
| Dated this 12 | day of | Secondon. | . 19 <u>75</u> |
| | - | *Director *Secretary | |
| *Strike out whichever is inapplicable. | | | |

NOTE: If the company is a borrowing corporation a copy of this notice must be given to the trustee for the holders of debentures of the borrowing corporation.

Where an auditor is removed from office, notice must be forthwith given to the Companies Auditors Board (166(11)).

| Lodged by_ | THOMPSON DOUGLASS ETHER | |
|---------------|-------------------------|-------|
| 2 | 1 YORK STREET, SYDNEY. | 2000. |
| Phone No. | 27-8611 | |
| Date forwar | rded | 2 |
| Fee Paid | | |
| (for assessm | ient see across re fee) | |
| If receipt is | required please tick | |

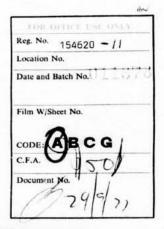
| FEE: | |
|--------------------------------------------------|-------|
| If lodged within 14 days of receipt of notice of | |
| retirement or within 14 days of resignation or | |
| removal | 5 |
| If lodged within one month after that period. | \$ 10 |
| If lodged more than one month after that | |
| period | \$ 25 |

I, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. 75 ofDecember 19 day 18th DATED this

M 373 84527 4.75 D. West, Government Printer

M 10730

Form A



FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

| PART A Annual Return of JOHN ANDREWS INTERNATIONAL PTY. | | | | | |
|---------------------------------------------------------|--------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|--|
| Annual Return of | 9TH | day of | SEPTEMBER | Limite | |
| made up to the | loss and losse than the C | | e date of the Annual General M | - | |
| being the date of or a c | iate not later than the i | ourteenth day after th | le date of the Annual General M | reeding in 19 | |
| 1. The accounts of the c | | | eneral Meeting of the company he | ld on | |
| 7 | 9TH SEPTEME | SER | .19_/5 | | |
| being— | | | | 75 | |
| * the date of this | | | | 3,- | |
| * opexpexeses size | ARMOUSE COMMENT AN BOOKING | BANKAKKK PRODOKK HAGA | KH& XXXXXXXX | 2, | |
| 2. The address of the re- | gistered office of the com | pany is: | | | |
| | 1118 BARREN | JOEY ROAD, PALM | BEACH. N.S.W. | 15 | |
| . The business means at | C/= THOMPSO | 10. 75 W | RINGTON, 1 YORK STREET, | SYDNEY | |
| The name of the | company is reser | ved in the part | icipating States of Quee | nsland - | |
| Address: 630 Co | promation Drive, 1 | Toowong | | 111 CT - CT - THE REAL PROPERTY. | |
| * Strike out whichever is inapplic | able. | | | | |
| 1 YORK ST | (1815 (1915)) 17 18 (40) | where the in a State after the d | cument is required to be lodged with company keeps a Branch register in a or Territory of the Commonwealth, we late of the Annual General Meeting. d within the prescribed period— pt Proprietary Company exempt Proprietary or Public Company | a place that is not ithin two months, | |
| If a rece | eipt is required please tick | If lodge additional If lodge | styles, and the style of the present style of the present style of the | | |

notification published in the Government Gazette on the nineteenth day of June, 1970, to an approved person for the purposes of Section three of the Evidence (Reproductions) the Attorney General Act. 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control.

day of October 1977

person declared by

I, the Commissioner for Corporate Affairs, being a by notification published in the Government Gazette be an approved person for the purposes of Section Act, 1967, DO HEREBY CERTIFY pursuant to the

DATED this

10730 D. West, Government Printer

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| | | Summary | of Shar | re (| apital | and | Shares | | | | | | |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|----------|------|----------|--------|------------|------|----------------|----------|----|------|------|
| 5. | NOMINAL SHARE CAPITAL | , 100,0 | 00 | di | vided in | to1 } | 99,800 | C | class class | res of } | S | 1.00 | each |
| 6. | Total number of shares taken up (being the date of the return or of | to the 9th her authorize | day of S | ept | embe | 75 | | | class | | S | 1.00 | each |
| | TOTAL ISSUED CAPIT | AL (Nomina | l Value) | | | 1974 | 110 | 4.4 | \$221 | | | | |
| 7. | Number of shares issued: (a) Subject to payment who (b) As fully paid up otherwi (c) As parily paid up to the TOTAL of items 7 (a), (b). | ise than in car e extent of | pe | | | | than in c | ash | | 22 | | | |
| 8. | ² Number of shares (if any) of each | | | | | | 2.2 | 11 | | | | | |
| | Total amount of discount on the date of this return | | | | | writt | ten off at | the | 5 | | | | |
| 10. | (a) There has been called up on | each of | 21 | A | class | | sha | ires | 5 | 1.0 | 0 | | |
| | (b) There has been called up on | | 200 |) C | class | | sha | ires | S | 1.0 | 0 | | |
| | (c) ³ There has been called up on | each of | | | | | sha | res | 5 | | | | |
| 11. | *Total amount: (a) Of calls received including (b) (If any) agreed to be con- | sidered as pa | id on | | | | ent | res | 5 | 221.0 | 0 | | |
| | which have been issued | | | WISC | than in | cash | *** | +:+ | \$ | | | _ | - |
| | (c) (If any) agreed to be cor which have been issued a per share otherwise than | as partly paid | | he e | ctent of | | sha | res | S | | | | |
| | TOTAL of items 11 (a), (b) | | | | | | | *** | 5 | 221.0 | 00 | | |
| 12. | | | | | | 72 | 245 | 7.0 | 5 | | | | |
| | Total amount of the sums (if any) or debentures since the date of th | paid by way | | | | pect o | of any sha | res | 5 | | | | |
| 14. | Total amount of the sums (if as debentures since the date of the la | | by way | of d | iscount | in res | spect of a | iny | 5 | | | | |
| 15. | Total number of shares forfeited | | | | | | | | | | | | |
| 16. | Total amount paid (if any) on sha | ares forfeited | | | ** | ** | ** | | \$ | | - | | |
| 17. | *Total amount of the indebtedness | s of the comp | any seci | ared | on the | prope | rty (wheth | her | 188 | | | | |

Particulars of each charge REGISTERED WITH THE COMMISSION are as follows:

| | Amount of indebtedness at the date of this return | | |
|--|------------------------------------------------------|--|--|
| | | | |
| | | | |

real or personal) or undertaking of the company

(1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.

(2) If the shares are of different kinds, state them separately.

(3) Where various amounts have been called or there are shares of different kinds, state them separately.

(4) Include what has been received on forfirted as well as on existing share.

(5) State the total amount of indebtedness and show in respect of any charge registered with the Commission, the registered number thereof, the date of registration and the amount of indebtedness at the date of the return.

PART C

JOHN ANDREWS INTERNATIONAL PTY.

LIST OF PERSONS holding shares in

LIMITED on the

9th

day of

SEPTEMBER

19 75

(being the date of

the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under under

| Folio in Register Ledger | | Names | | Number of shares held by existing | | |
|--------------------------------|--------------------------------------------------------|----------------------|--------------------------------------------------|--------------------------------------|--|--|
| containing particulars | Surname At least one Christian name and other initials | | Addresses | members † | | |
| 1 | ANDREWS | John H. | the second second | 11 A class | | |
| 2 | COURTNEY | Peter J. | | 5 A class | | |
| 3 | SIMPSON | John N. S. | | | | |
| 4 | ADDISCOMDE N | OLDINGS PTY. LTD. | C | 5 A class | | |
| • | ADDISCOMBE H | OLDINGS PIT. LID. | C/- 9th Floor, 39 Martin Place, Sydney | 110 C class | | |
| 5 | JILINGA PTY. | LIMITED | C/- 10th Floor, 53 Martin Place, | | | |
| | | | Sydney | 45 C class | | |
| 6 | AMBYNE SECUR | ITIES PTY: "L'MITEO" | Consideration of the Took inity of Martin Place. | 45 C class | | |

• The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.
• When the shares are of different classes these columns may be subdivided so that the number of each class beid may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

ST 2910-2

2

I, the Commissioner for Corporate Affairs, being a person declared by th., Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act. 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. DATED this

October 1977 5 day

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West, Government

10730 D.

Auditors for current financial year and · "Director"

THOMPSON DOUGLASS ETHERINGTON. 1 YORK STREET. SYDNEY of a importor by whatever name called and any person in accordance with whose directions or instructions the

In the case of a company are accustomed to del.

In the case of a corporation its corporate name and registered or principal office should be shown.

In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of-

- (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- (b) a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961.

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to:

JOHN ANDREWS INTERNATIONAL PTY. LIMITED _ Limited (a) the company *has/has not in my opinion kept proper accounting records and other books during the period

- covered by those accounts; (b) the accounts *have/have not been duly audited in accordance with this Act;
- t(c) I *have/have not referred in my report to any defect or irregularity in the accounts.

have not

Signature

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 1658 of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 1658 of the Companies Act, 1961, we hereby certify,; in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- (iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director Director

Strike out whichever is inapplicable.
 Particulars of any defect or irregularity referred to in the report should be attached.
 In the event of this certificate being qualified in any way, particulars should be attact

ST 2910-3

that:

Evidence (Reproductions) General made June, 1970, Attorney 2 transparency of day by nineteenth this declared that jo Government Gazette on the purposes of Section three TFY pursuant to the Section control person 5 custody being Affairs. my = RTIFY Corporate document the J = for REBY published person 1 HEREBY -TO ō Commissioner record be an approved Act. 1967, DO F notification permanent the 6 6

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October 1977 ō

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DATED

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Certificate to be Completed by No-Liability Companies

ulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)—

(a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
(b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
(c) the number of shares sold at each sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
(d) the number of shares unsold at each folder for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
(e) the number of shares unsold at each folder for sale of forfeited shares made since the date of the last return of in the case of a first return since the date of incorporation;
(e) the number of shares whitehold in sale of for which no bid was received.

Signature

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that-

- (a) the company has more than five hundred members;
- (b) the company keeps its principal share register at a place within three miles of the office of the Corporate Affairs Commission and
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature

Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

1/We after having made due enquiries certify-

- (a) that the provisions of the Unclaimed Money's Act, 1917, relating to unclaimed moneys have been complied with;
- have not been registered since the date of the last (b) having made an inspection of the share register that transfers annual return! Annual returns

the incorporation of the company.

- ²that the company has not since the date of the last annual return issued³ any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- (d) 4that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the
- (e) 5that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- that at the Annual General Meeting held on the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.
- (g) 7that at the Annual General Meeting held on

the company pursuant to section 1658 of the Companies

Act, 1961, did not appoint an auditor.

Signature: Director*

Signature:

Secretary

- Strike out whichever is inapplicable.

 Strike out this paragraph if the company is not a proprietary company.

 In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substructe instruction in the case of a proprietary company whose members exceed fifty.

 Strike out this paragraph is not a proprietary company whose members exceed fifty.

 Strike out this paragraph is inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company or a corticoration that was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corticoration that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.

 Strike out this paragraph is inapplicable.

 Strike out this paragraph is in inapplicable, for the Annual General Meeting not to appoint an auditor.

 NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5), of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Signature: -

ith day of June, 1970, to Evidence (Reproductions) is made Attorney of the Evidence (Repr that this transparency Government Gazette on the nineteenth day purposes of Section three of the Evidence IFY pursuant to the Section that the Corporate Affairs, in my document 를 = REBY published for Commissioner be an approved Act. 1967, DO notification permanent

General

October 19 5

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DATED

West. á 10730

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FOR OFFICE USE ONLY Reg. No. 154620 Location No. Date and Batch No. Film W/Sheet N

FORM OF ANNUAL RETURN OF A COMPANY HAVING A SHARE CAPITAL

| Complete in BLOCK LETTERS and lodge with Corporate | Affairs Commission, 175 Castlereagh | Street, Sydney, N.S.W. 2000 |
|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| Annual Return ofJOHN ANDREWS INTERNATIONAL | PART A | Limited |
| | day ofDECEMBER | |
| being the date of or a date not later than the fourteenth d | | |
| | | |
| 1. The accounts of the company were laid before th | e Annual General Meeting of the | company held on |
| 3RD DECEMBER | 1976 | Trescribed Fee \$5 0 - |
| being— | | 1142 155 |
| * the date of this return. | | 35 |
| * the date of the Annual General Mexing last habi- | xerussocidochociele salt enobed | 35 |
| 2. The address of the registered office of the company is: | | |
| 1017 BARRENJOEY ROAD, PALM BEACH, N. | S.W. | 15 |
| 4. Тик заминени некомов нинфек издістрату жантіры на | | |
| The name of the company is reserved in t Address: 630 Coronation Drive, Toowong N.S.W. | | |
| * Strike out whichever is inapplicable. | | |
| Please complete: | | |
| Lodged by: THOMPSON DOUGLASS ETHERINGTON 1 YORK STREET, SYDNEY 2000 Phone: 27-8611 (Mr Philp) | Time for filing: This document is required to be where the company keeps a bran not in a State or Territory of the months, after the date of the Ann | nch register in a place that is e Commonwealth, within two |
| Date forwarded: 28.9.77 | | |
| Fee paid: 35 40 (For assessment see across re fee) | Fee: If lodged within the prescribed If lodged within one month afte If lodged more than one mon | r the prescribed period \$16 |

FILMER

October 1977

COMMISSIONER

ਰ day

a permanent record of a document in my custody or control

be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as notification published in the Government Gazette on the nineteenth day of June, 1970, to

the Commissioner for Corporate Affairs, being a person declared by the Attorney

General

DATED this

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West, Government Printer 0 10730

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If a receipt is required please tick

| | PART B | |
|-----|--------------------------------------------------------------------------------------------------------------------------------------|---|
| | Summary of Share Capital and Shares | |
| | | |
| 5. | NOMINAL SHARE CAPITAL \$ 100,000 divided into } 99,800 C Classers of } | , |
| 6. | Total number of shares taken up to the day of (being the date of the return or other authorized date) 19 } _200 C Classhares of } | s |
| | TOTAL ISSUED CAPITAL (Nominal Value) | |
| 7. | Number of shares issued: | |
| | (a) Subject to payment wholly in cash | - |
| | (b) As fully paid up otherwise than in cash | - |
| | (c) As partly paid up to the extent of per share otherwise than in cash | - |
| | TOTAL of items 7 (a), (b), and (c)—(this should agree with total in item 6) | _ |
| 8. | *Number of shares (if any) of each class issued at a discount | |
| | Total amount of discount on the issue of shares which has not been written off at the | |
| | date of this return | - |
| 10. | (a) There has been called up on each of 21 A Class shares \$ 1.00 | - |
| | (b) There has been called up on each of 200 C Class shares \$ 1.00 | _ |
| | (c) There has been called up on each of shares \$ | _ |
| 11. | 'Total amount: | |
| | (a) Of calls received including payments on application and allotment \$.221.00 | |
| | (b) (If any) agreed to be considered as paid on shares | |
| | which have been issued as fully paid up otherwise than in cash | - |
| | (c) (If any) agreed to be considered as paid on shares which have been issued as partly paid up to the extent of | |
| | per share otherwise than in cash | _ |
| | TOTAL of items 11 (a), (b) and (c) | - |
| 12. | Total amount of calls unpaid | - |
| 13. | Total amount of the sums (if any) paid by way of commission in respect of any shares or debentures since the date of the last return | |
| 14. | Total amount of the sums (if any) allowed by way of discount in respect of any | |

. .

..

| Registered number | Date of registration | Amount of indebtedness at the date of this return |
|-------------------|----------------------|------------------------------------------------------|
| | | |
| | | |

...

..

..

(1) Where there are shares of different kinds or amounts (e.g., Preference and Ordinary or \$20 and \$10) state the numbers and nominal values separately. USE ANNEXURE SHEETS IF NEEDED and initial.

(2) If the shares are of different kinds, state them separately.

(3) Where various amounts have been called or there are shares of different kinds, state them separately.

(4) Include what has been received on forfeited as well as on existing shares.

(5) State the total amount of indebtedness as the date of the state.

debentures since the date of the last return Total number of shares forfeited ... 16. Total amount paid (if any) on shares forfeited ...

real or personal) or undertaking of the company

PART C

LIST OF PERSONS holding shares in JOHN ANDREWS INTERNATIONAL PTY

17. *Total amount of the indebtedness of the company secured on the property (whether

LIMITED on the

day of DECEMBER

1976

(being the date of

1.00 each 1.00 each

the return or other authorized date) and an account of the shares so held.

NOTE: If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be annexed to this List.

NOTE: In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be supplied. A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary in Part G hereunder.

Folio in Names Register Ledger Number of shares held by existing members † Addresses containing At least one Christian name and other initials Surname particulars ANDREWS 1 John H. 11 A class 2 COURTNEY Peter J. 5 A class 3 SIMPSON John N.S. 130 Chelmer 5 A class 4 ADDISCOMBE HOLDINGS PTY LTD C/- 9th Floor, 39 Martin Plee, Sydney 110 C class JILINGA PTY LIMITED 5 C/- 10th Floor, 53 Martin Pice. Sydney 45 C class AMBYNE SECURITIES ! Prote with the war Congilering Sheet and initial Martin Plan 6

The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

June, 1970, to Evidence (Reproductions) General COMMISSIONER October 1977 made of June, 19 2 that this transparency nineteenth day day of by person declared of the Section in the Government Gazette on the for the purposes of Section three CERTIFY pursuant to the Section control 0 7

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Auditors for current financial year and address: THOMPSON DOUGLASS ETHERINGTON, 1 YORK STREET, SYDNEY

- *"Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with whose directions or instructions the direction of a comments are accustomed to act.
- In the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of-

- (a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company;
- (b) a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961.

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to:

JOHN ANDREWS INTERNATIONAL PTY Limited

that:

- (a) the company *has/has/xxxxx in my opinion kept proper accounting records and other books during the period covered by those accounts;
- (b) the accounts *have/have/not been duly audited in accordance with this Act;

†(c) I *have/HWW WWK referred in my report to any defect or irregularity in the accounts.

Lace not Signature:

2. Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165B of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165B of the Companies Act, 1961, we hereby certify,; in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (ii) the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (iii) the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;
- (iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director Director

Strike out whichever is inapplicable.
 Particulars of any defect or irregularity referred to in the report should be attached.
 In the event of this sertificate being qualified in any way, particulars should be attached.

nineteenth day of June, intereenth day of June, intereenth day of June, interestions) Attorney General of June, 1970, to by declared on the three Section person Government Gazette or purposes of Section TFY pursuant to the Sc the y = being Affairs, RTIFY Corporate document the for published in person for HEREBY 7 for 5 Commissioner record notification pan an approved 00 approved permanent

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COMMISSIONER

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PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of frejetted shares (to be given only in the case of a no-liability company)-

(a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
(b) the dates since the last return or incorporation when shares forfried were offered for sale and the place of offer;
(c) the number of shares sold at each sale of forfeited shales made since the date of the last return or in this case of a first return since the date of incorporation;
(d) the number of shares smoold at each other for sale of forfeited shares made since the date of the last return of in the case of a first return since the date of fine of the date of the sale return of the case of a first return since the date of fine of the mamber of shares disposed of pursuant to subsection (b), section three handred and twenty-lead of the Companies Act, 1961, since the date of the last return shares withdrawn from sale or for which no bid was received.

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that-

- (a) the company has more than five hundred members;
- (b) the company keeps its principal share register at a place within three miles of the office of the Corporate Affairs Commission and
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

1/We after having made due enquiries certify-

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with;
- (b) having made an inspection of the share register that transfers have not been registered since the date of the last annual return amount stars

the incorporation of the company.

- (c) that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- (d) 4that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the
- (e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- (f) 4that at the Annual General Meeting held on the company pursuant to section 165A of the Companies Act, 1961 did not appoint an auditor.
- (g) That at the Annual General Meeting held on.

the company pursuant to section 165n of the Companie

-Act, 1961, did not appoint an auditor.

Signature: Director*

Signature: Secretary

- (1) Strike out this paragraph if the company is not a proprietary company,
 (2) Strike out this paragraph if the company is not a proprietary company,
 (3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
 (4) Strike out this paragraph except in the case of a proprietary company whose members exceed fifty.
 (5) Strike out this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is not an unlimited company all the members of which agreed not this paragraph if inapplicable. Note, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Nectucing not to appoint an auditor.

 (8) NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5), of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

> Signature: (State whether Director, Marrager, or Secretary.)

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Companies Act, 1961 Sections 158 and 160

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Annual Return of a Company having a Share Capital 415

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000 (G.P.O. Box 7018, N.S.W. 2001)

PART A

Reg. No. 154620 -Annual Return of

COMMISSIONER

Form A

JOHN ANDREWS INTERNATIONAL PTY

Limited

made up to the

day of DECEMBER 19 77

being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 ?

*were 1. The accounts of the company were and laid before the Annual General Meeting of the company held on

30TH DECEMBER

1977

being-

* the date of this return.

Wheedthe of the Annadelian rakidenting less held before the date of this octors.

*Strike out whichever is inapplicable.

2. The address of the registered office of the company is:

1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.

3. The name of the company is reserved in the participating States of:

QUEENSLAND

4. The address of the principal office of the company (if any) in each participating State is:

N.S.W. - 1017 BARRENJOEY ROAD, FALM BEACH . N.S.W.

QUEENSLAND - 630 CORONATION DRIVE, TOOWONG

5. The address of the place at which the register of members is kept if other than the registered office is:

C/- THOMPSON DOUGLASS ETHERINGTON, No. 1 YORK STREET, SYDNEY

6. The business names under which the company carries on business are:

THOMPSON DOUGLASSETHERINGTON

(Mr. Philp)

1 YORK STREET. SYDNEY

N/A

27-8611

(For assessment see across re fee.)

ET 2910-1 D. WEST, SOVERNMENT PRINTER

Please complete:

Lodged by: -

Date forwarded: Fee paid:

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

If lodged within the prescribed period-

Exempt Proprietary Company ... Non-exempt Proprietary Company ... \$ 50 \$ 75

Public Company S200
With additional fee of \$25 for an Exempt Proprietary or \$75 for Non-Exempt Proprietary or Public Company, as the case may be, for EACH participating STATE in which the name of the company

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional

\$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

Attorney General of June, 1970, to Evidence (Reproductions) that this transparency in the Government Gazette on the nineteenth day for the purposes of Section three of the Evidenc by Corporate Affairs, being a person declared Section 0 my document in CERTIFY for for HEREBY notification published a person DO HEREE t record of Commissioner approved permanent H

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DATED this

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PART B

| | | Summary of Share | Capital and Shares 10 | OO A CLASS |
|-------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 7. NOMIN | AL SHARE CAPI | ITAL \$ 100,000 | divided into 9,800 C | SLASSares of S. 1.00ach |
| | | en up to the 30TH day of DE n or other authorized date) | CEMBER977 21 A CLA 200 C CLA | S shares of S 1.00ach |
| TO | TAL ISSUED CA | APITAL (Nominal Value) | | s221 |
| | of shares issued: | | | 221 |
| | As fully paid up | otherwise than in cash | | *** |
| (c) | As partly paid up | to the extent of per s | | 221 |
| | 120 | , (b) and (c)—(this should agree | | 221 |
| 0. *Number | of shares (if any) | of each class issued at a disco on the issue of shares which ha | ount | |
| date of t | his return | | | S |
| | | up on each of 21 A CLAS | | |
| | re has been called re has been called | up on each of 200 C CLAS | shares shares | |
| 3. ⁴ Total ar | mount: | | | \$ 221.00 |
| (a) (b) | (If any) agreed to | including payments on applic be considered as paid on | eation and allotment shares | |
| (c) | | issued as fully paid up others be considered as paid on | wise than in cash shares | S |
| (-) | which have been | issued as partly paid up to th | ne extent of | S |
| то | per share otherwi TAL of items 13 (a | | | \$ 221.00 |
| 4. Total an | nount of calls unpa | aid | | \$ |
| 5. Total an | nount of the sums (| if any) paid by way of commis | ssion in respect of any shares | |
| | | te of the last return | | \$ |
| o. Total ar | debentures since | s (if any) allowed by way of the date of the last return | discount in respect of any | \$ |
| 7. Total nu | imber of shares for | rfeited | | |
| | | on shares forfeited | | \$ |
| 19. Total a | mount of the indeb | otedness of the company secur taking of the company | ed on the property (whether | § 34,000 |
| | | each charge REGISTERED | WITH THE COMMISSIO | |
| R | egistered number | | registration | Amount of indebtedness at |
| | | | | the date of this return |
| | N /0 | | | |
| | N/A | | | |
| (2) If the share (3) Where varie (4) Include wha (5) State the to amount of i | s are of different kinds, its only a minutis have been call that amount of indebtedness at the date of ERSONS holding sED on the 30 TH rm or other authorizations in this List are not a tames in this List are not a | te them separately, life them separately, life of there are shares of different kinds, feired as well as on casting shares, feired as well as on casting shares, and show in respect of any charge regist the return. PAI shares in day are dead of the country of t | state them separately. tered with the Commission, the register RT C of DECEMBER the shares so held. | ed number thereof, the date of registration and of the second sec |
| NOTE: In the | case of a no-liability compa | any or a company exempted under the projection (1) of section 160 should complete | evisions of section 160 of the Companie the certificate by the secretary immedia- | s Act, 1961, this list is not required to be suppli- tely below Part F on page 4. |
| Folio in Register | | Names | | * Number of shares |
| Ledger | C | At least one Christian | Addresses | held by existing |
| particulars 1 | ANDREWS | name and other initials John H. | | 44.0 |
| 2 | COURTNEY | Peter J. | | 11 A clas |
| 3 | SIMPSON | John N.S. | | 0 11 020 |
| 4 | ADDISCOMBE | HOLDINGS PTY LIMITED | C/- 9th Floor, 39 | 5 A clas |
| | | | | Sydney 110 C clas |
| - | 371 7400 000 | LIMITED | 10/ 04-1 | |
| 5 | JILINGA PTY | . LIMITED | C/- 21st Floor, No | |

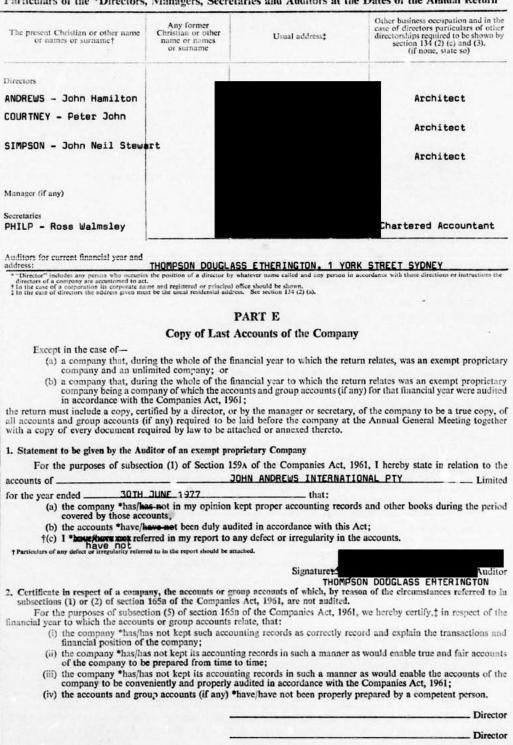
† When the shares are of different classes these columns may be subdivision converted into stock, particulars of the amount of stock must be shown.

1, the Commissioner for Corporate Affairs, being a person declared by the Attorney General by notification published in the Government Gazette on the nineteenth day of June, 1970, to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967, DO HEREBY CERTIFY pursuant to the Section that this transparency is made as a permanent record of a document in my custody or control. 19 78 COMMISSIONER day of March 5531 6th DATED this

M 10730 D. West, Government Printer

PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return



l by the Attorney General enth day of June, 1970, to Evidence (Reproductions) his transparency is made as March ate Affairs, being a person declared by Government Gazette on the nineteenth purposes of Section three of the Evi IFY pursuant to the Section that this tr the being cust Affairs, for the purposes document in Corporate the .5 Person for HEREBY the Commissioner for notification published 7 ō DO HE approved permanent F

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rike out whichever is inapplicable.
the event of this certificate being qualified in any way, particulars sho

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Particulars as to calls and sales of forfeited shares (to be given only in the case of a no-liability company)-

(a) the date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
(b) the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer; a first return since the date of incorporation;
(c) the number of shares sold at each offer for sale of forfeited shares made since the date of the case of a first return since the date of the case of a first return since the date of the sale of the number of shares disposed of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return shares withdrawn from sale or for which no bid was received.

| Signature: | |
|------------|--|
| | |

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that-

(a) the company has more than five hundred members;

(b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and

(c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

| · · · · · · · · · · · · · · · · · · · | |
|---------------------------------------|-----------|
| Signature: | Secretary |
| | |

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

1/We after having made due enquiries certify-

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with;
- (b) having made an inspection of the share register that transfers have not been registered since the date of the last annual return1

xioxineesporationxektheosompony.

- (c) that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- XWADOWAY.
- (e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- "Hox at the Armust Clement Aforting helden X Nov. Recompliancy, in mean annix discrementations it felow, wife three discrementations. Along a 1996 by a chief annix approximate annix associations.
- Think at the Acomorat Demand Moching baldon A KAN BARRA MARKA MARKA

Signature: Director4 Signature: Secretary

(1) Strike out whichever is inapplicable.
(2) Strike out this paragraph it the company is not a proprietary company, (3) In the case of the first annual return of a proprietary company, strike out this paragraph is the company of a proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".
(4) Strike out this paragraph is company of the co

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY. THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

| Signature: | |
|---------------|-------------------------------------------------|
| D. Brantai C. | (State whether Directer, Manager op Secretary.) |

General 2 Evidence (Reproductions) 78 made Attorney General of June, 1970, 6 2 that this transparency March e nineteenth day o Jo on the three Section person r Corporate Affairs, being a persed in the Government Gazette on 1 for the purposes of Section the 3Y CERTIFY pursuant to the Sec

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NEW SOUTH WALES

Companies Act, 1961

Sections 158 and 160

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Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000 (G.P.O. Box 7018, N.S.W. 2001)

| Reg. No. 154620-11 16 PART A | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Annual Return of JOHN ANDREWS INTERNATIONAL PTY. made up to the 29th day of Decemb being the date of or a date not later than the fourteenth day after the date of the Annual Gen | The last of the la |
| 1. The accounts of the company *were laid before the Annual General Meeting of the con 29th December 19 78 | mpany held on |
| * the date of this return. | |
| * the date of the Annual General Meeting last held before the date of this return. *Strike out whichever is Inapplicable. | Prescribed Fee \$95 |
| 2. The address of the registered office of the company is: 1017 Barrenjoey Road, Palm Beach | N.S.W. S 70 TOTAL N.S.W. FEES S 70 |
| 3. The name of the company is reserved in the participating States of: Queensland | VIC |
| The address of the principal office of the company (if any) in each participating State is: 630 Coronation Drive, Toowong | IUIAL I.G.A.C. PEESS 25 |
| 5. The address of the place at which the register of members is kept if other than the register Not applicable | ed office is: |
| 6. The business names under which the company carries on business are: NIL | |
| | |

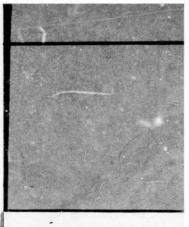
| Lodged by: | J.V. Allen & Co. |
|-----------------------------------|------------------|
| Phone: _u | 290-3199 |
| Date forwarded: - | |
| Fee paid: """ (For assessment see | |

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

N.B. Penalty Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.



ğ on the Government Gazette ø December person Section three of the Evidence (Reproductions) A pursuant to the Section that this transparency of a document in its custody or control. (Reproductions) approved an COMMISSION notification General by 28th day of

under delegation from the Commission

DATED

ST 2910-1 D. WEST, GOVERNMENT PRO

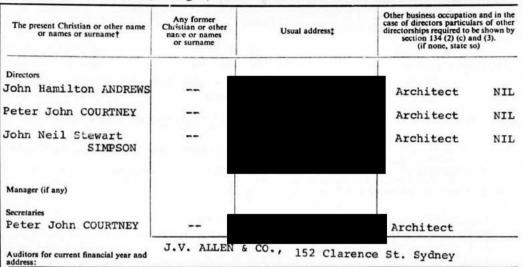
PART B Summary of Share Capital and Shares

| | | | | 100 # | - 11 | |
|---------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| 7. NOMIN | AL SHARE CAPITAL | \$100,000 | _ divided into ¹ }_ | 100 " | B shares of | \$_1-00°ach |
| 8. Total nu (being th | mber of shares taken up to e date of the return or other | the 29th day of | Dec.1978}_ | | A shares of | \$_1-00ach |
| | TAL ISSUED CAPITAL | | | . 200 | 221-00 | |
| | of shares issued: Subject to payment wholly | in cash | 3 | | 221 | |
| | As fully paid up otherwise | | | | | |
| | As partly paid up to the e | | r share otherwise tha | n in cash | | |
| | TAL of items 9 (a), (b) and | | | | 221 | |
| 0. ² Number | of shares (if any) of each | class issued at a di | scount | | NIL | |
| | ount of discount on the issuit his return | | has not been written | off at the | S_NII. | |
| 2. (a) The | re has been called up on ea | ch of 21 " | A" Class | shares | S 1-0 | 0 |
| (b) The | re has been called up on ea | ch of 200 " | C" Class | shares | S 1-0 | 0 |
| | re has been called up on ea | ch of | | shares | \$ | |
| 3. Total ar | nount: Of calls received including | navments on ann | lication and allotmer | nt | \$ 221-0 | 0 |
| | (If any) agreed to be cons | idered as paid on | | shares | | *************************************** |
| (-) | which have been issued as | | erwise than in cash | | s | |
| (c) | (If any) agreed to be cons which have been issued as | | the extent of | shares | | |
| | per share otherwise than i | n cash | | | \$ | |
| TO | TAL of items 13 (a), (b) an | d (c) | | | 5 221-0 | 0 |
| 4. Total am | nount of calls unpaid | | | | s | - |
| 5. Total am | ount of the sums (if any) pa | id by way of comm | nission in respect of a | ny shares | _ | |
| | tures since the date of the | | | | \$ | |
| 6. Total an | nount of the sums (if any) | | of discount in respe | ct of any | | - |
| | debentures since the date | of the last return | | | 3 | |
| 7. Total nu | mber of shares forfeited | | | | | |
| 18. Total an | nount paid (if any) on share | es forfeited | | | s | - |
| Re | Particulars of each chargestered number | 100000000000000000000000000000000000000 | D WITH THE COM | MISSION | Amount of inde | ebtedness at |
| | | N | IIL | | | |
| | | | | | | |
| (2) If the shared (3) Where varie (4) Include wha (5) State the to amount of i LIST OF PE LIMITE the retui NOTE: If the n this Lis NOTE: in the | rn or other authorized date) | are thares of different kir as on existing shares. In respect of any charge in respect of any charge in JOHN 4 and an account of liphabetical order an index appare exempted under the | code, state them separately. registered with the Commission PART C ANDREWS INTER Lay of Decen The shares so held I sufficient to enable the name Provisions of section 160 of | NATIONA TO any person in the Companies A | number thereof, the AL PTY. 19 78 a the list to be readily. 10, 1961, this list is: | date of registration and the (being the date of y found must be annexed to not required to be supplied. |
| Folio in Register Ledger | Names | | | idresses | | Number of shares held by existing |
| containing particulars | | least one Christian ne and other initials | | | | members † |
| 1 | ANDREWS John | н. | | | | 11 "A" |
| 2 | COUDINEY Doto | r J. | | | | 5 "A" |
| 2 | | N.S. | | | | 5 "A" |
| - | | TO 10 TO TO TO 10 | | | | |
| 4 | ADDISCOMBE HOLD | INGS PTY.L' | TD.1017 Barre | enjoey ! | P.d. | 110 "C" |
| 5 | JILINGA PTY. LT | D. | - do | Palm Be | each | 45 "C" |
| 6 | AMBYNE SECURITI | | D do | | 1 | 45 "C" |
| | | | e Continuation Sheets ar | d initial) | | 221 |

converted into stock, particulars of the amount of stock must be shown ST 2010-2

The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with it stated in the summary (B) to have been taken up.

PART D Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return



"'Director" includes any person who occupies the position of a director by whatever name called and any person in accordance with those directions or instructions the directors of a company are accustomed to act.
I in the case of a corporation its corporate name and registered or principal office should be shown.
I in the case of directors the address given must be the usual residential address. See section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of-

(a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or

(b) a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the JOHN ANDREWS INTERNATIONAL PTY. accounts of 30th June, 1978 for the year ended

- (a) the company *has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts;
- (b) the accounts *have/have net been duly audited in accordance with this Act;

†(c) I *have/have not referred in my report to any defect or irregularity in the accounts.

slars of any defect or irregularity referred to in the report should be attached



Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165B of the Companies Act, 1961, are not andited.

For the purposes of subsection (5) of section 1658 of the Companies Act, 1961, we hereby certify,‡ in respect of the financial year to which the accounts or group accounts relate, that:

- (i) the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (ii) the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (iii) the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;

(iv) the accounts and group accounts (if any) have/have not been properly prepared by a competent person.

3

Director Director

Strike out whichever is inapplicable.
 In the event of this certificate being qualified in any way, particulars should be attached.

20 Attorney CERTIFIES of purposes the uo per 8 ģ Gazette declared December Government person person this transparency (Reproductions) Epproved d the control. being n published in 1979 to be an a COMMISSION or Evidence custody Section notification in its c September AFFAIRS of the CORPORATE three document of by day oursuant General Section 28th 8

of

day

the Commission

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ST 2910-3

PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Porticulars as to calls and sales of forfeited shares (to be possibly in the case of a no-liability co

| Signature: | _ |
|------------|-------|
| | |

To

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

Pe For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that-

- (a) the company has more than five hundred members;
- the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
- the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

1/We after having made due enquiries certify-

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with:
- (b) having made an inspection of the share register that transfers have not been registered since the date of the last annual return1 the incorporation of the company.
- (c) that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- (d). 4that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the
- (e) sthat to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- (f) that at the Annual General Meeting held on the company pursuant to section 1654 of the Companies Act, 1961, did not appoint an auditor.

| 364 of 34 | |
|------------|-----------|
| Signature: | Director |
| 0.3 | • |
| Signature: | Secretary |

(1) Strike out whichever is inapplicable.
(2) Strike out this paragraph if the company is not a proprietary company,
(3) In the case of the first annual return of a proprietary company, strike out the words "last annual return" and substited (4) Strike out this paragraph except in the case of a proprietary company, strike out the words "last annual return" and substited (5) Strike out this paragraph except in the case of a proprietary company, of the case of an exempt proprietary company.
(6) Strike out this paragraph except in the case of a proprietary company in the case of a proprietary company in the case of a proprietary company in the case of the case of a proprietary company as at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is more than one month before that meeting not to appoint an auditor.

Strike out this paragraph is inapplicable. Note, this paragraph is only applicable to an exempt proprietary company which agreed not more than one month before the Annual General Meeting not to appoint an auditor.

NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accept

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

> Signature: (State whether Director, Manager or Secretary.)

g permanent purposes do 8 p Gazette dec.lared December Government person Act, 1.5 person transparency (Reproductions) approved being a control ij a published pe COMMISSION 40 Evidence custody September 1979 Section notification AFFAIRS the in its of three of document CORPORATE of pà pursuant day Section 28th ø

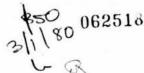
of

delegation from

ST 2910-4

Companies Act, 1961

Sections 158 and 160





Form A

Reg. No.

LODGED with the Corporate - 3 JAN 1980

COMMISSIONER-

154620-11

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000 (G.P.O. Box 7018, N.S.W. 2001)

PART A

| Annual Return of JOHN ANDREWS INTERNATIONAL PTY. | Li | mited |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|----|-------|
| made up to the 31st day of December | 19 | 79 |
| being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 | 79 | |
| 1. The accounts of the company were laid before the Annual General Meeting of the company held on | | |
| being— 31st December 19 79 | | |
| * the date of this return | | |
| the date of the Annual General Meeting last held before the date of this return. Strike out whichever is inapplicable. | | |
| 2. The address of the registered office of the company is: | | |
| 1017 Barrenjoey Road, Palm Beach | | |
| | | |
| | _ | |
| 3. The name of the company is reserved in the participating States of: | | |
| Queensland | | |
| | | |
| 4. The address of the principal office of the company (if any) in each participating State is: | | |
| 630 Coronation Drive, Toowong | | |
| | | |
| 5. The address of the place at which the register of members is kept if other than the registered office is: | | _ |
| 3. The address of the place at which the register of memoers is kept it other than the registered office is. | | |
| Not applicable | | |
| | | |
| 6. The business names under which the company carries on business are: | | |
| NIL | | |
| NID | | |
| | | |

| Please complete: | |
|----------------------------------|-----------------------------|
| Lodged by: | J.V. Allen & Co., DX 299 |
| Phone: | SYDNEY 290-3199 |
| Date forwarded: . | |
| Fee paid: (For assessment see | across re fee.) |

Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

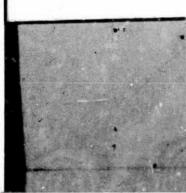
N.B. Penalty Fees:

If lodged within one mouth after the prescribed period an additional \$5 is payable.

If lodged more than one month after the prescribed period an additional \$15 is payable, making a total of \$20.

8 Attorney CERTIFIES jo sesodind permanent person declared by JANUARY person Act, ce (Reproductions) Act this transparency i approved General by notification published in 28th day of September 1979 to be an a Section three of the Evidence (Reprod COMMISSION want to the Section that document in its custody pursuant ø

delegation from



ST 2910-1 D. WEST, GOVERNMENT PRINTER

PART B Summary of Share Capital and Shares

| | | | | 100 " | 211 | | |
|---------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------|------------------|---------------------------|--------------------------|-----------|
| 7. NOMIN | AL SHARE CAPITAL | \$ 100,000 | divided into ¹ } | 100 " | A hares of | s_1-00 | each |
| | mber of shares taken up e date of the return or o | | Dec. 1979}_ | 21 " 200 Y | A shares of | \$_1 -00 | each |
| TO | TAL ISSUED CAPITA | L (Nominal Value) | | | \$ 221-00 | | |
| (a) | of shares issued: Subject to payment wh | | | | 221 | | |
| | As fully paid up otherw | | | : | | | - |
| | As partly paid up to th | | | | | | |
| 10 | TAL of items 9 (a), (b) as | nd (c)—(this should agre | e with total in item | 18) | - 221 | | - |
| | of shares (if any) of each | | | | NIL | | - |
| | ount of discount on the | issue of shares which ha | s not been written | off at the | S_NIL | | |
| 12. (a) The | re has been called up on | each of 21 "A" | Class | shares | S 1-00 | | |
| (b) The | re has been called up on | each of 200 "C" | | shares | S 1-00 | | |
| | re has been called up on | | | shares | \$ | | |
| 13. Total ar | | · | | | . 221-00 | | |
| | Of calls received includ (If any) agreed to be co | | ation and allotmen | shares | \$ | | |
| | which have been issued | as fully paid up others | vise than in cash | | s | | |
| (c) | (If any) agreed to be co | onsidered as paid on | | shares | | | |
| | which have been issued per share otherwise tha | as partly paid up to th | e extent of | | | | |
| TO | FAL of items 13 (a), (b) | | ., ., | •• •• | \$ 221-00 | | |
| 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | ount of calls unpaid | | | | 3 221-00 | | |
| | ount of the sums (if any) | naid by way of commis | sion in respect of a | ny chares | , | | |
| or deben | tures since the date of the | ne last return | | | s | | |
| 16. Total an | nount of the sums (if a debentures since the da | | discount in respec | ct of any | s | | |
| 17. Total nu | mber of shares forfeited | ., ., ., | | | | | _ |
| 18. Total am | ount paid (if any) on sh | ares forfeited | | | s | | |
| | nount of the indebtedne | | ed on the property | (whether | | | |
| real or p | ersonal) or undertaking | of the company | | | \$34,000 | | _ |
| | Particulars of each | charge REGISTERED | WITH THE COM | MISSION | are as follows: | | |
| Re | gistered number | Date of re | gistration | | Amount of inde | | |
| | | | NIL | | | | |
| | | | | | | | |
| (I) Where there | are shares of different kinds or an NEEDED and initial. | ounts (e.g., Preference and Ordin | ary or \$20 and \$10) state t | be numbers and | d nominal values separ | ately. USE ANN | EXURE |
| (2) If the shares | NEEDED and initial. are of different kinds, state them | separately. | | | | | |
| (3) Where vario (4) Include wha | are of different kinds, state them us amounts have been called or it that been received on forfeited as al amount of indebtedness and sh debtedness at the date of the retu | ere are shares of different kinds, well as on existing shares. | state them separately. | a 100 10 | | | 0.0 |
| (5) State the tot amount of it | al amount of indebtedness and shadebtedness at the date of the retu | ow in respect of any charge regis rn. | tered with the Commission | , the registered | number thereof, the o | late of registration | n and the |
| | | | RT C | | | | |
| LIST OF PE | RSONS holding shares | | REWS INTERN | ATIONAL | L PTY. | | |
| | D on the | | | | | (haina st. 1 | |
| 7,000 | | 31st day | | ber | 1979 | (being the de | ite of |
| the retur | n or other authorized da | te) and an account of the | ne shares so held. | | | | |
| this I is | ames in this List are not arranged | | | | | | |
| NOTE: In the c | ase of a no-liability company or a pany exempted under subsection (| company exempted under the pro) of section 160 should complete | ovisions of section 160 of t | he Companies | Act, 1961, this list is n | ot required to be | supplied. |
| Folio in | | | 1 | | | | |
| Register | Nan | nes | | | 1 . | Number of s | hares |
| Ledger containing | | At least one Christian | - Ad | dresses | | held by exist members | |
| particulars | | name and other initials | | | | | |
| 1 | ANDREWS John | н. | | | | 11 "A | 11 |
| 2 | COURTNEY Pete | | | | | 5 "A | |
| 3 | | N.S. | | | | 5 "A | ** |
| _ | | | | | | 0.40 | |
| 4 | ADDISCOMBE HO | LDINGS PTY.LT | 0.1 | | | 110 "C | ** |
| 5 | JILINGA PTY. | | | | | 45 "C | |
| 6 | | TIES PTY, LTD | . | | | 45 "C | " |
| | | | | | | 221 | |

8

General by notification published in the Government Gazette on the 28th day of September 1979 to be an approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney JANUARY day of FOURTEENTH

this

DATED

under delegation from the Commission Chairman



PART D

Particulars of the *Directors, Managers, Secretaries and Auditors at the Dates of the Annual Return

| The present Christian or other name or names or surname† | Any former Christian or other name or names or surname | Usual address‡ | Other business occupati case of directors particular directorships required to section 134 (2) (c) (if none, state | lars of other be shown by and (3). |
|----------------------------------------------------------|-----------------------------------------------------------------|-----------------|--------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|
| Directors | | | | |
| John Hamilton ANDREWS | | | Architect | NIL |
| Peter John COURTNEY | | | Architect | NIL |
| John Neil Stewart SIMPSON | | | Architect | NIL |
| Manager (if any) | | | | |
| Secretaries | | | İ | |
| Peter John COURTNEY | | | Architect | |
| Auditors for current financial year and address: | J.V. Allen | & Co., 152 Clar | ence Street, Syd | lney |

cupies the position of a director by whatever name called and any person in accordance with those directions or instructions the

nd registered or principal office should be shown. the usual residential address. Sec section 134 (2) (a).

PART E

Copy of Last Accounts of the Company

Except in the case of-

(a) a company that, during the whole of the financial year to which the return relates, was an exempt proprietary company and an unlimited company; or

(b) a company that, during the whole of the financial year to which the return relates was an exempt proprietary company being a company of which the accounts and group accounts (if any) for that financial year were audited in accordance with the Companies Act, 1961;

the return must include a copy, certified by a director, or by the manager or secretary, of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the Annual General Meeting together with a copy of every document required by law to be attached or annexed thereto.

1. Statement to be given by the Auditor of an exempt proprietary Company

For the purposes of subsection (1) of Section 159A of the Companies Act, 1961, I hereby state in relation to the JOHN ANDREWS INTERNATIONAL PTY accounts of 30th June, 1979 for the year ended . that: (a) the company *has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts;

(b) the accounts *have/have not been duly audited in accordance with this Act;

†(c) I *have/have not referred in my report to any defect or irregularity in the accounts.

rs of any defect or irregularity referred to in the report should be attached

'Auditor Signature:

Certificate in respect of a company, the accounts or group accounts of which, by reason of the circumstances referred to in subsections (1) or (2) of section 165s of the Companies Act, 1961, are not audited.

For the purposes of subsection (5) of section 165s of the Companies Act, 1961, we hereby certify, in respect of the financial year to which the accounts or group accounts relate, that:

(i) the company *has/has not kept such accounting records as correctly record and explain the transactions and financial position of the company;

(ii) the company *has/has not kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;

(iii) the company *has/has not kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies Act, 1961;

(iv) the accounts and group accounts (if any) *have/have not been properly prepared by a competent person.

Director Director

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Attorney

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September AFFAIRS

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PART F (delete if not applicable)

Certificate to be Completed by No-Liability Companies

Signature: _

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that-

(a) the company has more than five hundred members;

(b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and

the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Secretary Signature:_

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

I/We after having made due enquiries certify-

- (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with:
- (b) having made an inspection of the share register that transfers have not been registered since the date of the last annual return1 the incorporation of the company.
- (c) that the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- exects of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the
- (e) that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.
- *that at the Annual General Meeting held on = the company pursuant to section 165A of the Companies Act, 1961, did not appoint an auditor.

Signature: Director Signature:

ng not to appoint an auditor.

Dector and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

> Signature: _ (State whether Director, Manager or Secretary.)

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the Attorney

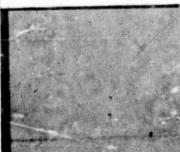
declared

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NEW SOUTH WALES

COMPANIES ACT, 1961 (Section 12(5)).

SUPPLEMENTARY DOCUMENT

Regn. N Locatio Date an Filmed. Filed_

Docume

| io. 154 620-11 | |
|----------------|--|
| n No | |
| NO FOE | |
| 1/2/26 | |

Company Name: JOHN ANDREWS PTY. LIMITED INTERNATIONAL This document is intended to be read with and to form part of 1979 Annual Return 062518 lodged in the Office of the Corporate No. The 3rd January 1980. Affairs Commission on or about_____ which is to be supplemented in the manner following: (Here set out the manner in which the registered document is to be supplemented). i. Statement to be given by the Auditor of an exempt proprietary Company accounts of _ 30 6 79 for the year ended _ (a) the company *has/has not in my opinion kept proper accounting records and other books during the period covered by those accounts; (b) the accounts *have/have not been duly audited in accordance with this Act; (c) I have have not referred in my report to any defect or irregularity in the accounts. I Particulars of any defect or irregularity referred to in the report should be attached. day of October DATED at Sydney , this 215+ , 1980 . (Signature and description) (Signature and description)

80.

of

(This document is to be signed by the person or persons who signed the document which this document is intended to supplement.)

*Insert description of document

Lodged by: J.V. Allen & Co.

Telephone No .: 290.3199

CII

M SETTE

Affairs Commission on:

Compre NU

11 NOV 1980

Commissioner

LODGED with the Corporate

Attairs Commission on 16 MAR 1981 Companies Act, 1961

Sections 158 and 160

-6 MAR 1981

471756

COMMISSIONER

CODE: ABCG

Form A

Annual Return of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2000 (G.P.O. Box 7018, N.S.W. 2001)

PART A Reg. No. JOHN ANDREWS INTERNATIONAL PTY. Annual Return of 31st 19 80 made up to the December being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 80 1. The accounts of the company of the company held on 31st December . the date of this return. *Strike out whichever is inapplicable. 2. The address of the registered office of the company is: 1017 Barrenjoey Road, Palm Beach, NSW 3. The name of the company is reserved in the participating States of: NOT APPLICABLE 4. The address of the principal office of the company (if any) in each participating State is: NOT APPLICABLE 5. The address of the place at which the register of members is kept if other than the registered office is: NOT APPLICABLE 6. The business names under which the company carries on business are: NOT APPLICABLE

J.V. Allen & Co. DX 299 SYDNEY 290-3199

assessment see across re fee.)

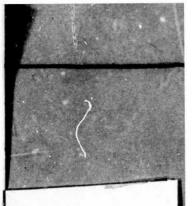
Time for filing:

This document is required to be lodged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

If lodged within the prescribed period —
Exempt Proprietary Company
Non-exempt Proprietary Company
Public Company
With additional fee of \$25 for an Exet
Non-Exempt Proprietary or Public Comp
for EACH participating STATE in which

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for custody or 28th day Section

of



PART B Summary of Share Capital and Shares

| Total aumier of shares taken up to the 31st day of Dec (being the date of the return or other authorized date) 10 TOTAL ISSUED CAPITAL (Nominal Value) Number of shares issued: (a) Subject to payment wholly in cash (b) As fully goal up otherwise than in cash (b) As fully goal up otherwise than in cash (b) As fully goal up otherwise than in cash (c) (this should agree with total in item 8) 10 ToTAL ISSUED CAPITAL (Nominal Value) 221 (a) Subject to payment wholly in cash (c) — (this should agree with total in item 8) 221. (a) Subject to payment wholly in cash (c) — (this should agree with total in item 8) 10 Total amount of discount on the issue of shares which has not been written off at the date of this return. (a) There has been called up on each of 20 0° C° Class shares (c) There has been called up on each of 200 °C° Class shares (c) There has been called up on each of 200 °C° Class shares (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) There has been called up on each of (c) (d) There has been called up on each of (c) (d) There has been called up on each of (c) (d) There has been called up on there were the hard of the hard to the h | | | | | | | |
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| them intuited of the return or other authorized date) TOTAL ISSUED CAPITAL (Nominal Value) Number of shares issued: (a) Subject to payment wholly in cash (b) As fully paid up otherwise than in cash (c) As partly paid up to the extent of | NOMINAL | SHARE CAPITAL | \$ 100,000 | divided into | 1.00 ··· B· ·· · · sl | hares of } | \$ 1.00 each |
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| Number of shares issued: (a) Where the payment wholly in cash (c) As partly paid up to the extent of | | | | 6 70 | 200 "C" | 221 | 77.77. |
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| LIMITED on the 31st day of December 1980 (being the date the return or other authorized date) and an account of the shares so held. DIE If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be ann to this List. DIE In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be sup A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4. Folio in Register Ledger containing particulars At least one Christian name and other initials 1 Andrews, John Hamilton Courtney, Peter John 3 Simpson, John N.S. | ICT OF BES | CONC L-11 | | | T NIMBER WAS GIVEN | 13.1 DOI: | |
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| OTE If the names in this List are not arranged in alphabetical order an index sufficient to enable the name of any person in the list to be readily found must be ann to that List. OTE In the case of a no-liability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be sup A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4. Folio in Register Ledger containing particulars At least one Christian name and other initials 1 Andrews, John Hamilton Courtney, Peter John 3 Simpson, John N.S. | | | | | | 19 | O (being the date o |
| to that List. DIE In the case of a no-lability company or a company exempted under the provisions of section 160 of the Companies Act, 1961, this list is not required to be sup A Company exempted under subsection (1) of section 160 should complete the certificate by the secretary immediately below Part F on page 4. Folio in Register Ledger containing particulars Surname At least one Christian name and other initials 1 Andrews, John Hamilton Courtney, Peter John 3 Simpson, John N.S. 5 "A" | | | | | | in the list to b | e readily found must be annex |
| Register Ledger Containing particulars Surname At least one Christian name and other initials 1 Andrews, John Hamilton 2 Courtney, Peter John 3 Simpson, John N.S. 1 Names Addresses Addresses *Number of shares held by existing members! 11 "A" 12 "A" 13 Simpson, John N.S. | OFE In the case of | a no-liability company or a | company exempted under t | he provisions of section | n 160 of the Companies | Act. 1961, this | list is not required to be supplie |
| Ledger containing particulars 1 Andrews, John Hamilton 2 Courtney, Peter John 3 Simpson, John N.S. 1 Addresses held by existing members! 1 Andrews, John Hamilton 5 "A" | | | | | | | |
| 1 Andrews, John Hamilton 2 Courtney, Peter John 3 Simpson, John N.S. 5 "A" | Ledger | | | | Addresses | | held by existing |
| Courtney, Peter John Simpson, John N.S. 5 "A" | | Surname | | | | | members † |
| Courtney, Peter John Simpson, John N.S. 5 "A" | 1 | Andrews To | nn Hamilton | | | | 11 "A" |
| Simpson, John N.S. | 100 B | | | | | | |
| 5 'A | | | | | | | 5 "A" |
| A LANGISCOMPA HOLDINGS PALL TIATE BALLANTAN DA DELLE TILL "C | 4 | | | 11.613 | Dawerie | Pd n | 110 101 |
| indirection in the partie lock we that | 1000 | | | | | | 1 |
| J Dillinga 1 cy . Dimitted " " | | | | | | | " |

1

General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control. The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney 19 81. nder delegation from the Commission March Commissioner day of twenty-seventh 8838 DATED this

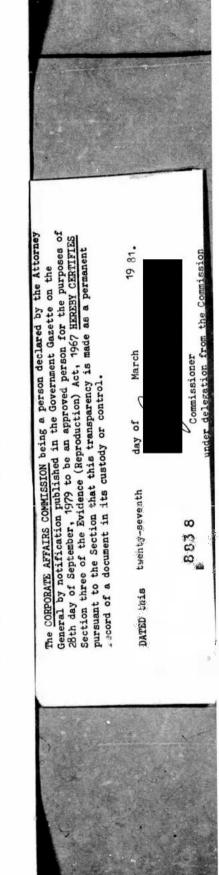
The aggregate number of shares held, and not the distinctive numbers, must be stated, and the column must be added up throughout so as to make one total to agree with that stated in the summary (B) to have been taken up.

"When the shares are of different classes these columns may be subdivided so that the number of each class held may be shown separately. Where any shares have been converted into stock, particulars of the amount of stock must be shown.

PART D

| The present Christian or other name or names or surname! | Any former Christian or other name or names or surname | Usual address; | Other business occupation case of directors particula directorships required to b section 134 (2) (c) an (if none, state so | rs of other e shown by id (3). |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------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-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | | 3 | N: 1 |
| John Hamilton Andrews | | | Architect | Nil |
| Peter John Courtney | | | Architect | Nil |
| John Neil Stewart | 1 | | Architect | Nil |
| Simpson | | | | |
| ижжжиния <u>Secretaries</u> | | | | |
| Peter John Courtney | | | as above Secretary | |
| Hampton | Т | | | |
| (b) a company that, durin | g the whole of the fi | | | proprietar |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document ret.). Statement to be given by the A | Any former Christian or other name name or surname. Idamilton Andrews John Courtney Neil Stewart Simpson Note: Secretaries John Courtney Kathleen Anne Hampton Of J.V. Allen & Co., Chartered Accounts of a director by whatever name and registered or principal office should be office directors the address given must be the usual residential address. See section of a company that, during the whole of the financial year company and an unlimited company; or (b) a company that, during the whole of the financial year company being a company of which the accounts and in accordance with the Companies Act, 1961; or must include a copy, certified by a director, or by the sum and group accounts (if any) required to be laid before the properties of the purposes of subsection (1) of Section 159A of the John Andrews Internation of the company of the company of the company of the company of the section of the purposes of subsection (1) of Section 159A of the John Andrews Internation of the accounts of the company of the company of the company of the company of the section of the company of the section of the s | ounts and group accounts (i l; or by the manager or secretuse laid before the company attached or annexed thereto proprietary Company | f any) for that financial year ary, of the company to be a at the Annual General Meet | t proprietar were audited true copy, o ting togethe |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document red.). Statement to be given by the A For the purposes of subse | ig the whole of the five any of which the according to the companies Act, 196 critified by a director, (if any) required to be quired by law to be a cuditor of an exempt ction (1) of Section | ounts and group accounts (i l; or by the manager or secreta le laid before the company stached or annexed thereto proprietary Company 159A of the Companies Ac | f any) for that financial year ary, of the company to be a at the Annual General Meet | t proprietar; were audited true copy, o ting togethe |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document red.) 1. Statement to be given by the A For the purposes of subsections of JOF for the year ended | g the whole of the five any of which the accompanies Act, 196 critified by a director, (if any) required to be quired by law to be a maditor of an exemptication (1) of Section IN ANDREWS IN 30th June 19 | ounts and group accounts (i l; or by the manager or secreta le laid before the company stached or annexed thereto proprietary Company 159A of the Companies Act TERNATIONAL PTY. | f any) for that financial year ary, of the company to be a t at the Annual General Meet t, 1961, I hereby state in re- | t proprietar were audited true copy, of ting together lation to the |
| The present Christian or other name or names of names of surfame? Any former Christian or other name or names or surfame? Architecture Dohn Courtney John Neil Stewart Simpson Architecture Rampton Auditors for current financial year and co., Chartered Accountants, 152 Clarence Peter John Courtney Architecture Rampton Auditors for current financial year and co., Chartered Accountants, 152 Clarence Peter John Courtney Auditors for current financial year and co., Chartered Accountants, 152 Clarence Peter John Courtney Auditors for current financial year and co., Chartered Accountants, 152 Clarence Peter John Courtney Architecture and present the position of a director by whatever name called and any person in accordance with those concepts of the case of directors the address press must be the usual residential address. See section 194 (2) (a). PART E Copy of Last Accounts of the Company Except in the case of — (a) a company that, during the whole of the financial year to which the return relates, was company being a company of which the accounts and group accounts (if any) for that fin in accordance with the Companies Act, 1961; the return must include a copy, certified by a director, or by the manager or secretary, of the companies act and accounts and group accounts (if any) required to be laid before the company at the Annual Guith a copy of every document required by law to be attached or annexed thereto. I. Statement to be given by the Auditor of an exempt proprietary Company For the purposes of subsection (1) of Section 199A of the Companies Act, 1961, I hereby accounts of | f any) for that financial year ary, of the company to be a t at the Annual General Meet t, 1961, I hereby state in re- | t proprietar were audited true copy, of ting together lation to the | | |
| Any former christian or other name or names or n | f any) for that financial year of the company to be a state the Annual General Meet of the first that the Annual General Meet of the first that the first th | t proprietar were audited true copy, of ting together lation to the | | |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document red). Statement to be given by the A For the purposes of subseaccounts of | ig the whole of the fiven yof which the according to the control of the fiven you have to be a director, (if any) required to be quired by law to be a director of an exemptation (I) of Section (I) of Section (IN ANDREWS IN 30th June 19 and in my opinion tunts; | punts and group accounts (il); or by the manager or secretate laid before the company attached or annexed thereto proprietary Company 159A of the Companies Act TERNATIONAL PTY. to kept proper accounting received in accordance with this any defect or irregularity in | f any) for that financial year of the company to be a to at the Annual General Meet of the first the Annual General Meet of the first the accounts. | t proprietar were audited true copy, of ting together lation to the |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document red). Statement to be given by the A For the purposes of subseaccounts of | ig the whole of the fiven yof which the according to the control of the fiven you have to be a director, (if any) required to be quired by law to be a director of an exemptation (I) of Section (I) of Section (IN ANDREWS IN 30th June 19 and in my opinion tunts; | punts and group accounts (il); or by the manager or secretate laid before the company attached or annexed thereto proprietary Company 159A of the Companies Act TERNATIONAL PTY. to kept proper accounting received in accordance with this any defect or irregularity in | f any) for that financial year of the company to be a to at the Annual General Meet of the first that the Annual General Meet of the first that the accounts of the accounts o | t proprietar were audited true copy, of ting togethe lation to th Limited g the period |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document red.) 1. Statement to be given by the A For the purposes of subse accounts of | g the whole of the five any of which the accounts of the five same of the | pounts and group accounts (il); or by the manager or secretate laid before the company stached or annexed thereto proprietary Company 159A of the Companies Act TERNATIONAL PTY. Company the proper accounting received in accordance with this may defect or irregularity in ached. Signature: Execute Signature of which, by | ary, of the company to be a tat the Annual General Meet t, 1961, I hereby state in rel hat: ords and other books during s Act; the accounts. | t proprietar were audite true copy, of ting togethe lation to th Limite g the perio |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document red.) 1. Statement to be given by the A For the purposes of subse accounts of | ig the whole of the five any of which the accounts of an exemptication (1) of Section (1) and ANDREWS IN 30th June 19 (2) and in my opinion (2) and in my report to a count on the report should be attended in the report should be attended (1) of Section (1) of S | pounts and group accounts (il); or by the manager or secretate laid before the company stached or annexed thereto proprietary Company 159A of the Companies Act TERNATIONAL PTY. Companies Act the proper accounting received in accordance with this may defect or irregularity in ached. Signature: group accounts of which, by nies Act, 1961, are not audits of the Companies Act, 1985, are not audits of the Comp | fany) for that financial years ary, of the company to be a tat the Annual General Meet. t, 1961, I hereby state in relate ords and other books during a Act; the accounts. The accounts. reason of the circumstances ited. 961, we hereby certify,‡ in related. | t proprietar were audited true copy, of ting togethe lation to th Limited g the period Audito referred to it espect of th |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document red.) 1. Statement to be given by the A For the purposes of subsections of JOF for the year ended (a) the company *has/bus covered by those accounts of the accounts *have/state of the accounts of the accounts and delect or irregularity referred. 2. Certificate in respect of a comp subsections (1) or (2) or section For the purposes of subsectionancial year to which the account (i) the company *has/has financial position of the subsection of the company *has/has financial position of the subsection of th | ig the whole of the five any of which the account of any required to be quired by a director, (if any) required to be quired by law to be a saddior of an exemptication (1) of Section IN ANDREWS IN 30th June 19 and in my opinion that it is not to in the report should be attended in my report to a to in the report should be attended in the report should be attend | pounts and group accounts (il); or by the manager or secretate laid before the company of the company of the company of the company of the companies accordance with the companies accord | reason of the circumstances ited. record and explain the transcered and ex | t proprietar were audite true copy, of ting togethe lation to th Limite g the perio Audito referred to it espect of the sactions an |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document ref. 1. Statement to be given by the A For the purposes of subse accounts of | ig the whole of the five any of which the accounts of the companies Act, 196 any of which the accounts of the | proprietary Company 159 A of the Companies Act TERNATIONAL PTY. 160 A the Companies Act TERNATIONAL PTY. 161 A the Companies Act TERNATIONAL PTY. 162 A | reason of the circumstances ited. years of the circumstances ited. record and explain the transcer as would enable true and inner as would enable the account. | t proprietar were audited true copy, of ting togethe lation to th Limite g the period Audito referred to it espect of th sactions an |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document red.) 1. Statement to be given by the A For the purposes of subsections of JOF for the year ended (a) the company *has/bus covered by those accounts of the accounts *have/tos overed by those accounts of the purposes of subsections (1) or (2) or section For the purposes of subsection financial year to which the account of the company *has/has of the company *has/has of the company to be (iii) the company *has/has company to be conversible to the the account of the company *has/has company to be conversible to the | ig the whole of the five any of which the accounts of any required to be quired by a director, (if any) required to be quired by law to be a studitor of an exemptication (1) of Section IN ANDREWS IN ANDREWS IN ANDREWS IN The ANDREW | proprietary Company 159A of the Companies Act 150C | reason of the circumstances ited. years of the circumstances ited. record and explain the transcer as would enable true and inner as would enable the account. | lation to the Limited generated to its espect of the sactions and fair accounts of the counts of the |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document reference to be given by the A For the purposes of subsections of JOF for the year ended (a) the company *has/bus covered by those accounts of the accounts ac | ig the whole of the five any of which the accounts of any required to be quired by a director, (if any) required to be quired by law to be a studitor of an exemptication (1) of Section IN ANDREWS IN ANDREWS IN ANDREWS IN The ANDREW | proprietary Company 159A of the Companies Act 150C | reason of the circumstances ited. per accounts. p | lation to the Limited generated to its espect of the sactions and fair accounts of the counts of the |
| (b) a company that, durin company being a comp in accordance with the the return must include a copy, ce all accounts and group accounts (with a copy of every document reference to be given by the A For the purposes of subsections of JOF for the year ended (a) the company *has/bus covered by those accounts of the accounts ac | ig the whole of the five any of which the accounts of any required to be quired by a director, (if any) required to be quired by law to be a studitor of an exemptication (1) of Section IN ANDREWS IN ANDREWS IN ANDREWS IN The ANDREW | proprietary Company 159A of the Companies Act 150C | reason of the circumstances ited. per accounts. p | proprietary were audited true copy, of ting togethe lation to th Limited g the period Audito referred to it espect of the sactions and fair account counts of the person. |

3



Certificate to be Completed by No-Liability Companies

Particularists to calls and sales of forfeited shares (to be given only in the case of a no-liability company) -

- date when each call made since the date of the last return, or in the case of a first return since incorporation, was payable;
 then since the last return or incorporation when shares forfeited were offered for sale and the place of offer;
 number of shares sold at each sale of of orfeited shares made since the date of the last return or in the case of a first return since the date of number of shares unvold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of number of shares unvold at each offer for sale of forfeited shares made since the date of the last return or in the case of a first return since the date of incorporation;
 number of shares also noted of pursuant to subsection (3), section three hundred and twenty-four of the Companies Act, 1961, since the date of the last return being
 test withdrawn from the or for which no bid was received.

| S | - | _ | | | J | |
|---|---|---|--|--|---|--|
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| | | | | | | |

Certificate for inclusion in Public Company's Annual Return that does not include List of Members

For the purposes of subsection (1) of section 160 of the Companies Act, 1961, I hereby certify, in relation to Limited, that

- (a) the company has more than five hundred members;
- (b) the company keeps its principal share register at a place within five kilometres of the office of the Corporate Affairs Commission; and
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred;

and that accordingly the company is of a kind to which that subsection applies.

Signature: .

Secretary

PART G

Certificate to be given by all companies

A certificate in the form set out hereunder shall be given by the secretary or director of every company and in the case of an exempt proprietary company by both a director and a secretary.

CERTIFICATE

- 11/We after having made due enquiries certify -
 - (a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with; and
 - (b) having made an inspection of the share register that transfers have not been registered since the date of the last annual return
 - (c) 2that the company has not since the date of the last annual return issued3 any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
 - (d) that the excess of members of the company above fifty (counting joint holders of shares as wholly of persons who are in the employment of the company or of its subsidiary or persons in the employment of the company or of its subsidiary were and thereafter have continued to be members of the
 - (e) 3that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the whole of the financial year to which the return relates.

 - 'that at the Annual General Meeting held on

he company pursuant to section 1658 of the Companies Act, 1961, did not appoint an additor.

Signature

Director

Signatur

Secretary

- Strike out whichever is inapplicable.

 Strike out this paragraph if the company is not a Proprietary company.

 Strike out this paragraph if the company is not a Proprietary company, strike out the words "last annual return" and substitute therefor the words "incorporation of the company".

 Strike out this paragraph is capple in the case of a proprietary company whose members exceed fifty.

 Strike out except in the case of an exempt proprietary company.

 Strike out except in the case of an exempt proprietary company that is an unlimited company no member of which was at the date of the Annual General Meeting a person other than a natural person or an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company or a corporation that under the law of another State or a Territory of the Commonwealth is an exempt proprietary company that is an unlimited company where all the members agreed not more than one month before that meeting not to appoint an auditor.

 Strike out this paragraph is if inapplicable. Nove, this paragraph is only applicable to an exempt proprietary company that is not an unlimited company all the members of which agreed not more than one month before the Annual General Meeting not to appoint an auditor.

 NOTE: A certificate signed by the same person in the capacity of both director and secretary will not be accepted. See section 132 (5) of the Companies Act, 1961.

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G OF THIS ANNUAL RETURN IS TRUE TO THE BEST OF MY KNOWLEDGE AND BELIEF.

(State whether Director, Manager or Secretary.)

of the Attorne CERTIFIES purposes on the HEREBY as a pe the Government Gazette declared by production) Act, transparency is person Reproduction) A ø the custody or being in 1979 to be COMMISSION Evidence notification September the of CORPORATE three Jo by day pureuant General Section

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of

this

delegation from the Con Commissioner

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Regn. No._ 154620-11 10 PS/163/CON Form 3A Location No. Date and Batch No. NEW SOUTH WALES Filmed Filed_ COMPANIES ACT, 1961 (Section 12(5)). Document No. SUPPLEMENTARY DOCUMENT Company Name: JOHN ANDREWS THTEHNATTONAL PTY LTD. This document is intended to be read with and to form part of ANNUAL RETURN recorded 8 delegation from the Commission 471756 lodged in the Office of the Corporate 19 Affairs Commission on or about 16th March. 1981 which is to be supplemented in the manner following: for declared (Here set out the manner in which the registered document is to be supplemented). Prescribed Fee \$ 25 Government Item 3 of the Annual Return for the calendar year 19.80 LCAC HES ..s.w.2349 should correctly read: TOTAL N.S.W. FEES 3 "The name of the company is reserved in the participating States of under \$25 QUEENSLAND. Item 4 of the Annual Return for the calendar year 19 ... TOTAL CAG FEES SAS should correctly read: "The address of the principal office of the company (if any) in each participating State is 630 Coronation Drive Toowona this DATED at , this day of DATED (Signature and description) (This document is to be signed by the person or persons who signed the document which this document is intended to supplement.)

*Insert description of document

Lodged by: J. V. Allen & Co.,

Dx 299, Sydney

Telephone No.: 290-3199

Commissioner



NEW SOUTH WALES Companies Act, 1961

Sections 158 and 160

870

CODE: A B C C

3198

Annual Return
of a Company having a Share Capital

Complete in BLOCK LETTERS and lodge with Corporate Affairs Commission, 175 Castlereagh Street, Sydney, N.S.W. 2006 (G.P.O. Box 7018, N.S.W. 2001)

PART A Reg. No. 154620-11 JOHN ANDREWS INTERNATIONAL PTY. Annual Return of 315+ December day of made up to the being the date of or a date not later than the fourteenth day after the date of the Annual General Meeting in 19 8 1 1. The accounts of the company our laid before the Annual General Meeting of the company held on 1981 December being-. the date of this return. daschmissoficherstenschaft Oppmissofistantian dasc Battle Batter absolution bis Hillereite. "Strike out whichever is inapplicable. 2. The address of the registered office of the company is: 1017 Barrenjoey Road, Palm Beach, NSW 2108 3. The name of the company is reserved in the participating States of: N/A 4. The address of the principal office of the company (if any) in each participating State is: N/A 5. The address of the place at which the register of members is kept if other than the registered office is:

Time for filing

This document is required to be ledged within one month, or, where the company keeps a branch register in a place that is not in a State or Territory of the Commonwealth, within two months, after the date of the Annual General Meeting.

Fee:

Public Company
With additional fee of \$25 for an Exempt Proprietary or \$75 for
Non-Exempt Proprietary or Public Company, as the case may be,
for EACH participating STATE in which the name of the company

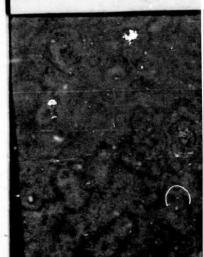
N.S. Possity Fees:

If lodged within one month after the prescribed period an additional \$5 is payable.

If lodged more than one mouth after the prescribed period as additional \$15 is payable, making a total of \$20. The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

commissioner

10559



Please complete:

N/A

N/A

Lodged by: J.V. Allen & Co.
DX 299. SYDNEY.

290-3199 Phone:

Date forwarded:

6. The business names under which the company carries on business are:

87 1810-1 0. MIST, GOVERNMENT PRINTER

May

| 1 | | Summary of | Share Capital and | Shares | |
|-------------------------------------|---------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|-------------------------------------------------|
| 7. NOMINA | AL SHARE CAPI | TAL \$ 100,00 | O divided into ¹ | 9900A "C" 100 "B" shares of | } s 1.00 each |
| 8. Total nur (being the | mber of shares tak e date of the return | en up to the 31st | date) Dec. 1981 | 200 "Ghares of | } \$ 1.00each |
| TOT | TAL ISSUED CA | PITAL (Nominal V | alue) | \$ 221. | 00 |
| (a) | of shares issued: Subject to payme | | | 221 | |
| | As fully paid up of As partly paid up | otherwise than in cash | | than in cash | |
| | | | ould agree with total in i | | |
| | | of each class issued a | | Nil | |
| 11. Total am | ount of discount o | n the issue of shares v | which has not been writt | ten off at the | |
| | re has been called | | 21 "A" Class 200 "C" Class | | |
| (2) (3) (1) (2) (2) (4) (3) (4) | re has been called re has been called | | 200 C Class | shares \$ 1.00 | |
| 13. Total ar | | ир он еасн от | | . 221. | 00 |
| | | including payments of be considered as pair | n application and allots d on | ment \$ 221. | |
| | which have been | issued as fully paid u | p otherwise than in cash | b \$ - | |
| (c) | | be considered as pai issued as partly paid | | shares | |
| 70 | per share otherwi | ise than in cash . | | \$ 221. | 00 |
| | TAL of items 13 (a | *** | | | - |
| | nount of calls unpa | | | | |
| | | if any) paid by way of the of the last return. | commission in respect of | of any shares | |
| | nount of the sums | | way of discount in re- | spect of any | |
| 17. Total nu | mber of shares for | feited | | | |
| 18. Total am | nount paid (if any) | on shares forfeited | | s - | |
| | | tedness of the compa | ny secured on the prope | erty (whether | |
| rear or p | | | | COMMISSION are as folk | ows: |
| Re | egistered number | | Date of regutration | | indebtedness at of this return |
| | | | | | |
| | | | Nil | | |
| (1) Where there | are shares of different kin | de or amounts (e.g., Preference | | rate the numbers and nominal values | reperately. USE ANNEXUR |
| (2) If the share (3) Where varie | are of different kinds, sta | is them separately. Hed of there are shares of diff | e and Ordinary or \$20 and \$10) of trent kinds, state them separately ares. | | |
| (4) Include wha (5) State the to | t has been received on for tal amount of indebtednes adebtedness at the date of | | ares. charge registered with the Commi | imion, the registered number thereof | , the date of registration and th |
| | | | PART C | | |
| LIST OF P | ERSONS holding | shares in JOHN | ANDREWS INTERN | ATIONAL PTY. | |
| | ED on the | 31st | | | 81 (being the date of |
| | | and the second | ount of the shares so hel | | 51 (oraș an ana g |
| NOTE: If the | amen in this I iss are not | | an index or Scient to enable the s | arms of any arms in the list to be a | readily found must be assexed t |
| NOTE: Is the | it. case of a no-liability comp pany exempted under sub- | any or a company exempted u section (1) of section 160 show | inder the provisions of section 160 | 0 of the Companies Act. 1961, this is secretary immediately below Part F | et is not required to be supplied on page 4. |
| Folio in | | Names | | | Comment of the same |
| Register Ledger | | . Halling | | Addresses | Number of share, held by existing |
| containing particulars | Surname | At least one Chri | | | members † |
| 1 | Andrews, | John Hamilto | | | 15"A" |
| 3 | Simpson, | John N.S. | | | 6 "A" |

| | | Addresses | held by | of share, |
|-----------------------------------------------|----------------|-------------------------------------------------------|--------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| At least one Christian ame and other initials | | Addition | memi | |
| n Hamilton | | | 15 | "A " |
| n N.S. | | | 6 | "A " |
| ldings Pty. Ltd. | 1017 | Barrenjoey Road, | 140 | "C" |
| ties Pty. Ltd. | Palm | Beach, 2108 | 60 | "C" |
| | | | 221 | |
| | | | | |
| | ties Pty. Ltd. | n N.S. Idings Pty.Ltd. 1017 ties Pty. Ltd. Palm | n N.S. Idings Pty. Ltd. 1017 Barrenjoey Road, ties Pty. Ltd. Palm Beach, 2108 | n N.S. 6 Idings Pty.Ltd. 1017 Barrenjoey Road, 140 ties Pty. Ltd. Palm Beach, 2108 60 221 |

19 82.

May

day of

under delegation from the Commission

Commissioner

The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

DATED this twenty-sixth

10559



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| | |
| | rticulars of the *Directors, Masagers, Secretaries and Auditors at the Dates of the Annual Return |
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| The present Christian or other same or names or surname? | An" former Christian or other name or names or surname | Usual address; | Other business occupation and in the case of directors particulars of other directors in the case of directors of the case of directors of the case of | and in the n of other shown by d (3). |
|----------------------------------------------------------|-----------------------------------------------------------------|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| <u>Diretors</u> John Hamilton Andrews | | | Architect | N. I. |
| John Neil Stewart Simpson | | | Architect | Nil |
| Secretaries | | | | |
| Kathleen Anne Hampton | | | Secretary | |
| ohn Hamilton Andrews | | | Architect | |

19 82.

Allen & Co., Chartered Accountants, York Street, Sydney.

financial year to which the return relates, was an exempt proprietary

ox in my opinion kept proper accounting records

Act, 1961, we bereby certify,; in respect of the referred to in

The CORPC ATE AFFAIRS COMMISSION being a person declared by the Attorney General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of Section three of the Evidence (Reproduction) Act, 1967 HEREBY CERTIFIES pursuant to the Section that this transparency is made as a permanent record of a document in its custody or control.

day of

10559

DATED this

twenty-sixth

Commissioner under delegation from the Commission

PART P

Certificate to be Completed by No-Liability Co

Public Co. Certificate for inclu

·58 61

For the purposes of subsection (1) of section 160 of the Sampanies Act, 1961, I hereby certify, in relation to

the company has more than five hundred members;

2

etres of the office of the Corporate principal share register at a place within five kik

the company provides reasonable accommodation and facilities for perselist of members and its particulars of shares transferred; 3

and that accordingly the company is of a kind to which that subsection applies

Signature:

a inspect and take copies of its

under delegation from the Commission

May

Commissioner

to vab

pursuant to the Section that this transparency is made as a permanent Section three of the Evidence (Reproduction) Act, 1967 HEREBY

General by notification published in the Government Gazette on the 28th day of September, 1979 to be an approved person for the purposes of The CORPORATE AFFAIRS COMMISSION being a person declared by the Attorney

PART G

Certificate to be given by all co

ector of every company and in shall be given by the of an exempt proprietary company by both a director and a secretary A certificate in the form set out

1/We after having made due enquiries certify

(a) that the provisions of the Unclaimed Moneys Act, 1917, relating to unclaimed moneys have been complied with;

(b) having made an inspection of the share register that transfers howe been registered since the date of the last annual return What the company has not since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call; 3

*that to the best of our knowledge and belief the company was an exempt proprietary company within the meaning of section 5 of the Companies Act, 1961, during the "hole of the financial year to which the return relates. 1

ion 165s of the Companies Act 1961 did not appoint an auditor

E

THE FOLLOWING CERTIFICATE MUST BE SIGNED BY A DIRECTOR, MANAGER OR SECRETARY.

See section 132 (5) of the Co.

THE INFORMATION CONTAINED IN PARTS A, B, C, D, AND G-OF THIS ANNUAL RETURN IS TRUE IE BEST OF MY KNOWLEDGE ANC "HELIEF. TO THE BEST OF MY KNOWLEDGE AND

65501

DATED this twenty-sixth

record of a document in its custody or control.

CODE: ABCG

NATIONAL COMPANIES AND GECURITIES COMMISSION

COMPANIES FORM 66 Sub-section 263(1)

Doc.No....

ANNUAL RETURN OF A COMPANY HAVING A SHAKE CAPITAL

Res No. \$\154620-11

JOHN ANDREWS INTERNATIONAL PTY.LIMITED THE PERIOD TO WHICH THIS ANNUAL RETURN RELATES

The information in this return is correct as at the 30th day of December 1982, being * the date of the annual general meeting for 1982.

* The unnual general meeting of the company held, or deemed to be held in accordance with Section 250, in respect of the calendar year 19 was held on . 19

The previous period in respect of which an annual return has been lodged was for the period 1st July , 1980 to 30th June, 1981 .

PARTICULARS RELATING TO COMPANY

- 2. The address of the registered office of the company is 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.
 - *The name of the company is registered under the laws of the following participating States or participating lerritories: NOT APPLICABLE
 - *The addresses of the principal offices of the company (if any) in respective participating States or participating lerritories are: NOT APPLICABLE

Lodged by Hammond, North Ash & Associates. G.P.O. box 4299, Sydney. 2001. Phone: 290-3199.

SYDNEY

CORPORATE AFFAIRS COMM 28th day of September BY CERTIFIES parament

*The address of the place at which the register of members is kept, if other than at the registered office. NOT APPLICABLE

The business names (if any) under which the company carries on business are:-NOT APPLICABLE

The nature of the principal business carried on by the company is: ARCHITECT

THE ACCOUNTS OF THE COMPANY FOR ITS LAST FINANCIAL YEAR To 30th June, 1982 From 1st July, 1981

The accounts of the company were laid before the annual general meeting referred to above.

The accounts laid before that annual general meeting *were adopted by the meeting

DIRECTION

Except in the case of -

- (a) A company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company and an unlimited company; or
- (b) a company that, during the whole of the financial year, or each financial year, to which the return relates, was an exempt proprietary company, being a company of which the accounts and group accounts (if any) for that financial year or each of those financial years were audited in accordance with Section 279, a copy, certified by a director or secretary or the principal executive officer of the company to be a true copy, of all accounts and group accounts (if any) required to be laid before the company at the annual general meeting, together with a copy of every document required by law to be annexed to the accounts, must be annexed to the return.

15.7.83

PARTICULARS OF INDEBTEDNESS

| 4. | *Particulars | of the indebtedness of | the company in |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------|
| | respect of a | ll charges required to b | e registered under |
| | the Companie | s (New South Wales) Code | or a |
| | The state of the s | g previous law are as fo | |
| hen | | Date of Registration | Amount of the Indebtedness |
| ueR | istered Number | Date of Registration | Indebtedness |
| the | | arges not required to be w South Wales) Code or a as follows: | |
| | | lotal \$ - | |
| | | | - - |
| | lotal amount o | f indebtedness \$ - | |
| | | | |
| | | | |

15.7.83

ITEM 5

NOMINAL SHARE CAPITAL

The nominal share capital of the company is \$100,000 divided into 100,000 shares of \$1.00 each as follows:-

100 "A" Class Shares 100 "B" Class Sha es 99.800 "C" Class Shares 100,000

The total number of shares taken up at this date are as follows:-

21 "A" Class Shares of \$1.00 200 "C" Class Shares of \$1.00 221 ===



Nominal share capital \$ 10 divided into (1) (Refer 100,000 Schedule shares of . .00

| Total number shares taken up (1) to the 30 th day of December 1982, (being the date at which the information this return is correct (see paragraph 1) - | in |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| Number of shares issued subject to payment wholly in cash | 221 |
| Number of shares issued as fully paid up otherwise than in cash Number of shares issued as partly paid up to the | NIL |
| extent of per share otherwise than in cash | NIL |
| Number of shares (if any) of each class issued at discount | NIL |
| Total amount of discount on the issue of shares that has not been written off at the date of this return | NIL |
| There has been called up on each of 21 "A" Class shares | \$ 1.00 |
| lhere has been called up on each of 200 "B" Class shares | \$ 1.00 |
| There has been called up on each of 0 shares | \$ NIL |
| lotal amounts of calls received including payments on application and allotment. | \$ 221 |
| lotal amount (if any) agreed to be considered as paid on shares that have been issued as fully paid up otherwise than in cash. | \$ NIL |
| lotal amount (if any) agreed to be considered as paid on shares that have been issued as partly paid up to the extent of per share otherwise | |
| than in cash. Total amount of calls unpaid | \$ NIL NIL |
| lotal amount of the sums (if any) paid by | |
| way of commission in respect of any shares or debentures since the date of the last return | \$ NIL |
| lotal amount of the sums (if any) allowed by | • NIL |
| way of discount in respect of any debentures since the date of the last return | \$ NJL |
| lotal amount of shares forfeited | NIL |
| lotal amount paid (if any) on shares forfeited | \$ NIL |

Persons holding shares in the company and the number of the shares held by them respectively are as follows: _____

Number of Shares held

Full names and addresses

by existing members

ANDREWS, JOHN HAMILTON

15 "A" Class

SIMPSON, JOHN NEIL STEWART

6 "A" Class

ADDISCOMBE HOLDINGS PTY.LIMITED 1017 BARRENJOEY ROAD, PALM BEACH, N.S.W.

140 "C" Class

AMBYNE SECURITIES PTY.LIMITED

1017 BARKENJOEY ROAD, PALM BEACH, N.S.W.

60 "C" Class

Total 221

LIST O DIRECTORS

7. Particulars of the directors , principal executive officer, secretaries and auditors of the company are as follows:

The present Christian or given

names and

surnames

name or

Any former Christian or

given name or names or surnames Usual Address directorships

Other business occupations, and in the case of directors. particulars of

other

Directors

ANDREWS, JOHN HAMILTON

ARCHITECT-NIL

SIMPSON, JOHN NEIL STEWART

ARCHITECT-NIL

Principal executive officer if any

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| a person decidated by the Attorney benefall by notification published in the Government Gazette on | approved person for the purposes of Section three of the Evidence (Reproductions) Act, 1967 | in that this transparency is made as a permanent record of a document in its custody or control. | | |
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HAMPTON, KATHLEEN ANNE

Secretaries

SECRETARY

Auditors for current financial year HAMMOND NORTH ASH & ASSOCIATES G.P.O. BOX 4299, SYDNEY.2001

- Particulars as to calls and sales of forfeited shares (to be provided only in the case of a no liability company) -
 - (a) The date when each call made since the date of the last return, or (in the case of a first return) since incorporation, was payable;
 - the dates since the last return or incorporation when shares forfeited were offered for sale and the place of offer:
 - (c) the number of shares sold at each sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation:
 - the number of shares unsold at each offer for sale of forfeited shares made since the date of the last return or (in the case of a first return) since incorporation; and
 - the number of shares disposed of pursuant to sub-section 480(3) since the date of the last return, being shares withdrawn from sale or for which no bid was received:

DECLARATION AS TO INFORMATION

9. I certify that the information contained in this Annual heturn is true to the best of my knowledge and belief.

Dated this 30th day of December 1982.

Signature of Director/Secretary/Princip Executive Officer

Name of Signatory in BLOCK LETZERS JOHN H. ANDREWS

CERTIFICATE TO BE GIVEN BY ALL COMPANIES

We certify -

- (a) that the provisions of the law relating to unclaimed moneys have been complied with:
- (b) having made an inspection of the share register, that transfers have been registered since the date of the last annual return.
- (c) that the company has not, since the date of the last annual return issued any invitation to the public to subscribe for any shares in or debentures of the company or to deposit moneys for fixed periods or payable at call;
- that the excess of members of the company above fifty (counting joint holders of shares as one person) consists wholly of persons who are in the employment of the company or of its subsidiary or persons who, while previously in the employment of the company or of its subsidiary were and thereafter have continued to be members of the company;
- (e) that to the best of our knowledge and belief the company was during the period to which the return relates -
 - (i) an unlimited exempt proprietary company: or
 - (ii) an exempt proprietary company that is not an unlimited company, as defined in sub-section 5(1);
- (f) that at the annual general meeting held on the 19 the company in pursuance of section 278 did not appoint an auditor;
- (b) that at the annual general meeting held on the 19 the company in pursuance of section 279 did not appoint an auditor.

Dated this 30th day of December, 1982. Signature of Director Name of Signatory IN BLOCK LETTERS JOHN H. ANDREWS Signature of

Name of Signatory IN BLOCK LETTERS KATHLEEN A. HAMPTON

Secretary

B. STATEMENT TO BE GIVEN BY THE AUDITOR OF AN EXEMPT PROPRIETARY COMPANY.

For the purposes of sub-section 264(1), I state in relation to JOHN ANDREWS INTERNATIONAL PTY.LIMITED that.

- (a) the company has in my opinion kept proper accounting records and other books during the period covered by those accounts;
- (b) the accounts have been audited;
- (c) my report was not made subject to any qualification and

in my report 1 did not make any comment under sub-section 285(4)

Signature of Auditor

Name of Signatory IN BLOCK LETTERS KOBERT E. HAMMOND

C. CERTIFICATE IN RESPECT OF A COMPANY, THE ACCOUNTS OR GROUP ACCOUNTS OF WHICH, BY REASON OF THE CIRCUMSTANCES REFERRED TO IN SUB-SECTIONS 279(1) AND (2) ARE NOT AUDITED.

For the purposes of sub-section 279(5) we certify, in relation to in respect of the financial year to which the return relates, that -

- (a) the company kept such accounting records as correctly record and explain the transactions and financial position of the company;
- (b) the company kept its accounting records in such a manner as would enable true and fair accounts of the company to be prepared from time to time;
- (c) the company has kept its accounting records in such a manner as would enable the accounts of the company to be conveniently and properly audited in accordance with the Companies New South Wales Code; and
- (d) the accounts and group accounts (if any) have been properly prepared by a competent person.

Name of Signatories IN BLOCK LETTERS

D. CERTIFICATE FOR INCLUSION IN PUBLIC COMPANY'S ANNUAL HETURN THAT DOES NOT INCLUDE LIST OF MEMBERS.

For the purposes of sub-section 265(1), I certify that -

- (a) the company has more than 500 members;
- (b) the company keeps its principal share register at a place within 25 kilometres of the office of Corporate Affairs Commission for N.S.W. and
- (c) the company provides reasonable accommodation and facilities for persons to inspect and take copies of its list of members and its particulars of shares transferred.

and that accordingly the company is of a kind to which that sub-section applies.

Dated this

day of

Signature of Secretary

Name of Signatory IN BLOCK LETTERS