



Securities Act (Overseas Employee Share Purchase Schemes) Exemption Amendment Notice (No 2) 2003

Pursuant to the Securities Act 1978, the Securities Commission gives the following notice.

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Notice

1 Title

- (1) This notice is the Securities Act (Overseas Employee Share Purchase Schemes) Exemption Amendment Notice (No 2) 2003.
- (2) In this notice, the Securities Act (Overseas Employee Share Purchase Schemes) Exemption Notice 2002¹ is called “the principal notice”.

¹ SR 2002/329

2 Commencement

This notice comes into force on the day after the date of its notification in the *Gazette*.

3 Interpretation

Clause 4(1) of the principal notice is amended by inserting, after the definition of **specified security**, the following definition:

“**specified subsidiary** means, in relation to an exempt overseas issuer, a company incorporated in New Zealand or in a specified overseas jurisdiction that—

“(a) is a wholly owned subsidiary of the exempt overseas issuer; and

“(b) offers or issues savings scheme securities in connection with participation in the exempt overseas issuer’s employee share purchase scheme”.

4 Exemption for savings scheme securities

Clause 6 of the principal notice is amended by revoking sub-clause (1), and substituting the following subclause:

“(1) This clause applies to—

“(a) a registered bank or an overseas bank:

“(b) an exempt overseas issuer or a specified subsidiary:

“(c) a person acting on behalf of a person in paragraph (a) or paragraph (b)”.

5 Condition of exemption for specified securities that exempt issuer gives annual report to Commission

Clause 10(1)(b) of the principal notice is amended by omitting from subparagraphs (ii) and (iv) the words “previously allotted”, and substituting in each case the words “allotted since 1 January 2001”.

6 Condition of exemption for savings scheme securities that funds held in separate bank account

Clause 11 of the principal notice is amended by omitting the words “until the savings scheme securities are allotted”, and substituting the words “until the specified securities are allotted or the subscriptions are disposed of in accordance with the employee share purchase scheme, whichever is the earlier”.

7 Specified overseas issuers

Schedule 1 of the principal notice is amended by inserting the name “PA Holdings Limited”.

Dated at Wellington this 26th day of March 2003.

The Common Seal of the Securities Commission was affixed in the presence of:

[L.S.]

J. Diplock,
Chairperson.

Explanatory note

This note is not part of the notice, but is intended to indicate its general effect.

This notice, which comes into force on the day after the date of its notification in the *Gazette*, amends the Securities Act (Overseas Employee Share Purchase Schemes) Exemption Notice 2002 in 4 respects.

First, the principal notice exempts banks that issue savings scheme securities in connection with participation in an exempt overseas issuer’s employee share purchase scheme. This amendment extends that exemption to the overseas issuer when it issues the savings scheme securities itself and also to any specified subsidiary of the overseas issuer when it offers or issues savings scheme securities.

Second, this amendment amends the condition of the exemption for specified securities that the exempt issuer must state certain matters in an annual report given to the Commission. Currently, the principal notice requires the report to state the total number of specified securities previously allotted to persons in New Zealand and in other jurisdictions and the total amount of money paid by them. This amendment requires that these totals need be given only in respect of allotments since 1 January 2001.

Third, this amendment amends the condition of the exemption for savings scheme securities that subscription money must be held in a separate bank account. Currently the principal notice requires that

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the funds be so held until the savings scheme securities are allotted. This amendment requires that the funds be so held until the specified securities are allotted or the subscriptions are disposed of in accordance with the employee share purchase scheme.

Fourth, PA Holdings Limited is named as an exempt overseas issuer for the purposes of the principal notice.

Issued under the authority of the Acts and Regulations Publication Act 1989.
Date of notification in *Gazette*: 27 March 2003.
This notice is administered in the Securities Commission.
