



Securities Act (Hanover Financial Services Group) Exemption Notice 2006

Pursuant to the Securities Act 1978, the Securities Commission gives the following notice (to which is appended a statement of reasons of the Securities Commission).

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Notice

- 1 **Title**
This notice is the Securities Act (Hanover Financial Services Group) Exemption Notice 2006.

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

- 3 **Expiry**
This notice expires on the close of 31 March 2011.

4 Interpretation

- (1) In this notice, unless the context otherwise requires,—

Act means the Securities Act 1978

Regulations means the Securities Regulations 1983

specified debt securities means, in relation to each specified issuer, an issue of debt securities of a kind that is continuously offered by the specified issuer to the public for subscription

specified issuer means an issuer that is listed in the Schedule.

- (2) Any term or expression that is defined in the Act or the Regulations and used, but not defined, in this notice has the same meaning as in the Act or the Regulations.

5 Exemptions from regulations 12(1)(a) and (c) of Regulations

Each specified issuer and every person acting on its behalf is exempted from regulations 12(1)(a) and (c) of the Regulations in respect of any advertisement for specified debt securities.

6 Conditions of exemptions

The exemptions in clause 5 are subject to the following conditions:

- (a) an advertisement that states the amount of the net assets, or the amounts of the total assets and total liabilities, of the borrowing group may state those amounts only if the amounts appear in either—
- (i) the most recent audited consolidated statement of financial position of the borrowing group, and that statement is dated no earlier than 18 months before the date of distribution of the advertisement; or
 - (ii) a consolidated interim statement of financial position of the borrowing group contained in the registered prospectus or accompanying a certificate registered in relation to the prospectus under section 37A(1A) of the Act:
- (b) an advertisement that states categorised amounts that fall within the amount of the net assets, or the amounts of the total assets and total liabilities, of the borrowing group may state those amounts only if—

- (i) the advertisement states the amount of the net assets, or the amounts of the total assets and total liabilities, as the case may be, referred to in paragraph (a); and
 - (ii) the additional categorised amounts appear in the financial statements mentioned in paragraphs (a)(i) or (a)(ii); and
 - (iii) the advertisement contains a statement to the effect that more detailed information in relation to the categorised amounts is available in the registered prospectus:
- (c) an advertisement that states historical financial information may state that information only if—
 - (i) the advertisement states the amount of the net assets, or the amounts of the total assets and liabilities, of the borrowing group that appear in the financial statements mentioned in paragraphs (a)(i) or (a)(ii); and
 - (ii) the advertisement states (in tabular form) the amount of the net assets, or the amounts of the total assets and total liabilities, as the case may be, of the borrowing group, and any other categorised amounts that fall within the amounts of the net assets, total assets, or total liabilities of the borrowing group, for the most recently completed accounting period and at least 4 preceding accounting periods (to the extent that the specified issuer was in existence), and those amounts are contained in the registered prospectus:
- (d) an advertisement that states the amount of the net assets, or the amounts of the total assets and total liabilities of the borrowing group, or any other categorised amounts that fall within the amounts of the net assets, total assets, or total liabilities of the borrowing group must also state the date or dates of any statement or statements of financial position from which the amounts are taken:
- (e) an advertisement that includes amounts taken from interim consolidated financial statements must also state whether the amounts have been taken from audited or unaudited interim financial statements:

- (f) any amounts stated in an advertisement are taken from a statement or statements of financial position or an interim statement of financial position contained in the registered prospectus or accompanying a certificate registered in relation to the prospectus under section 37A(1A) of the Act.
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Schedule Specified issuers

Hanover Finance Limited
Nationwide Finance Limited
United Finance Limited
FAI Finance Limited
Hanover Capital Limited

Dated at Wellington this 28th day of March 2006.

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

[L.S.]

J. Diplock,
Chairperson.

Statement of reasons

This notice, which comes into force on the day after the date of its notification in the *Gazette*, exempts the companies listed in the Schedule of the notice, subject to conditions, from regulations 12(1)(a) and (c) of the Securities Regulations 1983.

The Securities Commission considers that it is appropriate to grant the exemptions because—

- the additional financial information sought to be disclosed in advertisements is information that is contained in the registered prospectus or that accompanies a certificate registered under section 37A(1A) of the Securities Act 1978, and is therefore publicly available:
- information taken from half-year interim financial statements is likely to provide potential investors more up-to-date information about the borrowing group. The conditions of the exemptions require that potential investors be informed whether the interim financial statements from which the information is taken are audited or unaudited:
- historical financial information may provide potential investors with annual trend information about the total assets, net assets, and total liabilities of the borrowing group. The conditions of the exemptions ensure that selective historical financial information is not disclosed as the conditions require the advertisement to include the amounts (in tabular form) for the most recently completed accounting period and for the 4 preceding accounting periods (to the extent that the issuer in question was in existence):
- the exemption allowing categories of financial information beyond total assets, net assets, and total liabilities to be included in an advertisement requires the issuers in the borrowing group to inform potential investors that more detailed information about the categorised amounts is available in the registered prospectus.

Issued under the authority of the Acts and Regulations Publication Act 1989.

Date of notification in *Gazette*: 30 March 2006.

This notice is administered by the Securities Commission.
