



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette

No. A08/14, Tuesday, 25 February 2014

Published by ASIC

ASIC Gazette

Contents

Notices under Corporations Act 2001

14-0045	14-0061	14-0062	14-0071	14-0074	14-0079
14-0080	14-0082	14-0086	14-0088	14-0093	

Company/Scheme deregistrations

Change of company type

RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the *Corporations Act 2001* and the other legislation administered by ASIC may have rights of review. ASIC has published Regulatory Guide 57 *Notification of rights of review* (RG57) and Information Sheet *ASIC decisions – your rights* (INFO 9) to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at www.asic.gov.au or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

ISSN 1445-6060 (Online version)
ISSN 1445-6079 (CD-ROM version)

Available from www.asic.gov.au
Email gazette.publisher@asic.gov.au

© Commonwealth of Australia, 2014

This work is copyright. Apart from any use permitted under the *Copyright Act 1968*, all rights are reserved. Requests for authorisation to reproduce, publish or communicate this work should be made to: Gazette Publisher, Australian Securities and Investment Commission, GPO Box 9827, Melbourne Vic 3001



14-0045

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Film Insurance Underwriting Agencies Pty Ltd
ACN 003261274 ("the Licensee")
PO Box 6157
North Sydney NSW 2059

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 241224 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 18th February 2014

Signed 

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



14-0061

ASIC

Australian Securities & Investments Commission


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

Notice of Cancellation of an Australian Financial Services Licence

TO: Medina Financial Group Pty Ltd
ACN 089590778 ("the Licensee")
PO Box R545
Royal Exchange
Sydney NSW 1225

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 440110 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 18th February 2014

Signed 

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



14-0062

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Throughlife Risk Solutions Pty Ltd
ACN 090389094 ("the Licensee")
PO Box 131
North Perth WA 6906

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 225861 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this *13th February 2014*

Signed

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

14-0071

Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 601QA(1)(a), 741(1)(a), 911A(2)(l),
992B(1)(a), 1020F(1)(a) and 1020F(1)(b) — Exemptions

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 741(1)(a), 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the Corporations Act 2001 (the *Act*).

Title

2. This instrument is ASIC Instrument [14-0071].

Commencement

3. This instrument commences on the date of its gazettal.

Exemptions

4. ASIC exempts:
 - (a) the issuer;
 - (b) a related body corporate of the issuer; and
 - (c) any person who, by way of contract between the person and the issuer, in connection with an eligible offer, acts for or on behalf of the issuer,
from Parts 6D.2, 6D.3 (except section 736) and Part 7.9 where that person:
 - (d) makes an eligible offer;
 - (e) offers to arrange for the issue of financial products under an eligible offer; or
 - (f) issues a financial product under an eligible offer,on the conditions set out in the Schedule and for so long as the conditions are met.
5. ASIC exempts a financial product that is the subject of an eligible offer from Part 7.9 where a person (other than a person covered by paragraph 4 of this instrument) makes a recommendation to acquire financial products under an eligible offer, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in paragraphs 10 to 29 have not been met.
6. ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of paragraph 4 or 5 of this instrument from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in that paragraph (including any general advice given in the offer document) where the

14-0071

offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.

7. ASIC exempts:

- (a) the issuer who is exempt from Part 6D.2 or Part 7.9 because of paragraph 4 of this instrument;
- (b) a related body corporate of the issuer; and
- (c) any person who, by way of contract between the person and the issuer, in connection with an eligible offer, acts for or on behalf of the issuer,

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

- (d) the provision of a custodial or depository service in connection with an eligible offer covered by the exemption in paragraph 4 of this instrument where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
- (e) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph 7(d) of this instrument; and
- (f) dealing in a financial product in connection with an eligible offer covered by the exemption where any acquisition by purchase or disposal of the product (by the issuer, a related body corporate of the issuer or any person who, by way of contract between the person and the issuer, in connection with an eligible offer, acts on behalf of the issuer) occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in those financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in those financial products in the relevant place.

8. ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of paragraph 4 or 5 of this instrument from sections 736, 992A and 992AA in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with an eligible offer.

9. ASIC exempts a person who operates a managed investment scheme relating to an eligible offer, where the person is:

- (a) the issuer;
- (b) a related body corporate of the issuer; or

14-0071

- (c) any person who, by way of contract between the person and the issuer, in connection with an eligible offer, acts for or on behalf of the issuer,
- from subsection 601ED(5) in relation to the operation of that managed investment scheme.

Conditions

The following conditions apply:

10. the eligible offer must be substantially on the terms set out in the letter from Minter Ellison to ASIC dated 6 February 2014, titled 'Schneider Electric S.A. – Application for relief: Schneider Electric Share Plan 2014', on behalf of the issuer; and
11. the person making the offer must:
 - (a) include that offer in an offer document; and
 - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
12. the Company must take reasonable steps to ensure that the Schneider Australian Subsidiaries comply with any undertaking required to be made in the offer document by reason of this instrument; and
13. the Company must take reasonable steps to ensure that the number of shares the subject of the offer when aggregated with:
 - (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares and units of shares, under an employee share scheme to be accepted or exercised; and
 - (b) the number of shares in the same class issued during the previous 5 years under the 2014 Plan or any other employee share scheme extended only to eligible employees of the Company or a related body corporate of the Company;but disregarding any offer made, or option acquired or share issued by way of or as a result of:
 - (c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or

14-0071

- (d) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
 - (e) an offer that did not need disclosure to investors because of section 708 of the Act; or
 - (f) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or
 - (g) an offer made under a disclosure document or Product Disclosure Statement, must not exceed 5% of the total number of issued shares in that class of the Company as at the time of the offer; and
14. the Rules must contain provisions to the effect that the books of account maintained in respect of the activities of the FCPE must be audited annually; and
 15. the 2014 Plan is subject to the regulation of the *Autorité des Marchés Financiers*, the French Market Authority and to the laws of France. The Company must ensure that the offer document states prominently that participation in the Classic Plan of the 2014 Plan is subject to the regulations and the laws of France, and the offer document must describe the legal and practical effect (if any) this may have on the rights of an eligible employee domiciled in this jurisdiction to make any claim or enforce any right arising out of or in connection with participation in the 2014 Plan; and
 16. the Company must take reasonable steps to ensure that the Manager and/or the Custodian may only levy any fees or charges for operating and administering the FCPE which are payable by the employees to a maximum amount provided for in the Rules and such fees must be fully disclosed in the offer document; and
 17. the Company, through the Schneider Australian Subsidiaries, must make the statements of assets, balance sheets and statements of income (together with the related notes) of the FCPE and the auditors' reports delivered to them under the Rules available for inspection by eligible employees domiciled in this jurisdiction at a registered office or principal place of business in Australia during normal business hours or such other time as is agreed with an eligible employee; and
 18. the Company must take reasonable steps to ensure that upon the Schneider Australian Subsidiaries receiving notices relating to the buy-back/redemption of units as provided for in the Rules or otherwise under the eligible offer, it must forward these to the Manager without delay; and
 19. the Company must take reasonable steps to ensure that the Schneider Australian Subsidiaries, on behalf of the Company and the Manager, accept notices, correspondence and service of process at a registered office or principal place of business in Australia; and

14-0071

20. upon the Schneider Australian Subsidiaries being advised that the buy-back arrangements/redemption facilities of units in the FCPE are suspended or terminated or that quotation of the shares of the Company on any approved foreign market is suspended, the Company through the Reporting Company must notify ASIC within 7 days; and
21. the Company, through the Reporting Company, must make available for public inspection at a Schneider Australian Subsidiary's registered office or principal place of business in Australia, and provide to eligible employees domiciled in this jurisdiction, copies of the Rules and the offer document and meet all reasonable requests for information; and
22. the Company, through the Reporting Company, must maintain in Australia and make available to ASIC, upon request, records relating to the issue or sale of and the buy-back/redemption of units in the FCPE to or from eligible employees domiciled in this jurisdiction; and
23. the FCPE must at all times be approved or authorised or registered by the Relevant Agency and the 2014 Plan must at all times be authorised under the laws of France; and
24. there must at all times be a custodian of the FCPE assets and the Rules must be complied with in appointing or changing the Custodian; and
25. within 14 days of the date of this instrument, ASIC must be provided with:
 - (a) certified copies of the Rules and any other related documents;
 - (b) a certified copy of any written approval or authorisation issued by the Relevant Agency in relation to the eligible offer; and
 - (c) if any document is not in English, a certified translation of that document into English; and
26. the Company must take reasonable steps to ensure that each related body corporate of the Company must keep at a registered office or principal place of business in this jurisdiction, a register of its employees who participate in the eligible offer and enter in the register:
 - (a) the names and addresses of each employee;
 - (b) the extent of the holding of each employee;
 - (c) the date at which the name of each employee was entered in the register; and
 - (d) the date at which any employee's interest ceased; and
27. except as may be required by French law, the Rules must not be modified or varied in any material respect that would adversely affect the rights and interests of eligible employees domiciled in this jurisdiction who participate in the eligible

14-0071

offer unless ASIC notifies the Reporting Company in writing that it does not object to the modification or variation; and

28. the Company must take reasonable steps to ensure that the Manager and the Custodian must comply with the provisions of the Rules; and
29. the eligible offer must at all times comply with the laws of France.

Interpretation

30. In this instrument:

- (a) except where otherwise stated, references to provisions are to provisions of the Act; and
- (b) an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee.

31. In this instrument:

2014 Plan means the Schneider Electric Share Plan 2014 consisting of the Schneider Actionnariat Mondial Classic Plan (**Classic Plan**) of the FCPE, established pursuant to the Rules.

approved foreign market means Euronext Paris.

Australian dollar equivalent in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which the price relates.

Company means Schneider Electric S.A., a company registered in the Register of Companies for Nanterre, France under number 542 048 574.

current market price means in relation to a share, the price published by the operator of Euronext Paris as the final price for the previous day on which the share was traded on that financial market.

Custodian means the custodian from time to time of the FCPE (presently CACEIS Bank a company registered in France), where the Custodian, by way of contract with the Manager or CACEIS Bank, in connection with an eligible offer acts for or on behalf of the Company.

eligible employee means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme, a full time or part-time employee or director of the issuer or of a related body corporate of the issuer, and who is otherwise eligible under the Rules.

eligible offer means an offer:

14-0071

- (a) to issue or transfer fully-paid shares in the issuer or a related body corporate of the issuer; or
- (b) to issue a financial product that relates to fully-paid shares in the issuer

where:

- (i) the shares are in the same class as shares which have been quoted on an approved foreign market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period; and
- (ii) the shares are to be held by the Custodian of the FCPE; and
- (iii) units in the FCPE are issued in accordance with the Rules to eligible employees who participate in the eligible offer;

made under the employee share scheme, described as the 2014 Plan, on terms not significantly different to those described in a letter from Minter Ellison to ASIC dated 6 February 2014, on behalf of the Company extended only to eligible employees of the Company.

FCPE means the Schneider Actionariat Mondial or the Schneider Relais International 2014 *Fonds Commun de Placement D'Entreprise* governed by the Rules.

financial product advice has the meaning given by section 766B.

general advice has the meaning given by section 766B.

issuer means the Company.

Manager means the management company from time to time of the FCPE (presently NATIXIS Asset Management, a company registered in France), where the management company, by way of contract with the issuer or NATIXIS Asset Management, in connection with an eligible offer, acts for or on behalf of the Company.

offer has a meaning affected by sections 700, 702 and 1010C.

offer document means a document setting out an offer under an employee share scheme that:

- (a) includes or is accompanied by a copy or summary of the Rules under which the offer is made; and
- (b) if a summary (rather than a copy) of the Rules is given — includes an undertaking that during the period (the **offer period**) during which an eligible employee domiciled in this jurisdiction may acquire the financial products

14-0071

offered, the issuer through the Schneider Australian Subsidiaries will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the Rules; and

- (c) specifies in respect of the shares:
 - (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer through the relevant Schneider Australian Subsidiary will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as those offered; and
 - (ii) where subparagraph (c)(ii) or (iii) applies, the information referred to in that paragraph as updated to that date; and
- (e) discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the issuer or a related body corporate of the issuer for the purpose of acquiring financial products under the 2014 Plan; and
- (f) states prominently that the eligible offer is an offer for participation in a foreign scheme that is subject to the regulation of the Relevant Agency and to the laws of France and describes the legal and practical effect (if any) this may have on the rights and ability of an eligible employee domiciled in this jurisdiction to make any claim or enforce any right arising out of or in connection with the eligible offer.

Relevant Agency means the Autorité des Marchés Financiers, the French Market Authority, or its predecessor the Commission des Opérations de Bourse (as applicable).

Reporting Company means Schneider Electric (Australia) Pty Ltd ACN 004 969 304 (or any successor to that company notified by the Company in writing to ASIC).

Rules means each of the rules of the FCPE approved by the Relevant Agency on 18 July 1997 or 9 January 2014 (as applicable) as amended from time to time.

14-0071


Schneider Australian Subsidiary means individually, Schneider Electric (Australia) Pty Limited ACN 004 969 304, Schneider Electric IT Australia Pty Ltd ACN 088 913 866, Schneider Electric Buildings Australia Pty Ltd ACN 008 059 345, Trio Datacom Pty Limited ACN 125 008 013, Telvent Australia Pty Ltd ACN 009 299 870, and SolveIT Software Pty Ltd ACN 113 112 744.

unit in relation to a share means a legal or equitable right or interest in the share.

Commencement

This instrument takes effect on gazettal.

Dated this 20th day of February 2014



Signed by James Nott
as a delegate of the Australian Securities and Investments Commission

14-0074

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 911A (2) (I) – Variation**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 911A(2)(I) of the *Corporations Act 2001* (*the Act*).

Title

2. This instrument is ASIC Instrument [14-0074].

Commencement

3. This instrument commences on gazettal.

Variation

4. ASIC Instrument 09-00882 is varied as follows:
 - (a) in Schedule A, omit subparagraph (b)(ii) and substitute:

"(ii) has an Agent at the time the body first purports to rely on this instrument and, from time to time, has not failed to have an Agent for any consecutive period of 10 business days"
 - (b) in Schedule C, omit subparagraphs (2)(a) and (2)(aa) and substitute:
 - "(a) notify ASIC, as soon as practicable and in any event within 15 business days after the body became aware of should reasonably have become aware, and in such form if any as ASIC may from time to time specify in writing, of the details of:
 - (i) each significant change to, including the termination of, the registration as a registered investment adviser applying to the body relevant to the financial services the body provides or intends to provide in this jurisdiction and
 - (ii) each significant particular exemption or other relief which the body obtains from the US regulatory requirements relevant to the financial

14-0074

services the body provides or intends to provide in this jurisdiction; and

- (iii) each action or investigation of the following kinds taken by the SEC or other overseas regulatory authority against the body in a foreign jurisdiction in relation to financial services provided in the foreign jurisdiction:
 - (A) significant enforcement action;
 - (B) significant disciplinary action;
 - (C) significant investigation (unless, after having taken reasonable steps to enable notification to be given to ASIC, the body is prohibited by law from giving such notification but only to the extent of the prohibition); and"

(c) in Schedule C, omit "Australian laws." in subparagraph (2)(b)(ii) and substitute: "Australian laws; and"

(d) in Schedule C, insert the following after subparagraph (2)(b)(ii):

"(c) if ASIC gives the body a written notice directing the body to lodge with ASIC, within the time specified in the notice, a written statement containing specified information about any financial service provided by the body in this jurisdiction – comply with the notice."

Dated this 19th day of February 2014



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



14-0079

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Convexity Ltd
ACN: 090 564 337 ("the Licensee")
c/- 'RSM Bird Cameron'
Level 21, 55 Collins Street
Melbourne VIC 3000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 221469 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 17th February, 2014.

Signed 

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



14-0080

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Alessandrino Scivolo Financial Services Pty Ltd
ACN: 107 020 039 ("the Licensee")
193 Main Street
Osborne Park WA 6017

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 246365 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 17th February, 2014.

Signed

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



14-0082

ASIC

Australian Securities & Investments Commission

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

**Variation of Notice of Cancellation of an
Australian Financial Services Licence**

TO: Tangible Assets Financial Services Pty Ltd
ACN: 122 900 994 ("the Licensee")
Level 2, 802-808 Pacific Highway
Gordon NSW 2072

Under s915B of the *Corporations Act 2001* (the Act), the Australian Securities and Investments Commission hereby varies ASIC Instrument 11-0737 by deleting all paragraphs referring to provisions of the Act and *Corporations Regulations 2001* which were to continue in effect pursuant to Section 915H of the Act.

Dated this 17th day of February, 2014.

Signed

A handwritten signature in black ink, appearing to be 'Joyce Krashow', written over a dotted line.

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

14-0086

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

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 741(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0086

Commencement

3. This instrument commences on 17 February 2014.

Declaration

4. Chapter 6D of the Act applies to ORH Limited ACN 077 398 826 (the *Issuer*) as if Part 6D.2 were modified or varied as follows:
 - a) omit paragraph 723(3)(b), substitute:
 - “(b) the securities are not admitted to quotation within 3 months after the later of:
 - (i) the date of the disclosure document; and
 - (ii) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
 - (A) discloses that all securities are not admitted to quotation; and
 - (B) gives the applicant 1 month to withdraw their application and be repaid”;
 - b) in paragraph 724(1)(a), omit the words “and that condition is not satisfied within 4 months after the date of the disclosure document”, substitute:
 - “and that condition is not satisfied within 4 months after the later of:
 - (iii) the date of the disclosure document; and
 - (iv) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
 - (A) discloses that the condition has not been satisfied; and
 - (B) gives the applicant 1 month to withdraw their application and be repaid”;
 - c) omit subparagraph 724(1)(b)(ii), substitute:
 - “(ii) the securities are not admitted to quotation within 3 months after the later of:
 - (A) the date of the disclosure document; and
 - (B) the date of the latest supplementary disclosure document for the offer lodged with ASIC that discloses that the securities are not

14-0086

admitted to quotation and gives applicants 1 month to withdraw their application and be repaid"; and

d) after subsection 724(1A), insert:

“(1B) Where a supplementary disclosure document of the kind referred to in subparagraphs (1)(a)(iv) or (1)(b)(ii)(B) is lodged with ASIC, the person offering the securities must give the applicants:

- (i) that supplementary disclosure document; and
- (ii) 1 month to withdraw their application and be repaid.”.

Where this instrument applies

5. This instrument applies in relation to an offer or issue of securities of the Issuer under a disclosure document lodged with ASIC on 2 October 2013 where the issuer has lodged a supplementary disclosure document on or after the date of this instrument which describes the need for, and effect of, the relief provided in this instrument.

Dated this 17th day of February 2014.



Signed by Michelle Verdon
as a delegate of the Australian Securities and Investments Commission

14-0088

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

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 741(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 14-0088.

Commencement

3. This instrument commences on the date it is signed.

Declaration

4. Chapter 6D of the Act applies to an offer for sale of ordinary shares in Mamba Minerals Limited ACN 119 770 142 (*Company*) as if section 707 of the Act were modified or varied:

- (a) by omitting subsection 707(3) and substituting:

"(3) An offer of a body's securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:

- (a) without disclosure to investors under this Part; and

- (b) with the purpose of the person to whom they were issued selling or transferring the securities, or granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 or 708A does not say otherwise."; and

- (b) by omitting subsection 707(4), and substituting:

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

14-0088

Where this instrument applies

5. This instrument applies where:
- (a) the ordinary shares are issued by the Company in connection with a plan of arrangement between the Company and Champion, where the Company will acquire all the issued common shares of Champion (*Plan of Arrangement*), pursuant to section 182 of the *Business Corporations Act* (Ontario) (*BCA*), on the terms and conditions as set out in the information circular of Champion dated 10 February 2014 (*Information Circular*) filed with the securities commission in each of the provinces of Canada (other than Quebec) via SEDAR and with any such amendments, variations or supplements as may be approved by the Ontario Superior Court of Justice;
 - (b) under the Plan of Arrangement the ordinary shares in the Company are issued to:
 - i. holders of common shares in Champion pursuant to the Plan of Arrangement; and
 - ii. holders of Exchangeable Shares who elect to receive Exchangeable Shares pursuant to the Plan of Arrangement, and who then subsequently choose to exchange their Exchangeable Shares for ordinary shares; and
 - iii. holders of Champion options and warrants who, as a result of the Plan of Arrangement, are subsequently entitled to receive ordinary shares of the Company on exercise of such securities or replacement securities issued pursuant to the Plan of Arrangement.
 - (c) the Information Circular is provided to ASX Limited ACN 008 624 691 for release to the market prior to any on-sale in the Company's securities by a person outlined in paragraph (b); and
 - (d) the Plan of Arrangement complies with all relevant statutory requirements under the *BCA*.

Interpretation

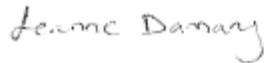
6. In this instrument:
- (a) *Champion* means Champion Iron Mines Limited, a body corporate incorporated under the laws of Ontario, Canada.
 - (b) *Exchangeable Share* means a share in the capital of Champion Exchange Limited (a wholly-owned subsidiary of the Company) issued to a Champion

14-0088

shareholder under the Plan of Arrangement and which is subsequently exchangeable into ordinary shares in the Company.

- (c) **SEDAR** means the System for Electronic Document Analysis and Retrieval used for electronically filing securities related information with the Canadian securities regulatory authorities.

Dated this 19th day of February 2014



Signed by Leanne Damary
as a delegate of the Australian Securities and Investments Commission

14-0093

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

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument [14-0093].

Commencement

3. This instrument commences on gazettal.

Exemptions

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
 - (a) makes an eligible incentive plan offer;
 - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
 - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
 - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

14-0093

- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
 - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

Where this instrument applies

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (b) would meet the requirements of the class order if:
 - (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

14-0093

“9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the NASDAQ Global Select Market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and

- (ii) in the Interpretation, the following definition were inserted:

“9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

- (a) by, or for the benefit of:

- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or

- (b) by a corporation all of whose members are:

- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and

- (iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

14-0093

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the performance right, within a reasonable period of the employee requesting, make available to the employee:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:
- “16A. “performance right” means a conditional right:
- (a) to be issued or transferred a fully-paid ordinary share in the capital of the issuer; or
 - (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer, less any tax or other payment that the issuer is required by law to withhold or pay; or
 - (c) either to be issued or transferred a fully-paid ordinary share in the capital of the issuer, or to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer less any tax or other payment that the issuer is required by law to withhold or pay,

where the performance right is offered for no more than nominal monetary consideration;”.

Conditions

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
- (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
 - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
 - (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to

14-0093

acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;

- (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

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

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

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

Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the HomeAway Inc 2011 Equity Incentive Plan (under which the performance rights are referred to as restricted stock units) and the Australian Supplement, the terms of which are substantially in the same form as those provided to ASIC on 10 February 2014; and

14-0093

- (d) *issuer* means HomeAway Inc, a foreign corporation incorporated under the laws of the State of Delaware, United States of America, and any related body corporate.

Dated this 19th day of February 2014



Signed by Nathania Nero
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001

Section 601CL(5)

ASIC has struck the foreign companies listed below off the register.

Dated this twenty-first day of February 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

FLOW TRADERS ASIA PTE. LTD.

133 045 137

SYSMEX ASIA PACIFIC PTE LTD

122 443 029

CORPORATIONS ACT 2001

Subsection 601PB(2)

ASIC may deregister the managed investment schemes listed below two months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this twenty-first day of February 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARSN
FUSION FUND-ABERDEEN ASIAN OPPORTUNITIES FUND	113 115 558
FUSION FUND - ABERDEEN EMERGING OPPORTUNITIES FUND	129 792 276
FUSION FUND - ALPHINITY WHOLESALE AUSTRALIAN SHARE FUND	121 390 672
FUSION FUND - AUSBIL AUSTRALIAN ACTIVE EQUITY FUND	121 390 645
FUSION FUND-AUSBIL AUSTRALIAN EMERGING LEADERS FUND	113 115 423
FUSION FUND - AXA'S WHOLESALE GLOBAL EQUITY VALUE FUND	107 731 608
FUSION FUND - BLACKROCK GLOBAL ALLOCATION FUND	118 732 219
FUSION FUND - BT WHOLESALE CORE AUSTRALIAN SHARE FUND	129 799 382
FUSION FUND - CASH TRUST	103 529 951
FUSION FUND - COLONIAL FIRST STATE WHOLESALE GLOBAL RESOURCES FUND	127 328 465
FUSION FUND - COLONIAL FIRST STATE WHOLESALE GEARED SHARE FUND	118 731 972
FUSION FUND - DWS GLOBAL EQUITY AGRIBUSINESS FUND	127 328 358
FUSION FUND - DWS GLOBAL EQUITY THEMATIC FUND	121 390 967
FUSION FUND - ELEY GRIFFITHS GROUP SMALL COMPANIES FUND	121 390 903
FUSION FUND - FIDELITY AUSTRALIAN EQUITIES FUND	124 096 162
FUSION FUND - GVI GLOBAL INDUSTRIAL SHARE FUND	124 090 615
FUSION FUND - MACQUARIE ASIAN ALPHA FUND	118 732 282
FUSION FUND-MACQUARIE INTERNATIONAL INFRASTRUCTURE SECURITIES FUND	118 731 838
FUSION FUND - PERENNIAL GLOBAL PROPERTY TRUST	121 390 574
FUSION FUND - PERENNIAL VALUE SHARES WHOLESALE TRUST	107 731 877
FUSION FUND - PERPETUAL WHOLESALE AUSTRALIAN FUND	103 530 632

FUSION FUND - PLATINUM ASIA FUND	127 328 563
FUSION FUND - PLATINUM INTERNATIONAL FUND	103 530 230
FUSION FUND - PREMIUM CHINA FUND	124 090 848
FUSION FUND - RUSSELL EMERGING MARKETS FUND	129 792 150
FUSION FUND - UBS PROPERTY SECURITIES FUND	124 096 126
FUSION FUND - VAN EYK BLUEPRINT AUSTRALIAN SHARES FUND	103 530 445
FUSION FUND - VAN EYK BLUEPRINT INTERNATIONAL SHARES FUND	103 530 043
FUSION FUND - VANGUARD AUSTRALIAN PROPERTY SECURITIES INDEX FUND	129 792 347
FUSION FUND - VANGUARD AUSTRALIAN SHARES INDEX FUND	124 096 215
FUSION FUND - VANGUARD INTERNATIONAL SHARES INDEX FUND (HEDGED)	124 096 242
FUSION FUND-WALTER SCOTT GLOBAL EQUITY FUND	113 115 496
FUSION FUND - WINTON GLOBAL ALPHA FUND	129 799 604
FUSION FUND - ZURICH INVESTMENTS GLOBAL THEMATIC SHARE FUND	118 732 120
PARAGON COMMERCIAL SYNDICATE	091 277 397
WPS MORTGAGE FUND	142 210 919

CORPORATIONS ACT 2001
Subsection 601PA(3)

ASIC may deregister the managed investment scheme(s) listed below two months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this twenty-first day of February 2014

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARSN

PACIFIC RETAIL ACTIVE TRUST

164 538 505

PACIFIC RETAIL HOLDING TRUST

164 538 041

Corporations Act 2001
Subsection 164(3)

Notice is hereby given that ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administrative Appeals Tribunal prevents it from doing so.

ANATARA THERAPEUTICS PTY LTD
ACN 145 239 872 will change to a public company limited by shares. The new name will be ANATARA THERAPEUTICS LIMITED ACN 145 239 872.

CH BIOTECH PTY LTD ACN 163 648 986 will change to a public company limited by shares. The new name will be CH BIOTECH LIMITED ACN 163 648 986.

FISHER & PAYKEL AUSTRALIA HOLDINGS LIMITED ACN 003 659 425 will change to a proprietary company limited by shares. The new name will be FISHER & PAYKEL AUSTRALIA HOLDINGS PTY LIMITED ACN 003 659 425.

MACQUARIE ADVANCED INVESTMENT MANAGEMENT LIMITED ACN 131 476 910 will change to a proprietary company limited by shares. The new name will be MACQUARIE ADVANCED INVESTMENT MANAGEMENT PTY LIMITED ACN 131 476 910.

PACIFIC INDUSTRIAL SERVICES PTY LIMITED
ACN 154 229 562 will change to a public company limited by shares. The new name will be PACIFIC INDUSTRIAL SERVICES LIMITED ACN 154 229 562.

BUZZCARD LTD. ACN 150 494 821 will change to a proprietary company limited by shares. The new name will be BUZZCARD PTY LTD ACN 150 494 821.

DP HEALTHCARE SOLUTIONS PTY LTD
ACN 133 614 561 will change to a public company limited by shares. The new name will be DP HEALTHCARE SOLUTIONS LIMITED ACN 133 614 561.

INNER CIRCLE HOLDINGS LIMITED
ACN 103 020 775 will change to a proprietary company limited by shares. The new name will be INNER CIRCLE HOLDINGS PTY LTD ACN 103 020 775.

MACQUARIE FORESTRY MANAGEMENT LIMITED ACN 163 421 761 will change to a proprietary company limited by shares. The new name will be MACQUARIE FORESTRY MANAGEMENT PTY LIMITED ACN 163 421 761.