



ASIC

Australian Securities &
Investments Commission

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Contents

Notices under Corporations Act 2001

13-0436	13-0439	13-0441	13-0447
13-0448	13-0449	13-0451	13-0452
13-0454	13-0455	13-0457	13-0458
13-0477	13-0478	13-0479	13-0483
13-0484	13-0488	13-0489	13-0490
13-0491	13-0492		

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.

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13 - 0436

NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

Notice is hereby given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order, a copy of which is set out below, which order took effect on the date of service of the order on the person to whom it relates, being 9 April 2013.

**Australian Securities and Investments Commission
Corporations Act 2001 section 915B****Notice of Suspension of Australian Financial Services Licence**

To: LM Investment Management Limited ACN 077 208 461
FTI Consulting
Corporate Centre One
Level 9
2 Corporate Court
BUNDALL QLD 4217

TAKE NOTICE that under s915B(3)(b) of the Corporations Act 2001 (**Act**), the Australian Securities and Investments Commission (**ASIC**) hereby suspends Australian financial services licence number 220281 held by LM Investment Management Limited ACN 077 208 461 (**Licensee**) until 9 April 2015.

Under s915H of the Act, ASIC specifies that the licence continues in effect as though the suspension had not happened for the purposes of the provisions of the Act specified in Schedule B regarding the matters specified in Schedule A.

Schedule A

The provision by the Licensee of financial services which are reasonably necessary for, or incidental, to the transfer to a new responsible entity, investigating or preserving the assets and affairs of, or winding up of,:

1. LM Cash Performance Fund ARSN 087 304 032;
2. LM First Mortgage Income Fund ARSN 089 343 288;
3. LM Currency Protected Australian Income Fund ARSN 110 247 875;
4. LM Institutional Currency Protected Australian Income Fund ARSN 122 052 868;
5. LM Australian Income Fund ARSN 133 497 917;
6. LM Australian Structured Products Fund ARSN 149 875 669;
7. The Australian Retirement Living Fund ARSN 162 406 162.

Schedule B

- (a) The provisions of Chapter 5C;
- (b) The provisions of Chapter 7, other than the provisions in Parts 7.2, 7.3, 7.4 and 7.5.

Dated this 9th day of April 2013

Signed 
Graeme Darcy Plath, a delegate of the Australian Securities and Investments Commission

13-0439

**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 [13-0439].

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;

13-0439

- (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
 - (iii) “offer document” in paragraph 15 of the Interpretation; and

13-0439

- (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:
- “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 ASX Limited ACN 008 624 691 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

13-0439

- (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
 - (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 shares, 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 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; or
 - (c) either to be issued a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share;
- where the performance right is offered for no 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:

13-0439

- (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 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 Wildhorse Energy Employee Performance Rights Plan (under which the performance rights are referred to as

13-0439

performance rights) and the terms of which are substantially in the same form as those provided to ASIC on 10 March 2013; and

(d) *issuer* means Wildhorse Energy Ltd 117 085 748 and any related body corporate.

Dated this 12th April 2013



Signed by Anne Phelan
as a delegate of the Australian Securities and Investments Commission

13-0441

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F(1)(a) – Exemption**

Enabling provisions

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 1020F(1)(a) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 13-0441.

Commencement

3. This instrument commenced on 10 April 2013.

Exemption

4. Suncorp Group Limited (ABN 66 145 290 124) (*SGL*) does not have to comply with Division 5A of Part 7.9 of the Act for offers it makes to purchase CPS from Eligible CPS Holders on the condition that the sale proceeds will be automatically reinvested in subordinated notes to be issued by SGL (*Reinvestment Offer*) as described in a prospectus lodged by SGL with ASIC on or about 10 April 2013 (*Prospectus*).

Conditions of the relief

5. In order to rely on the exemption in paragraph 4, SGL must give or send to each Eligible CPS Holder a copy of the Prospectus which complies with paragraph 6, by:
 - (a) giving the Prospectus to the Eligible CPS Holder personally; or
 - (b) sending the Prospectus:
 - (i) by post to the address for the Eligible CPS Holder in the register of members or an alternative address (if any) nominated by the Eligible CPS Holder; or
 - (ii) to the fax number or electronic address (if any) nominated by the Eligible CPS Holder.
6. The Prospectus:
 - (a) must contain the following statements and information:
 - (i) a statement that the Reinvestment Offer is open until the closing date set out in the Prospectus; and

13-0441

- (ii) information about the minimum and maximum number (if any) of CPS an Eligible CPS Holder can sell through the Reinvestment Offer; and
- (iii) a statement that the market price of CPS is subject to change from time to time; and
- (iv) a statement that an Eligible CPS Holder may be able to sell or dispose of their CPS at a price higher or lower than the price they would receive if they were to sell their CPS through the Reinvestment Offer; and
- (v) information about how to obtain up-to-date information on the market price of CPS; and
- (vi) information about any other significant characteristics or features of the Reinvestment Offer or of the rights and obligations of Eligible CPS Holders who elect to participate in the Reinvestment Offer; and
- (vii) information about any alternatives that the Eligible CPS Holder may have to participating in the Reinvestment Offer.

Interpretation

In this instrument:

CPS means convertible preference shares issued by Suncorp-Metway Limited (ABN 66 010 831 722) (*SML*) on 12 June 2008.

Eligible CPS Holder means a holder of CPS who is on the register of members at 7.00pm on 5 April 2013.

register of members means the register of members of SML required to be set up and maintained under section 169 of the Act.

Dated 10 April 2013



Signed by Fiona Laidlaw

as a delegate of the Australian Securities and Investments Commission

13-0447

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 926A(2)(b), 992B(1)(b) and 1020F(1)(b) —
Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 926A(2)(b), 992B(1)(b) and 1020F(1)(b) of the *Corporations Act 2001* (the *Act*).

Exemption

2. This exemption applies to an interest in a managed investment scheme (*serviced strata scheme*) which involves an owner (*investor*) of real property (*strata unit*), in the investor's discretion, making their strata unit available for use by a person (*operator*) as part of a serviced apartment, hotel, motel or resort complex located at **78-80 Marine Parade, Kingscliff in the State of New South Wales, Lots 1-50 of Strata Plan 69243**, developed in accordance with an approval of a local government organisation that has been given to ASIC and in relation to which, on 1 March 2000, there was no person who had bought or agreed to buy a strata unit and who, before agreeing to buy, had been offered an interest in the scheme.
3. An interest in the serviced strata scheme is exempt from the following provisions of the Act:
 - (a) Part 7.6 (other than Divisions 4 and 8); and
 - (b) section 992AA; and
 - (c) section 1017F.

Where exemption applies

4. The exemption in paragraph 3 only applies where all of the following requirements are satisfied:
 - (a) the sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;
 - (b) each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:
 - (i) by a person other than the operator or an associate of the operator;and

13-0447

- (ii) under an agreement that the operator made with that person before the notice of withdrawal was given;
- (c) each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
- (d) the operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is a financial services licensee;
- (e) no payment is liable to be made by an investor to participate in the scheme other than:
 - (i) payment of money to buy the strata unit; and
 - (ii) one or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where in any 3 month period the total of such payments relates to a period of no more than 3 months and where:
 - (A) that total is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the operator during the period to which the payments relate; and
 - (B) where a FFE Fund has been established for the investor — no payment or part thereof is used for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit in relation to the period to which the payment relates unless all money in the Fund has first been expended; and
 - (iii) where a FFE Fund has been established for the investor — one or more payments into the Fund where:
 - (A) each payment is by way of a deduction from rental income of the scheme that would otherwise be paid to the investor in relation to a period and does not exceed 3% of the gross rent attributable to the investor for the period; and
 - (B) the balance of the Fund at all times does not exceed \$5,000 for each strata unit made available by the investor for use as part of the scheme;
- (f) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme;
- (g) the serviced apartment, hotel, motel or resort complex is operated in accordance with a written agreement entered into or to be entered into between the operator and each investor which agreement includes provisions as specified in paragraph 5;

13-0447

- (h) the operator takes reasonable steps to ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution is held on trust for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- (i) where a FFE Fund has been established for an investor, the operator takes reasonable steps to ensure that:
 - (A) the money comprising the Fund is held on trust for the investor in a trust account and subject to audit as to whether the money has been dealt with in accordance with the terms of the trust by a registered company auditor at least annually; and
 - (B) the balance of the Fund is promptly returned to the investor at the termination of the scheme or upon the investor's withdrawal from the scheme, whichever occurs first;
- (j) each person that is involved in making an offer of interests in the scheme for issue does not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers;
- (k) the operator complies with the provisions specified in paragraph 5 which are included in the agreement referred to in subparagraph (g).

Terms of agreement between investor and operator

- 5. The agreement specified in subparagraph 4(g) is to contain provisions to the following effect:
 - (a) *Transfer of management rights*
 - (i) If a majority of scheme members advise the operator in writing that they wish to terminate the operator's engagement, the operator must within 9 months transfer the management rights to a person that is chosen by the operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme; and
 - (ii) If an operator fails to complete that transfer within the 9 month period, the operator must cause the transfer of the management rights to a replacement operator named in a written notice given by a majority of scheme members, at a price specified in the notice; and
 - (iii) A transfer referred to in subparagraph (i) or (ii) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred

13-0447

to in subparagraph (b)(ii) unless the body corporate has consented to the transfer; and

(b) *Consent of body corporate to new care-taking arrangements*

- (i) If an operator receives a notice under subparagraph (a)(i), the operator must advise all body corporate members of the name of the person to whom the transfer is to be made; and
- (ii) Unless the body corporate has consented to the transfer, an operator does not have to transfer the management rights to the person named in the notice described in subparagraph (a)(ii) if a majority of body corporate members state in writing to the operator that the person should not be engaged by the body corporate to perform care-taking functions; and
- (iii) If a majority of body corporate members make a decision referred to in subparagraph (b)(ii), a majority of scheme members may then at any time name a replacement operator by a written notice, to whom the operator must transfer the management rights at a price specified in the notice and the notice will be taken to be given in accordance with subparagraph (a)(ii); and
- (iv) This subparagraph does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under subparagraph (a)(ii) or (b)(iii) before that notice is given to the operator; and

(c) *Price payable on transfer*

The price scheme members specify in a notice under subparagraph (a)(ii) must be one of the following:

- (i) the average of two valuations of the management rights by independent qualified valuers nominated by the Australian Property Institute (or another relevant independent professional body approved by ASIC); or
- (ii) the highest bona fide bid for the management rights (excluding a bid by the operator or its associates) at an auction of which at least 60 days' notice had been given; or
- (iii) the highest bona fide amount tendered (excluding any tender by the operator or its associates) for the management rights following reasonable efforts to market the property for at least 60 days; and

(d) *Voting*

- (i) In determining if there is a majority of scheme members or body corporate members, the operator and its associates and any person

13-0447

nominated as a replacement operator and associates of that person must not be counted; and

- (ii) For scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the scheme relates, and otherwise each member shall have one vote; and
- (iii) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings; and
- (iv) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision; and

(e) *Costs*

- (i) Any member may arrange a valuation or auction of, or may market, the management rights before or after the expiration of the 9 month period referred to in subparagraph (a)(i) for the purposes of determining a price to be specified in a notice under subparagraph (a)(ii); and
- (ii) If a member incurs any reasonable valuation, auction or marketing costs under subparagraph (i) that member is entitled to be reimbursed out of the price payable by any person nominated by the members as transferee of the management rights when the price is paid to the operator; and

(f) *Assistance*

The operator must give reasonable assistance to enable the transferee to operate the resort, hotel, motel or serviced apartment complex including making available information concerning any prospective bookings; and

(g) *Definitions*

In this paragraph:

scheme members means investors in the scheme excluding the operator and its associates.

management rights means all real or personal property (including contractual rights) held by the operator or any of its associates that facilitates the operation of the scheme.

transfer in relation to management rights means to assign or transfer the management rights or to cause another person to become the holder of those rights or rights substantially the same as those rights.

13-0447

Interpretation

6. In this instrument:

FFE Fund means a fund established for an investor consisting of money paid by the investor and any interest accrued on that money, to be used from time to time in accordance with the written agreement referred to in subparagraph 4(g) for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit made available by the investor for use as part of the scheme.

offer is to be interpreted in accordance with subsection 1010C(2) of the Act.

Dated this 10th day of April 2013



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



13-0448

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: AFA Super Pty Ltd
ACN 097 110 686 ("the Licensee")
2 The Oasis Centre Victoria Avenue
Broadbeach QLD 4218

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 273198 held by AFA Super Pty Ltd with effect from the date on which this notice is given to the Licensee.

Dated this 11 April 2013.

Signed

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

13-0449

NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

Notice is given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has taken the action set out in the Notice below, which action took effect on 10 April 2012.

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION –
Section 915B****NOTICE OF CANCELLATION OF AUSTRALIAN FINANCIAL SERVICES
LICENCE**

To: Flowers Financial Management Pty Ltd ACN 087 534 950
c/- Domenico Alessandro Calabretta and Steven Arthur Gladman
Hall Chadwick
Level 29
31 Market Street
SYDNEY NSW 2000

Under paragraph 915B(3)(b) of the *Corporations Act 2001* (the Act), the Australian Securities and Investments Commission (**ASIC**) hereby cancels Licence Number 235382 held by Flowers Financial Management Pty Ltd ACN 087 534 950 (**the Licensee**).

Dated this 8th day of April 2013.

Signed:.....



John Mazurkiewicz
Delegate of the
Australian Securities and Investments Commission.



13-0451

ASIC

Australian Securities & Investments Commission

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

Notice of Suspension of an Australian Financial Services Licence

TO: Provident Capital Limited
ACN 082 735 573 ("the Licensee")
'Goldfields House',
Level 11, 1 Alfred Street
Sydney NSW 2011

Under paragraph 915B(3)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) hereby suspends Australian Financial Services Licence Number 225172 (*Licence*) held by Provident Capital Limited ACN 082 735 573 (the *Licensee*) until 15th October 2013 unless the suspension is revoked earlier by ASIC.

Under section 915H of the *Act*, ASIC specifies that the Licence continues in effect as though the suspension had not happened for the purposes of the provisions of the *Act* specified in Schedule B in relation to the matters specified in Schedule A.

Schedule A

The provision by the Licensee of financial services that:

- (a) are reasonably necessary for, or incidental to, the winding up of the following registered schemes:

13-0451

- (i) Provident Capital Monthly Income Fund ARSN 134 487 362;
and
 - (ii) Provident Capital High Yield Fund ARSN 134 487 577; and
- (b) only relate to dealing in debentures.


Schedule B

The following provisions of the Act:

- (a) Chapter 5C; and
- (b) Chapter 7, other than the provisions of Parts 7.2, 7.3, 7.4 and 7.5.

Dated this 15th day of April 2013.

Signed


.....

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

13 - 0452



Australian Market Licence (FEX Global Pty Ltd) 2013

Corporations Act 2001

I, WILLIAM RICHARD SHORTEN, Minister for Financial Services & Superannuation and Minister for Employment & Workplace Relations, grant this Licence under subsection 795B(1) of the Corporations Act 2001.

Dated 4 April 2013

Minister for Financial Services & Superannuation and Minister for Employment & Workplace Relations

1. Name of Licence

This Licence is the *Australian Market Licence (FEX Global Pty Ltd) 2013*.

2. Commencement

This Licence commences when it is granted.

3. Definitions

In this Notice:

Act means *Corporations Act 2001*.

ASIC means Australian Securities and Investments Commission.

Australian ADI has the meaning given by section 9 of the Act.

cash means current assets valued at the amount of cash for which they can be expected to be exchanged within five business days.

13-0452

cash flow means FEX's own cash flow.

cash flow positive means cash flow greater than zero.

clearing entity means an entity that has the right, under the FEX operating rules, to undertake clearing and settlement in respect of transactions executed on the market.

CS facility licensee has the meaning given by section 761A of the Act.

derivative has the meaning given by section 761D of the Act.

Division 3 arrangements has the meaning given by section 880B of the Act.

eligible financial provider means an Australian ADI or an entity that is approved for the purposes of sections 8 and 9 by ASIC in writing and that is:

- (a) a foreign deposit-taking institution; or
- (b) an entity of undoubted financial substance.

energy derivatives means derivatives where the amount of consideration or the value of the arrangement is ultimately determined, derives from or varies by reference to the value of any of the following:

- (a) coal;
- (b) crude oil;
- (c) electricity; and
- (d) natural gas.

environmental compliance scheme means arrangements relating to meeting some or all of a person's obligations about the generation of renewable energy or the emission of particular gases into the atmosphere.

environmental derivatives means derivatives where the amount of consideration or the value of the arrangement is ultimately determined, derives from or varies by reference to the value of an instrument, right or obligation in or arising from an environmental compliance scheme:

- (a) of the Commonwealth or of any State or of the Australian Capital Territory or of the Northern Territory or of Norfolk Island; or
- (e) that the Commonwealth or any State or the Australian Capital Territory or of the Northern Territory or of Norfolk Island is a party to or participates in; or
- (c) of any foreign state that may have been established to meet or assist in meeting the obligations that the foreign state may have under the United Nations Framework Convention on Climate Change done at New York on 9 May 1992, amended and in force from time to time, including any protocol to that convention, for example the Kyoto Protocol.

FEX means FEX Global Pty Ltd (ACN 124 127 224).

13 - 0452

fidelity fund has the meaning given by section 880B of the Act.

LCH means LCH.Clearnet Limited (ARBN 142 251 045).

market means the financial market FEX is authorised to operate under this Licence.

net tangible assets or NTA has the same definition as in ASIC Pro Forma 209 Australian Financial Services Licence Conditions (PF 209) as reissued by ASIC in November 2012, and terms used in that definition also have the same definition as in PF 209.

operating rules has the meaning given by section 761A of the Act.

participant has the meaning given by section 761A of the Act.

procedures means any written procedures issued by FEX in respect of its operating rules.

quarter means a period of three months, ending on 31 March, 30 June, 30 September and 31 December, in each year during which the market operates.

4. Grant of Licence

This Licence is granted to FEX to operate the market through which participants may enter into trades in the financial products mentioned in section 5.

5. Classes of financial products

The classes of financial products that can be dealt with on the market are derivatives, limited to:

- (a) commodity derivatives;
- (b) energy derivatives; and
- (c) environmental derivatives.

6. Clearing and settlement arrangements

- (1) FEX must have clearing and settlement arrangements for transactions effected through the market with:
 - (a) LCH, provided that LCH is a CS facility licensee; or
 - (b) any other CS facility licensee approved for the purpose by the Minister.
- (2) FEX must take reasonable steps to ensure each participant of the market discloses, to each client of the participant located in Australia, before accepting the first order from the client to enter into a transaction on the market that will be cleared and settled by LCH, the differences between the clients' transactions being cleared and settled by LCH and an Australian-based clearing and settlement facility, including but not limited to, the following:

13-0452

- (a) that LCH's principal place of business is located in the United Kingdom, and that the clearing and settlement facility is regulated primarily under the regulatory regime of the United Kingdom; and
- (b) that the rights and remedies of investors whose transactions are cleared and settled through LCH may differ from the rights and remedies of investors whose transactions are cleared and settled by an Australian-based clearing and settlement facility.

7. Compensation arrangements

- (1) The minimum amount of cover required for the Division 3 arrangements is \$1,000,000.
- (2) FEX must maintain:
 - (a) a fidelity fund; or
 - (b) an irrevocable letter of credit from an Australian ADI payable to FEX; or
 - (c) a combination of the sources referred to in paragraph (a) and (b),as the source of funds for its Division 3 arrangements.

8. Conditions which must be satisfied before FEX begins to operate the market

- (1) FEX must not commence operating the market unless all of the following are satisfied:
 - (a) the documents and information referred to in subsections (2) to (7) are given to ASIC, dated not more than 30 days before being given to ASIC;
 - (b) ASIC has confirmed to FEX in writing that all of the conditions set out in subsections (2) to (7) are satisfied; and
 - (c) 14 days have elapsed after the confirmation mentioned in paragraph (b) was given.
- (2) FEX must give to ASIC a written confirmation by a person approved by ASIC and engaged on terms and conditions acceptable to ASIC, including as to the scope of the person's work:
 - (a) of the adequacy of FEX's governance framework for testing technology systems;
 - (b) verifying that prospective participants and data vendors have attested they are operationally ready for the commencement of the market; and
 - (c) of the adequacy and results of FEX's testing of its technology systems, including testing of all necessary external connections which FEX needs to have in place to operate the market, according to the governance framework.

13 - 0452

- (3) FEX must give to ASIC, in writing:
- (a) a projection of FEX's cash flows for the first 12 months of operation of the market, including the projected cash outflow for each month within the period, based on FEX's reasonable estimate of what is likely to happen over that period; and
 - (b) the calculations and assumptions used for preparing the projection referred to in paragraph (a), including a description of why the assumptions relied upon are the appropriate assumptions; and
 - (c) evidence that FEX, based on the projected cash flows under paragraph (a), holds an amount of cash that is no less than the projected total cash outflow for the first six months of operation of the market.
- (4) FEX must give to ASIC written evidence that an eligible financial provider has given to FEX an enforceable and unqualified commitment to pay on demand from time to time to:
- (a) FEX, an amount of cash that is sufficient, based on the projected cash flows under paragraph (3)(a), to cover FEX's total projected cash outflows for the first six months of operation of the market; or
 - (b) FEX's creditors or a trustee for FEX's creditors, an amount for which FEX is liable to those creditors at the time of the demand, not exceeding the amount referred to in paragraph (4)(a).
- (5) FEX must confirm to ASIC in writing that it has employed or engaged all necessary people in all of the positions described in its application under subsection 795A(1) of the Act, and that as a result, it has sufficient human resources to operate the market properly in accordance with its obligations under paragraph 792A(d) of the Act.
- (6) FEX must give to ASIC written evidence of the source of funds for the Division 3 arrangements for the purposes of section 7.
- (7) FEX must give to ASIC written evidence that each person that will be, or is expected to be, a participant or a clearing entity of the market at the time that FEX commences operating the market:
- (a) satisfies the requirements for admission as a participant or a clearing entity, as applicable, under the operating rules and procedures of FEX;
 - (b) has been approved by FEX as a participant or a clearing entity, as applicable, under the operating rules and procedures of FEX;
 - (c) has complied with any conditions of its admission as a participant or a clearing entity, as applicable, under the operating rules and procedures of FEX; and

13 - 0452

- (d) has passed all applicable conformance tests specified by FEX under the operating rules and procedures of FEX, in relation to each facility for the electronic transmission of orders to the FEX market that the person proposes to make available at or around the time that FEX commences operating the market.

9. Financial resource requirements

From at least the date that FEX commences to operate the market until FEX has been cash-flow positive for six consecutive months, FEX:

- (a) must not transfer any funds to a related body corporate (other than as part of trading fee rebates that may be due through trading on the market);
- (b) must give ASIC on a quarterly basis, no later than 28 days after the end of each quarter, a report which contains:
 - (i) a statement of cash flows and a statement of financial position for the quarter;
 - (ii) a projection of cash flows for the next 12 months, including the projected cash outflow for each month within the period, based on FEX's reasonable estimate of what is likely to happen over that period; and
 - (iii) a statement of the directors regarding whether FEX continues to satisfy the requirements of paragraph (c);
- (c) must have at all times:
 - (i) based on the projected cash flows under subparagraph (b)(ii), an amount of cash no less than the projected total cash outflow for the next six months; and
 - (ii) based on the projected cash flows under subparagraph (b)(ii), net tangible assets of an amount that is no less than the projected total cash outflow for the next six months;
 - (iii) an enforceable and unqualified commitment given to FEX by an eligible financial provider to pay on demand from time to time to:
 - A. FEX an amount of cash that is sufficient, based on the most recent projected cash flows under subparagraph (b)(ii), to cover FEX's total projected cash outflows for the next six months of operation of the market; or
 - B. FEX's creditors or to a trustee for FEX's creditors, an amount for which FEX is liable to those creditors at the time of the demand, not exceeding the amount referred to in sub-subparagraph (c)(iii)(A); and

13 - 0452

(d) as soon as practicable, must give written notice to ASIC if:

- (i) it considers its financial resources are insufficient to meet the requirements of paragraph (c);
- (ii) funds are called upon the commitment described in subsection 8(4) or subparagraph (b)(iii);

including a description of the circumstances that led to FEX having to give notice to ASIC under this paragraph and the measures if any that FEX is taking to obtain the financial resources necessary to meet the requirements of paragraph (c).



13-0454

Australian CS Facility Licence (LCH.Clearnet Limited) 2013

Corporations Act 2001

I, WILLIAM RICHARD SHORTEN, Minister for Financial Services & Superannuation and Minister for Employment & Workplace Relations, grant this Licence under subsection 824B(2) of the Corporations Act 2001.

Dated 4. April 2013

Minister for Financial Services & Superannuation and Minister for Employment & Workplace Relations

1. Name of Licence

This Licence is the *Australian CS Facility Licence (LCH.Clearnet Limited) 2013*.

2. Commencement

This Licence commences when it is granted.

3. Definitions

In this Licence:

Act means the *Corporations Act 2001*.

ASIC means the Australian Securities and Investments Commission.

Australian court has the meaning given by section 9 of the Act.

Australian financial services licence has the meaning given by section 761A of the Act.

derivative has the meaning given by section 761D of the Act.

energy derivatives means derivatives where the amount of consideration or the value of the arrangement is ultimately determined, derives from or varies by reference to the value of any of the following:

- (a) coal;
 - (b) crude oil;
 - (c) electricity;
 - (d) natural gas.
-

13 - 0454

environmental compliance scheme means arrangements relating to meeting some or all of a person's obligations about the generation of renewable energy or the emission of particular gases into the atmosphere.

environmental derivatives means derivatives where the amount of consideration or the value of the arrangement is ultimately determined, derives from or varies by reference to the value of an instrument, right or obligation in or arising from an environmental compliance scheme:

- (a) of the Commonwealth or of any State or of the Australian Capital Territory or of the Northern Territory or of Norfolk Island; or
- (b) that the Commonwealth or any State or the Australian Capital Territory or of the Northern Territory or of Norfolk Island is a party to or participates in; or
- (c) of any foreign state that may have been established to meet or assist in meeting the obligations that the foreign state may have under the United Nations Framework Convention on Climate Change done at New York on 9 May 1992, amended and in force from time to time, including any protocol to that convention, for example the Kyoto Protocol.

facility means the clearing and settlement facility that LCH is authorised to operate under this Licence.

FEX means FEX Global Pty Ltd (ACN 124 127 224).

FEX market means the financial market that FEX is authorised to operate under *Australian Market Licence (FEX Global Pty Ltd) 2013*.

Financial Stability Standard means a standard determined under section 827D of the Act.

FSA means the United Kingdom Financial Services Authority or any successor organisation in the United Kingdom responsible for the supervision of the overseas clearing and settlement facility.

LCH means LCH.Clearent Limited (ARBN 142 251 045).

overseas clearing and settlement facility means the clearing and settlement facility LCH is authorised to operate in the United Kingdom.

participant has the meaning given by section 761A of the Act.

RBA means the Reserve Bank of Australia.

4. Grant of licence

This Licence is granted to LCH under subsection 824B(2) of the Act and authorises LCH to operate the overseas clearing and settlement facility in this jurisdiction.

5. Class of financial products

(1) The class of financial products in respect of which the facility can provide services under this Licence is derivatives, limited to:

- (a) commodity derivatives;
- (b) energy derivatives; and
- (c) environmental derivatives.

(2) LCH must not provide services under this Licence in respect of any financial product within the class of financial products referred to in subsection 5(1) unless:

13-0454

- (a) LCH has obtained a written statement of non-objection from the FSA to provide clearing and settlement services for that financial product; and
- (b) ASIC and the RBA have notified LCH in writing that that financial product is an approved financial product for the purposes of this section.

6. Services

The facility may provide services under this Licence only in respect of transactions in the financial products referred to in section 5 that are entered into through the FEX market.

7. Standards and undertakings

LCH must:

- (a) comply with all Financial Stability Standards that LCH is required to comply with under subsection 827D(2) of the Act;
- (b) comply with all undertakings given to ASIC under paragraph 824B(2)(d) of the Act; and
- (c) comply with all undertakings given to the RBA under paragraph 824B(2)(d) of the Act.

8. Participants to be licensed

LCH must require a participant of the facility who carries on a financial services business in this jurisdiction in relation to its participation in the facility to hold an Australian financial services licence covering the provision of the financial services unless the participant is exempt under the Act from the requirement to hold such a licence in relation to its participation in the facility.

9. Jurisdiction of Australian courts

LCH must:

- (a) submit to the jurisdiction of an Australian court in an action brought by ASIC in relation to the facility or the operation of the facility; and
- (b) comply with any order of an Australian court for any matter relating to the facility or the operation of the facility.

13-0455

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 [13-0455].

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) dealing in a financial product in connection with an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (c) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument.

13-0455

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 employee" in paragraph 8 of the Interpretation; and
 - (ii) "eligible offer" in paragraph 9 of the Interpretation; and
 - (iii) "issuer" in paragraph 12 of the Interpretation; and
 - (iv) "offer document" in paragraph 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if:
 - (i) the definition of "eligible employee" in paragraph 8 of the Interpretation were to read:

"8. "eligible employee" means in relation to an issuer:

 - (a) a person who is at the time of an offer under an employee incentive scheme a full or part-time employee or director of the issuer or of an associated body corporate of the issuer; or
 - (b) a prospective full time or part-time employee or director of the issuer or of an associated body corporate of the issuer, where acceptance of an offer of Cash Awards or Dividend Equivalency Rights under an employee incentive scheme and the subsequent grant of such awards or rights is conditional upon the person having become a full or part-time employee or director of the issuer or an associated body corporate;"

13-0455

- (ii) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

“9. “eligible offer” means an offer for issue or sale of Cash Awards or Dividend Equivalency Rights made under an employee incentive scheme extended only to eligible employees of the issuer where each of the Cash Awards and Dividend Equivalency Rights are offered for no monetary consideration;”;

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

“(c) specifies in respect of the Cash Awards and Dividend Equivalency Rights:

- (i) the conditions which must be satisfied before an eligible employee who has elected to participate in the employee incentive scheme will be paid a cash amount; and

- (iii) how the cash amount in subparagraph (c)(ii) will be calculated; and

- (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 Cash Awards and Dividend Equivalency Rights, within a reasonable period of the employee requesting, make available to the employee 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 Cash Awards and Dividend Equivalency Rights relate; and”;

- (iv) in the Interpretation, the following definitions were inserted:

“5A. “Cash Awards” means a contractual right offered by the issuer for no monetary consideration which entitles the holder to receive payment of a cash amount calculated by reference to the fair market value of fully paid shares in the issuer which have been quoted on the financial market operated by the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period;”;

“7A. “Dividend Equivalency Rights” means a contractual right offered by the issuer for no monetary consideration which entitles the holder to receive payment of a cash amount equal to dividends paid during the vesting period of the rights with respect to the number of fully paid shares in the issuer which have been quoted on the financial market operated by the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than

13-0455

a total of 2 trading days during that period underlying the rights;".

Conditions

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the conditions of the class order as expressed to apply to them.

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 Cash Awards and Dividend Equivalency Rights, made under an arrangement known as the AXIS Capital Holdings Limited 2007 Long Term Equity Compensation Plan, the terms of which are substantially in the same form as those provided to ASIC on 16 March 2013 or if amended, remain clear, concise and effective and are not amended in a manner which would adversely affect the interests of participants;
- (d) *issuer* means AXIS Capital Holdings Limited, a foreign entity incorporated in Bermuda and any related body corporate; and
- (e) *employee incentive scheme* has the same meaning as "employee share scheme" in the class order.

Dated this 15th day of April 2013



Signed by David Nguyen
as a delegate of the Australian Securities and Investments Commission

13-0457

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 [13-0457].

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;

13-0457

- (c) dealing in a financial product in the course of providing a custodial or depositary 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
 - (iii) “offer document” in paragraph 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if:

13-0457

- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

“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 ASX Limited ACN 008 624 691 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

13-0457

- (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
- (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 shares, 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 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; or
 - (c) either to be issued a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share;where the performance right is offered for no 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:

13-0457

- (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 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 Beadell Resources Limited Long Term Incentive Plan (under which the performance rights are referred to as

13-0457

Performance Rights) the terms of which are substantially in the same form as those provided to ASIC on 15 April 2013; and

- (d) *issuer* means Beadell Resources Limited ACN 125 222 291 and any related body corporate.

Dated this 17th day of April 2013



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

13-0458

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

Enabling Legislation

1. The Australian Securities and Investments Commission (**ASIC**) makes this instrument under paragraph 655A(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 13-0458.

Commencement

3. This instrument commences on 16 April 2013.

Declaration

4. Chapter 6 of the Act applies to APGF Management Limited ACN 090 257 480 (**APGF Management**) in its capacity as responsible entity of the Australian Property Growth Trust ARSN 109 093 816 (**APG Trust**) as if section 609 of the Act as modified or varied by ASIC Class Order [CO 03/634] was further modified or varied by replacing subsection (4) with:

“(4) A person does not have a relevant interest in a company's shares if the relevant interest would arise merely because a company has entered into an agreement to buy-back the shares or a responsible entity of a managed investment scheme has entered into an agreement to buy-back interests in the managed investment scheme where the shares in the company and the interests in the managed investment scheme are stapled securities.

(4A) For the purposes of subsection (4), *stapled security* means two or more financial products including at least one interest in a registered scheme where:

- (a) under the terms on which each of the products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately.”

13-0458

5. Chapter 6 of the Act applies to Australian Property Growth Limited ACN 111 628 589 (**APGF**) and APGF Management as if section 609 of the Act as modified or varied by ASIC Class Order [CO 03/634] and this instrument was further modified or varied by inserting after subsection (13):

“(14) A person does not have a relevant interest in interests of a managed investment scheme if the relevant interest would arise merely because the responsible entity of the scheme has entered into an agreement to buy-back interests in the scheme in accordance with Part 5C.6 or a company has entered into an agreement to buy-back shares in the company where the shares in the company, and the interests in the managed investment scheme, are stapled securities.

(15) For the purposes of subsection (14), *stapled security* means two or more financial products including at least one interest in a registered scheme where:

- (a) under the terms on which each of the products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately.”

6. Chapter 6 of the Act applies to a Stapled Security Holder and APGF Management as if section 611 of the Act as modified or varied by ASIC Class Order [CO 07/422] were further modified or varied by inserting after item 19A:

“(19B) An acquisition that results from the responsible entity of a registered scheme buying interests in the scheme in accordance with Part 5C.6.”

Where this instrument applies

7. APGF and APGF Management in its capacity as responsible entity of the APG Trust each make an invitation to Stapled Security Holders to offer to sell Shares to APGF and to sell Interests to APGF Management (as applicable) (**Buy-Back Invitations**) which:

- (a) are substantially in the terms contemplated by the draft notice of meeting provided to ASIC on or about 27 March 2013;
- (b) are approved, before they are extended, by a resolution passed at a general meeting of APGF and the APG Trust on or about 21 May 2013(**GM**):
 - (i) for which the notice of meeting contains independent advice on the value of the APGF Stapled Securities and the advantages and

13-0458

disadvantages of the proposal under which APGF Stapled Securities will be bought back; and

- (ii) at which no APGF Entity voted any Shares or Interests which it held in a personal or principal capacity; and
- (c) in relation to the invitation made by APGF, complies with the conditions in subsection 257B(2) of the Act, subject to subsection 257B(3) of the Act, except that:
- (i) APGF does not comply with paragraph (a) of subsection 257B(2) of the Act but rather the Buy-Back Invitations made by APGF relate only to Shares;
 - (ii) APGF does not comply with paragraph (b) of subsection 257B(2) of the Act but rather invites all holders of APGF Stapled Securities as at the Record Date to offer for sale to APGF some or all of their Shares in accordance with the terms of the Buy-Back Invitations;
 - (iii) APGF does not comply with paragraph (c) of subsection 257B(2) of the Act, but rather all persons who hold Stapled Securities have a reasonable opportunity to offer for sale some or all of their Shares to APGF in accordance with the terms of the Buy-Back Invitations;
 - (iv) APGF does not comply with paragraph (d) of subsection 257B(2) of the Act but rather the Buy-Back Agreements are not entered into until the Tender Period has closed; and
 - (v) APGF does not comply with paragraph (e) of subsection 257B(2) of the Act but rather the Buy-Back Invitations are to be made by APGF to every Stapled Security Holder for those holders of APGF Stapled Securities to sell their Shares to APGF for APGF to buy-back those Shares on the same terms subject to:
 - i. each holder having the ability to nominate a maximum number of APGF Stapled Securities, comprising Shares and Interests, which they wish to offer for sale to APGF; and
 - ii. a Scale Back Mechanism operating to ensure that APGF does not exceed the Buy-Back Amount.

Interpretation

APGF Entity means APGF and its related bodies corporate.

APGF Group means APGF, APGF Management and the APG Trust.

APGF Stapled Security means an Interest and a Share which under the terms upon which each of the products may be traded, must only be transferred together.

13-0458

Buy-Back means an acquisition of APGF Stapled Securities by the APGF Group in accordance with a resolution of Stapled Security Holders made during May 2013.

Buy-Back Agreement means an agreement between the APGF Group and a Stapled Security Holder to acquire an agreed number of APGF Stapled Securities.

Buy-Back Amount means the amount obtained by multiplying the Buy-Back Price by the number of APGF Stapled Securities determined by APGF to be bought back in accordance with the Buy-Back Execution Rules.

Buy-Back Execution Rules means if, prior to expiry of the Tender Period, the APGF Group receives offers to sell APGF Stapled Securities that in aggregate amount are:

- (a) more than the Buy-Back Amount, then offers to sell must be bought back by APGF Group at the Buy-Back Price, subject to a reduction in the number of APGF Stapled Securities participating in the Buy-Back under the Scale Back Mechanism; or
- (b) equal to or less than the Buy-Back Amount, then all offers to sell must be bought back by the APGF Group at the Buy-Back Price.

Buy-Back Price means \$0.0936, being the price at which the APGF Group has invited Stapled Security Holders to sell each Stapled Security under the Buy-Back.

Interest means an interest in the APG Trust.

Record date means on or about 31 May 2013.

Scale Back Mechanism means a pro rata reduction in the number of Stapled Securities bought back under the Buy-Back, being the proportion needed to ensure that no more than the Buy-Back Amount is bought back.

Share means a fully paid ordinary share in the capital of APGF.

Stapled Security Holder means the holder of an APGF Stapled Security.

Tender Period means the period during which offers to sell may be made by Stapled Security Holders under the Buy-Back.

Dated this 16th day of April 2013



Signed by Ben Phillips
as a delegate of the Australian Securities and Investments Commission

13-0477

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 1020F(1)(a) — Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 13-0477.

Commencement

3. This instrument commences on 17th April 2013

Exemptions

4. MAFIP Limited ACN 080 764 183 (*MAFIP*) is exempt from the requirements of paragraph 1013D(1)(m) of the Act in relation to information to be disclosed in a Product Disclosure Statement (*PDS*) for a miscellaneous financial risk product in accordance with paragraphs 1013D(1)(b) and 1013D(1)(d) of the Act.

Where exemptions apply

5. The exemption in paragraph 4 applies where each of the following is satisfied:
 - (a) the PDS specifies any significant factors that will affect any significant benefits associated with the miscellaneous financial risk product and includes an explanation of the impact of each of those factors on the significant benefits associated with the miscellaneous financial risk product, in particular the following factors:
 - (i) MAFIP is not an insurer and it does not provide insurance cover;
 - (ii) MAFIP has the sole and absolute discretion on whether to pay any claim;
 - (iii) The discretionary protections offered each year by MAFIP are linked to the areas of insurance issued to MAFIP members by Golden Arches Insurance Limited.
 - (b) the PDS includes information about the circumstances in which and the way in which the significant benefits are provided under the miscellaneous financial risk product including:
 - (i) MAFIP will issue each member with a Schedule of Protection recording the protections, the limits that apply for each of the protections, and the date on which each protection starts and expires;
 - (ii) A change of commercial circumstances of a member may impact on the amount of money set aside by MAFIP to meet its predicted financial exposures as well as impact on the number of member claims it can respond to during the protection year.

- (c) the PDS specifies any significant factors that will affect the cost of acquiring the miscellaneous financial risk product and includes an explanation of the impact of each of those factors on the cost of acquiring the miscellaneous financial risk product; and
- (d) the PDS includes information about any excess or deductible amount that applies in relation to a claim under the miscellaneous financial risk product.

Conditions

- 6. The miscellaneous financial risk product to which the PDS relates is only issued to wholesale clients.

Interpretation

- 7. In this instrument:

miscellaneous financial risk product means a mutual product through which, or through the acquisition of which, a person manages a financial risk but does not include a financial product under section 764A of the Act.

significant benefits means a significant benefit to which a holder of the product will or may become entitled, the circumstances in which and times at which those benefits will or may be provided, and the way in which those benefits will or may be provided.

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

Dated this 17th day of April 2013



Signed by Jordan Sugunasingam
as a delegate of the Australian Securities and Investments Commission

13-0478

**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 [13-0478].

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;

13-0478

- (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
 - (iii) “offer document” in paragraph 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if:

13-0478

- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

“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 New York Stock Exchange 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

13-0478

equivalent of that price were the formula applied at the date of the eligible offer; and

- (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 shares, 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 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; or
- (c) either to be issued a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share;

where the performance right is offered for no 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 acquire unissued shares and performance rights under every other employee

13-0478

share schemes of the issuer to vest or to be accepted or exercised, as applicable;

- (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 Edwards Lifesciences Corporation Long-Term Stock Incentive Compensation Program, as amended and restated (under which the performance rights are referred to as "Restricted Stock Units"), the Australian Addendum and the Australian Offer Document, the terms of which are substantially in the same form as those provided to ASIC on 21 March 2013; and

13-0478

- (d) *issuer* means Edwards Lifesciences Corporation, a company incorporated under the laws of the State of Delaware, United States of America and any related body corporate.

Dated this 17th day of April 2013



Signed by Fiona Laidlaw
as a delegate of the Australian Securities and Investments Commission

13-0479

**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 [13-0479].

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 depository 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;

13-0479

- (c) dealing in a financial produce 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
 - (c) 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
 - (iii) “offer document” in paragraph 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if:

13-0479

- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

“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 Australian Stock Exchange (ASX) 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

13-0479

equivalent of that price were the formula applied at the date of the eligible offer; and

- (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 shares, 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 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; or
 - (c) either to be issued a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share;

where the performance right is offered for no 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 acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;

13-0479

- (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 Employee Long Term Incentive Plan of Uranium Equities Limited (under which the performance rights are referred to as Performance Rights) and the terms of which are substantially in the same form as those provided to ASIC on 20 March 2013; and
- (d) *issuer* means Uranium Equities Limited ACN 009 799 553 and any related body corporate.

13-0479

Dated this 17th of April 2013

A handwritten signature in black ink, appearing to read 'Davis Zhang', with a long horizontal stroke extending to the right.

Signed by Davis Zhang
as a delegate of the Australian Securities and Investments Commission

13-0483

Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 601QA(1)(a), 741(1)(a), 926A(2)(a),
992B(1)(a), 1020F(1)(a) and 1020F(1)(b) — Exemption

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 741(1)(a), 926A(2)(a), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 13-0483.

Commencement

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

Exemptions

4. ASIC exempts:
 - (a) the issuer;
 - (b) a related body corporate of the issuer; and
 - (c) the Custodian or the Manager,from Parts 6D.2, 6D.3 (except section 736 of the Act) and 7.9 of the Act where that person:
 - (d) makes an eligible offer;
 - (e) offers to arrange for the issue of financial products under an eligible offer;
 - (f) issues a financial product under an eligible offer,on the conditions set out in paragraph 10 of this instrument 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 paragraph 10 of this instrument have not been met.
6. ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 of the Act 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 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.

13-0483

7. ASIC exempts:
- (a) the issuer who is exempt from Part 6D.2 or Part 7.9 of the Act because of paragraph 4 of this instrument; and
 - (b) a related body corporate of the issuer,
- from the requirement to hold an Australian financial services licence for the provision of the following financial services:
- (c) the provision of a custodial or depository service in connection with an eligible offer covered by 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
 - (d) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph 7(c) of this instrument; and
 - (e) dealing in a financial product in connection with an offer covered by the exemption in paragraph 4 of this instrument where any acquisition by purchase or disposal of the product (by the issuer or a related body corporate 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 of the Act 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 the offer.
9. ASIC exempts:
- (a) the issuer;
 - (b) a related body corporate of the issuer; or
 - (c) the Custodian or the Manager; or
 - (d) 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) of the Act in relation to the operation of that managed investment scheme relating to an eligible offer covered by the exemption in paragraph 4 of this instrument.

Conditions

10. The following conditions apply:
- (a) the issuer must ensure that the eligible offer must be substantially on the terms set out in the letter from Herbert Smith Freehills to ASIC dated 26 March 2013, titled 'Thales Australia Employee Offering 2013' on behalf of the issuer; and
 - (b) the person making the offer must:

13-0483

- (i) include that offer in an offer document; and
 - (ii) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (iii) 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
- (c) the issuer must take reasonable steps to ensure that Thales Australia complies with any undertaking required to be made in the offer document by reason of this instrument; and
- (d) the issuer must take reasonable steps to ensure that the number of shares the subject of the offer when aggregated with:
- (i) 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
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to the Group Savings Plan or any other employee share scheme extended only to eligible employees of the issuer;
- but disregarding any offer made, or option 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 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
 - (v) an offer that did not need disclosure to investors because of section 708 of the Act; or
 - (vi) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
 - (vii) 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; and
- (e) 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
 - (f) the issuer 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

13-0483

- (g) the issuer, through Thales Australia must make the statements of assets, balance sheets and statements of income (together with the related notes) of the FCPE and the auditors' reports of those statements 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
- (h) the issuer must take reasonable steps to ensure that upon Thales Australia 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
- (i) the issuer must take reasonable steps to ensure that Thales Australia must, on behalf of the issuer and the Manager, accept notices, correspondence and service of process at a registered office or principal place of business in Australia; and
- (j) upon Thales Australia 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 issuer on any approved foreign market is suspended, the issuer through Thales Australia must notify ASIC within 7 days; and
- (k) the issuer, through Thales Australia, must make available for public inspection at Thales Australia'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
- (l) the issuer, through Thales Australia, 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
- (m) the FCPE must at all times be approved or authorised or registered by the French Autorité des Marchés Financiers (the *Relevant Agency*) and the Group Saving Plan must at all times be authorised under the law of France; and
- (n) 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
- (o) within 14 days of the date of this instrument, ASIC must be provided with:
 - (i) certified copies of the Rules and any other related documents;
 - (ii) a certified copy of any written approval or authorisation issued by the Relevant Agency in relation to the eligible offer; and
 - (iii) if any document is not in English, a certified translation of that document into English; and
- (p) the issuer must take reasonable steps to ensure that each related body corporate of the issuer 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:
 - (i) the names and addresses of each employee;

13-0483

- (ii) the extent of the holding of each employee;
- (iii) the date at which the name of each employee was entered in the register; and
- (iv) the date at which any employee's interest ceased; and
- (q) 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 offer unless ASIC notifies Thales Australia in writing that it does not object to the modification or variation; and
- (r) the issuer must take reasonable steps to ensure that the Manager and the Custodian must comply with the provisions of the Rules; and
- (s) the eligible offer must at all times comply with the law of France.

Interpretation

11. In this instrument:

- (a) except where otherwise stated, references to provisions are to provisions of the Act.
- (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.

12. In this instrument:

approved foreign market means NYSE 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;

current market price means in relation to a share, the price published by the NYSE 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 France, a company registered in France), where the Custodian, by way of contract with the issuer, in connection with an eligible offer acts for or on behalf of the issuer;

eligible employee means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme:

- (a) a full-time or part-time employee of the issuer or of a related body corporate of the issuer; or
- (b) a director of the issuer or of a related body corporate of the issuer who holds a salaried employment or office in the issuer or a related body corporate of the issuer;

13-0483

eligible offer means an offer to issue or transfer 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;
- (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, as described as the Group Savings Plan, on terms not significantly different to those described in a letter to ASIC dated 26 March 2013, titled 'Thales Australia Employee Offering 2013', from Herbert Smith Freehills on behalf of the issuer, extended only to eligible employees of the issuer;

FCPE means the Fonds Commun de Placement D'Entreprise governed by the Rules;

financial product advice has the meaning given by section 766B of the Act;

general advice has the meaning given by section 766B of the Act;

Group Savings Plan means the Thales SA Group Savings Plan for employees of companies of the Thales group;

issuer means Thales SA, a company registered in France;

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

offer has a meaning affected by sections 700, 702 and 1010C of the Act;

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 offered, the issuer through Thales Australia 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

13-0483

- (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 Thales Australia 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), 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 Group Savings 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 law 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;

Rules means the rules of the Group Savings Plan, the rules of the “Thales Actionnariat Salarié” FCPE (comprised of the “World Classic” compartment – originally approved by the AMF on September 13, 2002, for the Classic Plan, and of the “Action Protect 2013” compartment for the Guaranteed Plan, approved by the AMF on 15 March 2013) and the rules of the World Classic Relais 2013 FCPE Relais approved by the AMF on 15 March 2013, each as amended from time to time;

Thales Australia means Thales Australia Holdings Pty Ltd ACN 058 583 841;

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

Dated this 18th day of April, 2013



Signed by Joshua Gladwin
as a delegate of the Australian Securities and Investments Commission



13 - 0484

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: FX Global Capital Pty Ltd
ABN 63 141 275 372 ("the Licensee")
Suite 46, Level 7
591 George St
Sydney NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 387687 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 18 April 2013

Signed

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

13-0488

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 283GA(1)(a), 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 283GA(1)(a), 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 13-0488.

Commencement

3. This instrument commences on gazettal.

Exemption

4. The issuer and any related body corporate does not have to comply with Parts 2L.1, 2L.2, 2L.3, 2L.4, 2L.5, 6D.2 and 6D.3 (except section 736), and Part 7.9 of the Act, where the issuer or a related body corporate:
 - (a) makes an eligible offer;
 - (b) offers to arrange for the issue of financial products under an eligible offer;
 - (c) issues a financial product under an eligible offer,that involves a contribution plan but does not involve the issuer or any other related body corporate of the issuer offering any eligible employee of the issuer a loan or similar financial assistance for the purpose of, or in connection with, the acquisition of financial products to which the offer relates, on the conditions set out in this instrument and for so long as the conditions are met.
5. For the avoidance of doubt, ASIC exempts a person who operates a managed investment scheme only by reason of operating a contribution plan relating to an eligible offer to which paragraph 4 of this instrument relates from section 601ED of the Act in relation to the operation of that managed investment scheme.
6. Where the issuer or a related body corporate is exempt from Part 7.9 in relation to an eligible offer because of the exemption in paragraph 4, the issuer and any related body corporate 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 offer (including any general advice given in the offer

13-0488

- 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 offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
 - (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);
 - (d) issuing a financial product under an eligible offer covered by paragraph 4 of this instrument;
 - (e) dealing in a financial product in connection with an eligible offer where any acquisition by purchase or disposal of the product by the issuer or a related body corporate 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.
 - (f) in the case where paragraph 5 above applies – dealing in an interest in a managed investment scheme that is exempt from section 601ED because of that paragraph.
7. Where the issuer or a related body corporate is exempt from Part 7.9 in relation to an eligible offer because of the exemption in paragraph 4, the issuer and any related body corporate also does not have to comply with sections 736, 992A and 992AA of the Act in relation to an eligible offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
8. ASIC exempts a financial product that is the subject of an eligible 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 offer has been made, acquire the financial product as a retail client;
 - (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.

13-0488

Conditions

The following conditions apply:

9. 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
10. the issuer must comply (or, in the case of an issuer which does not have a registered office in this jurisdiction, cause a related body corporate which does so have a registered office to comply) with any undertaking required to be made in the offer document by reason of this instrument; and
11. in the case where the employee share scheme may involve the issue of shares – the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible offer, when aggregated with:
 - a) 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 acquire unissued shares and performance rights under every other employee share scheme of the issuer to vest or to be accepted or exercised; and
 - b) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (i) an eligible offer extended only to eligible employees; and
 - (ii) 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:

- c) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- d) an offer that did not need disclosure to investors because of section 708 of the Act; or

13-0488

e) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or

f) 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

In this instrument:

12. except where otherwise stated, references to provisions are to provisions of the Act;
13. 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;
14. "approved foreign market" means the NASDAQ OMX Helsinki Stock Exchange;
15. "Australian dollar equivalent" in relation to a price means price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which price relates;
16. "contribution plan" means a plan under which a participating eligible employee may save money by regular deductions from wages or salary (including through salary sacrifice arrangements) towards paying for shares offered for issue or sale under an employee share scheme where the terms and conditions of the contribution plan include terms and conditions to the effect that:
 - a) all deductions from wages or salary made in connection with participation in the contribution plan must be authorised by the employee on the same form of application which is used in respect of the offer, or on a form which is included in or accompanies the offer document;
 - b) before transferring contributions to acquire shares, any contributions made by an employee as part of the contribution plan must be held by the issuer in trust for the employee in an account of an Australian ADI which is established and kept by the issuer only for the purpose of depositing contribution money and other money paid by employees for the shares on offer under the employee share scheme; and
 - c) the employee may elect to discontinue their participation in the contribution plan at any time and as soon as practicable after that election is made all money deposited with the Australian ADI in relation to that employee, including any accumulated interest, must be repaid to that employee;

13-0488

17. "current market price" means in relation to a share, the price published by the operator of the principal financial market on which the share is quoted as the final price for the previous day on which the share was traded on that financial market;
18. "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 or part-time employee or director of the issuer or of a related body corporate of the issuer;
19. "eligible offer" means an offer for issue or sale of fully-paid shares or performance rights:
- a) 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 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
 - b) made under an arrangement known as the Nokia Employee Share Purchase Plan (under which the performance rights are referred to as Matching Shares and Free Shares) the terms of which are substantially in the form as those provided to ASIC on 29 January 2013,

extended only to eligible employees;
- Note: "substantially in the form" means where the terms of the mentioned Nokia Employee Share Purchase Plan which if amended, remain clear, concise and effective and are not amended in a manner which adversely affects the interests of participants.
20. "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
21. "financial product advice" has the meaning given by section 766B;
22. "general advice" has the meaning given by section 766B;

13-0488

23. "issuer" means Nokia Corporation, Business Identity Code 0112038-9, a foreign company incorporated under the laws of Finland whose shares are quoted on the NASDAQ OMX Helsinki Stock Exchange;
24. "offer" has a meaning affected by sections 700, 702 and 1010C;
25. "offer document" means a document setting out an offer under an employee share scheme that:
- a) includes or is accompanied by a copy, or a summary, of the rules of the scheme under which the offer is made; and
 - b) if a summary (rather than a copy) of the rules of the scheme is given – includes an undertaking that during the period (the "offer period") during which an eligible employee may acquire the financial products offered, the issuer (or, in the case of an issuer which does not have a registered office in this jurisdiction, a related body corporate of the issuer which does so have a registered office) will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the scheme; and
 - c) specifies in respect of the shares or 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
 - d) includes an undertaking, and an explanation of the way in which, the issuer (or in the case of an issuer which does not have a registered office in this jurisdiction, a related body corporate of the issuer which does so have a registered office) will, during the period in which an eligible employee may acquire the shares, 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
 - e) specifies:

13-0488

- (i) the Australian ADI where contributions for the purposes of the contribution plan are held;
- (ii) the length of time they may be held; and
- (iii) the rate of interest payable (if any) on the contributions held in the account;

26. "performance right" means a conditional right:

- a) to be issued 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; or
- c) either to be issued a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of that share;

where the performance right is offered for no monetary consideration.

Dated this 18th day of April 2013



Signed by Davis Zhang
as a delegate of the Australian Securities and Investments Commission



Australian Government

Takeovers Panel

13-0489

CORPORATIONS ACT
SECTION 657A
DECLARATION OF UNACCEPTABLE CIRCUMSTANCES

WORLD OIL RESOURCES LIMITED

CIRCUMSTANCES

1. On 25 February 2013 Holdrey Pty Ltd, as trustee for the Don Mathieson Family Trust (**Holdrey**), announced its intention to make an off-market takeover bid for all the issued shares of World Oil Resources Limited (**World Oil**) at 1.3 cents per share.
2. The Holdrey bid is subject to conditions including that:
None of the following events happen in the period commencing on the Announcement Date and ending at the end of the Offer Period:

(d) WLR or a subsidiary of WLR issuing any shares or granting an option over its shares or agreeing to make such an issue or grant such an option
3. On 12 March 2013 World Oil announced a 1-for-2 non-renounceable rights issue at 1.3 cents per share to raise approximately \$2.5 million (**Rights Issue**).
4. The Rights Issue is not subject to shareholder approval or any mechanism that minimised the potential for the rights issue to frustrate the Holdrey bid.
5. The announcement of the Rights Issue did not adequately disclose information material to shareholders, including:
 - (a) that the announcement of, or issue of shares under, the Rights Issue would trigger a condition of the Holdrey bid or
 - (b) the relative merits of the Rights Issue and the Holdrey bid.
6. The announcement of the Rights Issue triggered the condition set out in paragraph 2 and is a frustrating action.
7. It appears to the Panel that the circumstances are unacceptable having regard to:
 - (a) the effect that the Panel is satisfied the circumstances have had, are having, will have or are likely to have on the control, or potential control, of World Oil and
 - (b) the purposes of Chapter 6 set out in section 602 of the Corporations Act 2001 (Cth) (Act).
8. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3).

13-0489

9. The application by Holdrey raised allegations of association between various shareholders of World Oil. Panel proceedings in relation to the allegations of association are continuing.

DECLARATION

The Panel declares that the circumstances constitute unacceptable circumstances in relation to the affairs of World Oil.



Alan Shaw

Counsel

with authority of David Friedlander

President of the sitting Panel

Dated 4 April 2013



Australian Government

Takeovers Panel

13-0490

**CORPORATIONS ACT
SECTION 657D
ORDERS**

WORLD OIL RESOURCES LIMITED

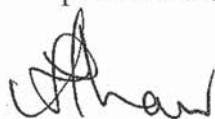
The Panel made a declaration of unacceptable circumstances on 4 April 2013.

THE PANEL ORDERS

1. World Oil Resources Limited (**World Oil**) must not:
 - (a) proceed with the rights issue announced on 12 March 2013 without the rights issue being subject to approval of World Oil shareholders at a general meeting or
 - (b) make or announce another rights issue prior to the end of the offer period for the bid announced by Holdrey Pty Ltd, as trustee for the Don Mathieson Family Trust (**Holdrey**) on 25 February 2013 (**Holdrey Bid**) unless the rights issue is subject to approval of World Oil shareholders at a general meeting.
2. If World Oil proceeds with the rights issue announced on 12 March 2013, or announces another rights issue subject to shareholder approval, the following requirements apply:
 - (a) World Oil must call and arrange to hold a general meeting at which shareholders consider, as an ordinary resolution, approval of the rights issue
 - (b) World Oil must include in the notice of meeting, in a form approved by the Panel, the following information:
 - (i) a comparison of the financial position of World Oil if the rights issue is approved and if it is not approved
 - (ii) a description of the Holdrey Bid
 - (iii) a statement that approval of the rights issue will result in Holdrey being entitled not to proceed with the Holdrey Bid and
 - (iv) a voting exclusion statement. At the time the notice of meeting is dispatched, if the Panel has found any association as alleged in the application by Holdrey, the statement must exclude the associates from voting as ordered by the Panel; otherwise, the statement must be that a voting exclusion statement may be issued subsequently, depending on the Panel's conclusion in relation to alleged association between various World Oil shareholders.
3. Until World Oil shareholders at a general meeting have passed a resolution approving such rights issue:
 - (a) World Oil must not issue shares to subscribers under the rights issue

13-0490

- (b) any money received by World Oil as subscriptions for new shares under the rights issue must be held:
- (i) separately from all other World Oil funds and
 - (ii) on trust for the subscribers.
4. If such rights issue is not approved any subscription money received by World Oil must be returned to the subscribers promptly.
5. If World Oil proceeds with the rights issue announced on 12 March 2013, or announces another rights issue subject to shareholder approval, unless impractical, World Oil must call the meeting to consider approval of such rights issue so that the meeting is held immediately after the conclusion or adjournment of the general meeting held in accordance with the notice issued on 8 March 2013 by Holdrey under section 249D including as a result of the operation of section 249E.
6. Until World Oil shareholders at a general meeting pass a resolution approving either the rights issue announced on 12 March 2013 or any other rights issue, in relation to triggering the condition of the Holdrey Bid that World Oil or a subsidiary of World Oil not issue any shares or grant an option over its shares or agree to make such an issue or grant such an option:
- (a) Holdrey is not entitled to rely on the condition to not proceed with the Holdrey Bid or otherwise rely on the condition once the bid has been made and
 - (b) takeover contracts and acceptances under the Holdrey Bid will not be considered void under s650G as a result of non-fulfillment of the condition provided the meeting is held before the end of the offer period for the Holdrey Bid.



Alan Shaw
Counsel
with authority of David Friedlander
President of the sitting Panel
Dated 4 April 2013



Australian Government

Takeovers Panel

13-0491

CORPORATIONS ACT
SECTION 657A
FURTHER DECLARATION OF UNACCEPTABLE CIRCUMSTANCES

WORLD OIL RESOURCES LIMITED**CIRCUMSTANCES**

1. The shareholders of World Oil Resources Limited (**World Oil**) include:
 - (a) Rokeba Nominees Pty Ltd (**Rokeba**) (13.97% of World Oil's issued shares), a company of which Maurice Silman is a director and the sole shareholder
 - (b) Templefield Pty Ltd (**Templefield**) (3.59%), a company of which Maurice Silman is a director and 75% shareholder (his wife holds the remaining 25%)
 - (c) Ariel Nominees Pty Ltd (**Ariel Nominees**) (2.56%), a company of which Ariel Silman, a son of Maurice Silman, is the sole director and shareholder
 - (d) New Hopetoun Pty Ltd (**New Hopetoun**) (2.56%), a company of which Ezra Silman, another son of Maurice Silman, is the sole director and shareholder
 - (e) Bisan Limited (**Bisan**) (2.56%), a listed company of which Maurice Silman is a director and which Rokeba, Templefield, Ariel Nominees and New Hopetoun are shareholders (in aggregate 29.56%) and
 - (f) Elken Tower Pty Ltd (**Elken**) (3.85%), a company of which Maurice Silman is a director and Bisan is the sole shareholder.
2. The entities listed in paragraph 1 acquired their shareholdings in World Oil as follows:
 - (a) Rokeba commenced acquiring shares on 14 September 2011 and on 6 September 2012 held 16.90%
 - (b) Templefield commenced acquiring shares on 10 October 2011 and at least by 25 September 2012 held 1.48%. The substantial holder notices lodged by Rokeba prior to the notice dated 2 October 2012 did not disclose Templefield's interest
 - (c) Ariel Nominees and New Hopetoun were gifted their holdings by Rokeba on 7 September 2012, reducing Rokeba's holding to 11.78%
 - (d) From September 2012 to March 2013 Rokeba increased its holding to 13.97% and Templefield increased its holding to 3.59%
 - (e) Bisan acquired its holding on 6 and 7 March 2013 and
 - (f) Elken has had its holding since 1998.
3. Maurice and Ariel Silman each have (through their respective entities) investments in World Oil, Bisan and Lemarne Corporation Ltd (**Lemarne**). Investments in Bisan and

13-0491

- Lemarne occurred at similar times. Ariel Silman's investments in World Oil, Bisan and Lemarne were gifted to him by Maurice Silman or Maurice Silman provided the funds for their acquisition. Silkman Consultants Pty Ltd (**Silkman Consultants**), an entity associated with Ariel Silman, holds options in Cohiba Minerals Ltd (**Cohiba**).
4. Maurice and Ezra Silman each have (through their respective entities) investments in World Oil, Bisan and Cohiba. Investments in Cohiba occurred at similar times. Maurice Silman and Cohiba have investments in Altius Mining Ltd. Ezra Silman's investments in World Oil, Bisan and Cohiba were gifted to him by Maurice Silman or Maurice Silman provided the funds for their acquisition.
 5. Silkman Consultants provides services to World Oil. Global Constructive Solutions Pty Ltd (**Global Constructive Solutions**), an entity also associated with Ariel Silman, provides services to World Oil, Bisan, Elken, Lemarne and Cohiba.
 6. The collective shareholding of Maurice Silman, Ariel Silman and Ezra Silman (through their respective entities) and of Bisan and Elken in World Oil increased to over 20% in August 2012. Shortly after that time:
 - (a) 3 of 4 World Oil directors resigned
 - (b) 2 new directors were appointed
 - (c) a company secretary employed by Global Constructive Solutions was appointed and
 - (d) a change in registered address to the address used by Global Constructive Solutions occurred.
 7. A similar pattern of investments, director resignations and appointments, changes in company secretary and changes in registered address occurred in Bisan, Lemarne and Cohiba.
 8. The Panel considers that:
 - (a) Maurice Silman and Ariel Silman
 - (b) Maurice Silman and Ezra Silman and
 - (c) Maurice Silman and Bisanare associated:
 - (d) under section 12(2)(b)¹ for the purpose of controlling or influencing the composition of World Oil's board or the conduct of World Oil's affairs and
 - (e) under section 12(2)(c) in relation to the affairs of World Oil.
 9. Accordingly, Maurice Silman, Rokeba and Templefield have voting power of 29.10% (the aggregate of the shareholdings stated in paragraph 1) in World Oil shares and acquired this power otherwise than as permitted under Chapter 6.
 10. The rights issue announced by World Oil on 12 March 2013 provides shareholders with an opportunity to acquire World Oil shares on a pro-rata basis. That Maurice Silman, Rokeba and Templefield have voting power of 29.10% in World Oil entitles them to benefit from a breach of s606.

¹ References are to sections of the *Corporations Act 2001* (Cth) unless otherwise indicated.

13-0491

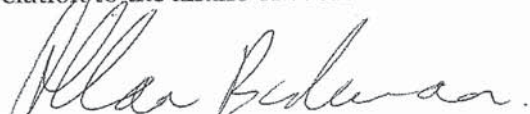
11. Substantial holder notices lodged by Rokeba have not disclosed all the relevant interests in the shares held by Rokeba and its associates. Rokeba addressed one of these deficiencies in an updated substantial holder notice dated 5 April 2013.
12. No initial substantial holder notice or change in substantial holding notice has been lodged by Ariel Silman, Ezra Silman or Bisan disclosing the association with Maurice Silman. As a result, the market has been uninformed in relation to the control of World Oil.
13. It appears to the Panel that the circumstances are unacceptable having regard to:
 - (a) the effect that the Panel is satisfied the circumstances have had, are having, will have or are likely to have on the control, or potential control, of World Oil
 - (b) the purposes of Chapter 6 set out in section 602 and
 - (c) because they constitute or give rise to contraventions of sections 606 and 671B.
14. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3).

OTHER MATTERS

15. On 4 April 2013 the Panel made a declaration of unacceptable circumstances in relation to the rights issue announced by World Oil on 12 March 2013 and noted that proceedings in relation to the allegations of association were continuing.

DECLARATION

The Panel declares that the circumstances constitute unacceptable circumstances in relation to the affairs of World Oil.



Allan Bulman

Director

with authority of David Friedlander

President of the sitting Panel

Dated 12 April 2013



Australian Government

Takeovers Panel

13-0492

**CORPORATIONS ACT
SECTION 657D
ORDERS**

1. In these orders the following terms apply.

Appointed Seller	an investment bank or stock broker
ASIC	Australian Securities and Investments Commission, as agent of the Commonwealth
Associated Parties	Maurice Silman Ariel Silman Ezra Silman Bisan
Bisan	Bisan Limited
on market	has the meaning in s9 ¹
Rokeba	Rokeba Nominees Pty Ltd
Sale Shares	11,500,000 ordinary shares in the issued capital of World Oil held by Rokeba 14,000,000 ordinary shares in the issued capital of World Oil held by Templefield 10,000,000 ordinary shares in the issued capital of World Oil held by Bisan
Templefield	Templefield Pty Ltd
World Oil	World Oil Resources Limited

2. The Sale Shares are vested in the Commonwealth on trust for each of Rokeba, Templefield and Bisan in respect of their Sale Shares.
3. ASIC must:
- (a) sell the Sale Shares in accordance with these orders and

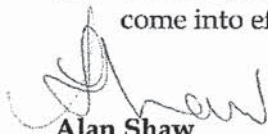
¹ References are to the *Corporations Act 2001* (Cth) unless otherwise specified

13-0492

- (b) account to Rokeba, Templefield and Bisan respectively for the proceeds of sale, net of the costs, fees and expenses of the sale and any costs, fees and expenses incurred by ASIC and the Commonwealth (if any).
- 4. ASIC must:
 - (a) retain an Appointed Seller to conduct the sale and
 - (b) instruct the Appointed Seller to:
 - (i) use the most appropriate sale method to secure the best available sale price for the Sale Shares that is reasonably available at that time in the context of complying with these orders, including the stipulated timeframe for the sale and the requirement that none of the Associated Parties or their respective associates may acquire, directly or indirectly, any of the Sale Shares
 - (ii) provide to ASIC a statutory declaration that, having made proper inquiries, the Appointed Seller is not aware of any interest, past, present, or prospective which could conflict with the proper performance of the Appointed Seller's functions in relation to the disposal of the Sale Shares
 - (iii) unless the Appointed Seller sells Sale Shares on market, obtain from any prospective purchaser of Sale Shares a statutory declaration that the prospective purchaser is not an associate of any of the Associated Parties and
 - (iv) dispose all of the Sale Shares within 3 months from the date of its engagement.
- 5. World Oil and the Associated Parties must do all things necessary to give effect to these orders, including:
 - (a) doing whatever is necessary to ensure that the Commonwealth is registered with title to the Sale Shares in the form approved by ASIC as soon as reasonably practicable after these orders come into effect and
 - (b) until the Commonwealth is so registered, complying with any request by ASIC in relation to the Sale Shares.
- 6. None of the Associated Parties or their respective associates may acquire, directly or indirectly, any of the Sale Shares.
- 7. The Associated Parties must not otherwise dispose of, transfer, grant or agree to grant a security interest over or vote any Sale Shares.
- 8. None of the Associated Parties may:
 - (a) take into account any relevant interest or voting power that any of them or their respective associates had, or have had, in the Sale Shares when calculating the voting power referred to in Item 9(b) of s611 of a person six months before an acquisition exempted under Item 9 of s611 or
 - (b) rely on Item 9 of s611 earlier than six months after these orders come into effect.

13-0492

9. Nothing in these orders obliges ASIC to invest, or ensure interest accrues on, any money held in trust under these orders.
10. Until the Sale Shares have been sold and registered in the name(s) of their purchaser(s):
 - (a) Rokeba and Templefield, in aggregate, must not vote or allow to be voted an additional 6,375,000 ordinary shares in the issued capital of World Oil of the shares they continue to have voting power in and
 - (b) Bisan, including through any subsidiary, must not vote or allow to be voted an additional 2,500,000 ordinary shares in the issued capital of World Oil of the shares it continues to have voting power in.
11. For the purpose of calculating entitlements to subscribe for new shares, and pro-rata participation in any shortfall facility, under the rights issue announced by World Oil on 12 March 2013 the Sale Shares and shares excluded from voting under paragraph 10 must be disregarded.
12. Within two business days after the date after these orders, the Associated Parties must give notice of their substantial holding in World Oil and their association, including disclosing:
 - (a) the name of each associate who has a relevant interest in voting shares in World Oil
 - (b) the nature of their association
 - (c) the relevant interest of each associate and
 - (d) details of any relevant agreement through which they have a relevant interest in World Oil shares.
13. Orders 2, 3, 4 and 5 come into effect on Monday, 22 April 2013. All other orders come into effect immediately.

**Alan Shaw****Counsel****with authority of David Friedlander****President of the sitting Panel****Dated 16 April 2013**

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this nineteenth day of April 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

AW PRODUCTIONS LIMITED LIABILITY COMPANY

149 322 314

JMA CONSULTANTS INC.

154 070 372

MEDIA TREE (ASIA) LIMITED

145 365 573

O&G THE MUSICAL LLC

158 265 082

SANTANA DEVELOPMENT COMPANY, LLC

131 154 357

SANTANA EXPLORATION COMPANY, LLC

131 153 903

CORPORATIONS ACT 2001

Section 601CL(4)

ASIC will strike the foreign companies listed below off the register three months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this nineteenth day of April 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
CALIGEN FOAM LIMITED	090 544 255
HIGH ARCTIC ENERGY SERVICE (L.L.C.)	127 757 966
KEMIRA ASIA PACIFIC PTE. LTD.	118 503 334
PROMAX PROJECT MANAGEMENT GESMBH	131 082 150
VITA CELLULAR FOAMS (UK) LIMITED	140 042 495

CORPORATIONS ACT 2001

Section 601CC(3)

ASIC will strike the companies listed below off the register three months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this nineteenth day of April 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

AUSTRALIAN COLLEGE OF NEONATAL NURSES INCORPORATED

146 977 433

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 nineteenth day of April 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

CENTRO MCS 28

103 353 055

CENTRO MCS 33 TRUST 1

099 937 783

CENTRO MCS 33 TRUST 2

105 152 574

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 nineteenth day of April 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ITC PULPWOOD PROJECT 2001

ITC PULPWOOD 2000 WEST AUSTRALIAN PROJECT

ARSN

096 080 429

091 210 418

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.

AUSTRALIAN HARDBOARDS LIMITED

ACN 088 183 420 will change to a proprietary company limited by shares. The new name will be AUSTRALIAN HARDBOARDS PTY LIMITED ACN 088 183 420.

CSM ENERGY LIMITED ACN 114 795 229

will change to a proprietary company limited by shares. The new name will be

CSM ENERGY PTY LTD ACN 114 795 229.

HUDSON FRAME & TRUSS LIMITED

ACN 094 040 892 will change to a proprietary company limited by shares. The new name will be HUDSON FRAME & TRUSS PTY LIMITED

ACN 094 040 892.

MINERALIS PTY LTD ACN 155 601 102

will change to a public company limited by shares. The new name will be MINERALIS LIMITED
ACN 155 601 102.

NEW EMERALD COAL PTY LTD

ACN 148 891 865 will change to a public company limited by shares. The new name will be
NEW EMERALD COAL LTD ACN 148 891 865.

PROGAMING LTD ACN 135 317 172

will change to a proprietary company limited by shares. The new name will be

PROGAMING PTY LTD ACN 135 317 172.

BREMER PARK LIMITED ACN 081 809 814 will change to a proprietary company limited by shares. The new name will be

BREMER PARK PTY LIMITED ACN 081 809 814.

CUBIC QED LIMITED ACN 111 943 036

will change to a proprietary company limited by shares. The new name will be

CUBIC QED PTY LTD ACN 111 943 036.

KUMAI ENERGY LIMITED ACN 149 112 827 will

change to a proprietary company limited by shares. The new name will be KUMAI ENERGY
PTY LTD ACN 149 112 827.

MORPHEOUS RESOURCES PTY LTD

ACN 147 841 021 will change to a public company limited by shares. The new name will be
MORPHEOUS RESOURCES LTD
ACN 147 841 021.

ORECORP RESOURCES LIMITED

ACN 144 012 395 will change to a proprietary company limited by shares. The new name will be
ORECORP RESOURCES PTY LTD
ACN 144 012 395.

SOLEIR LIMITED ACN 133 151 756 will change to a proprietary company limited by shares. The new name will be SOLEIR PTY LTD ACN 133 151 756.