



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette
No. A20/14, Tuesday, 20 May 2014

Published by ASIC

ASIC Gazette

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RIGHTS OF REVIEW

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

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

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

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14-0327

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 911A(2)(l) — Exemption**

Enabling legislation

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

Title

2. This instrument is ASIC instrument 14-0327.

Commencement

3. This instrument commences on gazettal.

Exemption

4. Fischer Francis Trees & Watts, Inc, a company incorporated in the United States of America (*Company*) is exempt from the requirement to hold an Australian financial services licence in relation to the provision of financial services specified in paragraph 1 of Schedule B of the class order in this jurisdiction to wholesale clients.

Where this instrument applies

5. This instrument applies where the Company meets the requirements specified in Schedules A (except for paragraphs (d), (e) and (f)) and B of the class order.

Conditions

6. The Company must take reasonable steps to comply with the requirements specified in Schedule C of the class order.

Where this instrument ceases to apply

7. This instrument ceases to apply if both of the following are satisfied:
 - (a) the Company becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an

immaterial respect, to comply with a requirement set out in Schedule C of the class order;

- (b) the Company has not provided full particulars of the failure to ASIC (to the extent that the Company knows those particulars or would have known them if it had undertaken reasonable enquiries) within 15 business days after the Company became so aware or should reasonably have become so aware.

Interpretation

8. In this instrument:

class order means ASIC Class Order CO 03/1100 as in force on the date of the instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*.

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

Dated this 15th day of May 2014



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



14 - 0381

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Russell Research Pty Ltd
ACN 150 095 426 ("the Licensee")
Attention: Mr Peter Russell
27 Urquhart Street
Northcote VIC 3070

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 410053 held by the Licensee with effect from the date on which this notice is given to the Licensee

Dated this 12th May 2014

Signed

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



14 - 0393

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Pacific Retail Investment Management Pty Ltd
ACN 163 414 560 ("the Licensee")
Level 1
61 Park Road
Milton, QLD 4064

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 439093 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 13 May 2014

Signed

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

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

14-0404

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraph 911A(2)(l) — Exemption**

Under paragraph 911A(2)(l) of the *Corporations Act 2001* (the *Act*) the Australian Securities and Investments Commission (*ASIC*) exempts the person referred to in Schedule A from the requirement to hold an Australian financial services licence in the case referred to in Schedule B.

Schedule A

Hosking & Co. Limited (the *body*) where all of the following apply:

- (a) the body is:
 - (i) a registered investment adviser; and
 - (ii) a body corporate incorporated in Ireland;
- (b) the body:
 - (i) is registered under Division 2 of Part 5B.2 of the Act; or
 - (ii) has an Agent at the time the body first purports to rely on this instrument and, from that time, has not failed to have an Agent for any consecutive period of 10 business days;
- (c) the body's primary business is the provision of financial services;
- (d) neither the body nor its Agent has been notified by ASIC that the body is excluded from relying on this instrument;
- (e) if the body becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule C:
 - (i) 15 business days have not passed since the body became so aware or should reasonably have become so aware without the body providing full particulars of the failure to ASIC (to the extent that the body knows those particulars or would have known them if it had undertaken reasonable enquiries); and
 - (ii) 30 business days have not passed from ASIC receiving those particulars from the body without ASIC notifying the body that it may continue to rely on this instrument; and
- (f) the body has not notified ASIC that it will not rely on this instrument.

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Schedule B

Where:

1. The body provides any of the following financial services (the *financial services*) in this jurisdiction to wholesale clients:
 - (a) providing financial product advice;
 - (b) dealing in a financial product;
 - (c) making a market for a financial product; or
 - (d) providing a custodial or depository service;in respect of any of the following financial products:
 - (e) derivatives;
 - (f) foreign exchange contracts;
 - (g) securities;
 - (h) debentures, stocks or bonds issued by a government;
 - (ha) managed investment products; or
 - (i) interests in a managed investment scheme that is not required to be registered under Chapter 5C of the Act; and
2. the body has provided ASIC with:
 - (a) evidence that paragraph (a) of Schedule A is satisfied that ASIC has stated in writing is adequate; and
 - (b) a notice that it will provide financial services in this jurisdiction in reliance on this instrument; and
 - (c) a deed of the body for the benefit of and enforceable by ASIC and other persons referred to in subsection 659B(1) of the Act that applies notwithstanding that the body may have ceased to rely, or never have relied, on this instrument, which deed provides that:
 - (i) the deed is irrevocable except with the prior written consent of ASIC; and
 - (ii) the body submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection

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659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise; and

- (iii) the body covenants to comply with any order of an Australian court in respect of any matter relating to the provision of the financial services; and
 - (iv) if the body is not registered under Division 2 of Part 5B.2 of the Act, service of process on the body in relation to legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise can be effected by service on the Agent; and
 - (v) the body covenants that, on written request of either the SEC or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist the SEC to disclose to ASIC and ASIC to disclose to the SEC any information or document that the SEC or ASIC has that relates to the body; and
- (d) written consents to the disclosure by the SEC to ASIC and ASIC to the SEC of any information or document that the SEC or ASIC has that relates to the body. The consents must be in such form (if any) as ASIC specifies in writing.

Schedule C

1. The body must provide each of the financial services in this jurisdiction in a manner which would comply, so far as is possible, with the US regulatory requirements if the financial service were provided in the US in like circumstances.
2. The body must:
 - (a) notify ASIC, as soon as practicable and in any event within 15 business days after the body became aware or should reasonably have become aware, and in such form as ASIC may from time to time specify in writing, of the details of:
 - (i) each significant change to, including the termination of, the registration as a registered investment adviser applying to the body relevant to the financial services the body provides or intends to provide in this jurisdiction; and
 - (ii) each significant particular exemption or other relief which the body obtains from the US regulatory requirements relevant to the financial services the body provides or intends to provide in this jurisdiction; and

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- (iii) each action or investigation of the following kinds taken by the SEC or other overseas regulatory authority against the body in a foreign jurisdiction in relation to financial services provided in the foreign jurisdiction:
 - (A) significant enforcement action;
 - (B) significant disciplinary action;
 - (C) significant investigation (unless, after having taken reasonable steps to enable notification to be given to ASIC, the body is prohibited by law from giving such notification but only to the extent of the prohibition); and
- (b) provide written disclosure to all persons to whom the financial services are provided in this jurisdiction (before the financial services are provided) containing prominent statements to the following effect:
 - (i) the body is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial services; and
 - (ii) the body is regulated by the SEC under US laws, which differ from Australian laws; and
- (c) if ASIC gives the body a written notice directing the body to lodge with ASIC, within the time specified in the notice, a written statement containing specified information about any financial service provided by the body in this jurisdiction-comply with the notice.

Interpretation

In this instrument:

address, in relation to a company, means the address of the registered office of the company;

Agent means a natural person resident in this jurisdiction or a company, whose name and address were last notified to ASIC by the body for the purposes of this instrument, and who is authorised to accept on the body's behalf, service of process from ASIC and, in relation to proceedings relating to a financial services law, from any person referred to in subsection 659B(1) of the Act;

custodial or depository service has the meaning given by section 766E of the Act;

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

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

financial services law has the meaning given by section 761A of the Act;

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foreign exchange contract has the meaning given by section 761A of the Act;

making a market has the meaning given by section 766D of the Act;

notice and notified mean, respectively, written notice and notified in writing;

overseas regulatory authority means a foreign regulatory authority (other than the SEC) which regulates financial services and which is established by or for the purposes of a foreign government or legislative body;

registered investment adviser means a body corporate or a partnership formed in the US or State of the US registered under section 203(c) of the Investment Advisers Act of 1940 of the US;

SEC means the Securities and Exchange Commission of the US;

securities has the meaning given by section 761A of the Act;

US means the United States of America;

US regulatory requirements means the rules that apply in relation to the financial services including any applicable legislation, instruments made under that legislation and any relevant policies or other documents (however described) issued by the SEC; and

wholesale client has the meaning given in section 761G of the Act.

Commencement

This instrument takes effect on gazettal.

Dated this 12th day of May 2014



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

14-0408

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0408.

Commencement

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

Declaration

4. Part 7.9 of the Act applies to Westfield America Management Limited ACN 072 780 619 (*WAML*) in its capacity as the responsible entity of the WFD Trust ARSN 168 765 875 (*WFD*) and Westfield Management Limited ACN 001 670 579 (*WML*) in its capacity as the responsible entity of the Westfield Trust ARSN 090 849 746 (*WT*) as if:

(a) section 1014B(1) of the Act were omitted;

(b) Subdivision C of Division 2 of Part 7.9 of the Act were modified or varied by adding after section 1013M:

**"1013MA Combining a Supplementary Product Disclosure Statement,
and a supplementary explanatory memorandum in a single document**

(1) A Supplementary Product Disclosure Statement of a registered scheme and a supplementary explanatory memorandum in relation to a notice of meeting may be combined in one document."; and

(c) section 1015C were modified or varied by inserting after subsection (5):

"(6) For the purpose of subsection (1)(a)(ii), where a Statement is in or accompanies a notice of meeting of members of a company or registered scheme or an explanatory memorandum that includes resolutions to be voted on by members of a registered scheme, each member of the company or scheme is taken to have nominated the address shown in the register of members maintained by the company or responsible entity of the scheme under Chapter 2C."

14-0408

Where this instrument applies

5. The Westfield Group Supplementary Securityholder Booklet is provided to all holders of Westfield Group Stapled Securities.
6. The Westfield Group Supplementary Securityholder Booklet clearly explains at or near the front that it comprises two Supplementary Product Disclosure Statements and a supplementary explanatory memorandum in relation to the Proposal.
7. The Westfield Group Supplementary Securityholder Booklet is sent to the address of each holder of Westfield Group Stapled Securities shown in the registers of members of WHL, WT and WAT (as applicable).
8. No security comprising interests in WFD, WRT1 or WRT2 will be issued on the basis of the Westfield Group Securityholder Booklet (as supplemented by the Westfield Group Supplementary Securityholder Booklet) after the issue of securities approved at the relevant meetings referred to in the Westfield Group Securityholder Booklet, and in any event no such securities will be issued on the basis of the Westfield Group Securityholder Booklet (as supplemented by the Westfield Group Supplementary Securityholder Booklet) after 13 months after the date of the Westfield Group Securityholder Booklet.
9. The Westfield Group Securityholder Booklet sets out how the consideration for interests in WFD, WRT1 and WRT2 issued or transferred under the Proposal would be provided if the Proposal is approved.

Interpretation

In this instrument:

Proposal means the arrangement described in the Westfield Group Securityholder Booklet (as supplemented by the Westfield Group Supplementary Securityholder Booklet) by which Scentre Group (comprising WRT1, WRT2, WHL and WT) and Westfield Corporation (comprising WAT, Westfield Corporation Limited ACN 166 995 197 and WFD) will be created and which is the subject of meetings of holders of Westfield Group Stapled Securities, held on or about 29 May 2014.

Supplementary WFD PDS means the Supplementary Product Disclosure Statement dated 9 May 2014 supplementing the WFD PDS.

Supplementary WRT PDS means the Supplementary Product Disclosure Statement dated 9 May 2014 supplementing the WRT PDS.

WAT means the Westfield America Trust ARSN 092 058 449.

Westfield Group Securityholder Booklet means the booklet dated 11 April 2014, sent to holders of Westfield Group Stapled Securities in relation to the Proposal which contains an explanatory memorandum, notices of meeting, the WRT PDS and the WFD PDS.

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Westfield Group Supplementary Securityholder Booklet means the booklet dated 9 May 2014, sent to holders of Westfield Group Stapled Securities which contains a supplementary explanatory memorandum, the Supplementary WRT PDS and the Supplementary WFD PDS.

Westfield Group Stapled Securities means shares in WHL, interests in WT and interests in WAT which, under the terms on which each is to be traded, must be transferred together.

WFD PDS means the Product Disclosure Statement dated 11 April 2014 for the transfer of units in WFD under the Proposal.

WHL means Westfield Holdings Limited ACN 001 671 496.

WRT1 means the Westfield Retail Trust 1 ARSN 146 934 536

WRT2 means the Westfield Retail Trust 2 ARSN 146 934 652

WRT PDS means the Product Disclosure Statement dated 11 April 2014 for the issue of units in WRT1 and WRT2 under the Proposal.

Dated this 9th day of May 2014.



Signed by Jenny Taing
as a delegate of the Australian Securities and Investments Commission

14-0409

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 951B(1)(a) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 951B(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0409.

Commencement

3. This instrument takes effect on the day it is signed.

Exemption

4. Westfield Management Limited ACN 001 670 579 (*WML*) in its capacity as the responsible entity of the Westfield Trust ARSN 090 849 746 (*WT*) and Westfield America Management Limited ACN 072 780 619 (*WAML*) in its capacity as the responsible entity of the Westfield America Trust ARSN 092 058 449 (*WAT*) do not have to comply with Division 2 of Part 7.7 of the Act.

Where this instrument applies

5. The exemption in paragraph 4 applies where WML or WAML provides or gives financial product advice to members of WT and WAT that is:
 - (a) General Advice;
 - (b) provided in connection with the Proposal; and
 - (c) contained in the Westfield Group Supplementary Securityholder Booklet.

Interpretation

6. In this instrument:

General Advice has the meaning given by subsection 766B(4) of the Act.

Proposal means the arrangement described in the Westfield Group Securityholder Booklet (as supplemented by the Westfield Group Supplementary Securityholder Booklet) by which Scentre Group (comprising WRT1, WRT2, WHL and WT) and Westfield Corporation (comprising WAT, Westfield Corporation Limited ACN 166 995 197 and WFD) will be created

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and which is the subject of meetings of holders of Westfield Group Stapled Securities, held on or about 29 May 2014.

Supplementary WFD PDS means the Supplementary Product Disclosure Statement dated 9 May 2014 supplementing the WFD PDS.

Supplementary WRT PDS means the Supplementary Product Disclosure Statement dated 9 May 2014 supplementing the WRT PDS.

Westfield Group Securityholder Booklet means the booklet dated 11 April 2014, sent to holders of Westfield Group Stapled Securities which contains an explanatory memorandum, notices of meeting, the WRT PDS and the WFD PDS.

Westfield Group Supplementary Securityholder Booklet means the booklet dated 9 May 2014, sent to holders of Westfield Group Stapled Securities which contains a supplementary explanatory memorandum, the Supplementary WRT PDS and the Supplementary WFD PDS.

Westfield Group Stapled Securities means shares in WHL, interests in WT and interests in WAT which, under the terms on which each is to be traded, must be transferred together.

WFD means the WFD Trust ARSN 168 765 875.

WFD PDS means the Product Disclosure Statement dated 11 April 2014 for the transfer of units in WFD under the Proposal.

WHL means Westfield Holdings Limited ACN 001 671 496.

WRT1 means the Westfield Retail Trust 1 ARSN 146 934 536.

WRT2 means the Westfield Retail Trust 2 ARSN 146 934 652.

WRT PDS means the Product Disclosure Statement dated 11 April 2014 for the issue of interests in WRT1 and WRT2 under the Proposal.

Dated this 9th day of May 2014



Signed by Jenny Taing
as a delegate of the Australian Securities and Investments Commission

14-0410

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0410.

Commencement

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

Declaration

4. Part 7.9 of the Act applies to RE1 Limited ACN 145 743 862 (*RE1*) in its capacity as the responsible entity of the Westfield Retail Trust 1 ARSN 146 934 536 (*WRT1*) and RE2 Limited ACN 145 744 065 (*RE2*) in its capacity as the responsible entity of the Westfield Retail Trust 2 ARSN 146 934 652 (*WRT2*) as if:

- (a) subsection 1014B(1) of the Act were omitted;
- (b) Subdivision D of Division 2 of Part 7.9 of the Act were modified or varied by adding after section 1014F:

"1014FA Combining a Supplementary Product Disclosure Statement, a supplementary prospectus and a supplementary explanatory memorandum in a single document

- (1) A Supplementary Product Disclosure Statement of a registered scheme, a supplementary prospectus and a supplementary explanatory memorandum in relation to a notice of meeting may be combined in one document."; and
- (c) section 1015C were modified or varied by inserting after subsection (5):

"(6) For the purpose of subsection (1)(a)(ii) and for the avoidance of doubt, where a Statement is in or relates to a notice of meeting of members of a company or registered scheme or an explanatory memorandum that includes resolutions to be voted on by members of a registered scheme, each member of the company or registered

14-0410

scheme is taken to have nominated the address shown in the register of members maintained by the company or responsible entity of the registered scheme under Chapter 2C."

Where this instrument applies

5. The WRT Supplementary Securityholder Booklet is provided to members of WRT1 and WRT2.
6. The WRT Supplementary Securityholder Booklet clearly explains at or near the front that it comprises a Supplementary Product Disclosure Statement, a supplementary prospectus and a supplementary explanatory memorandum in relation to the Proposal.
7. The WRT Supplementary Securityholder Booklet is sent to the address of each member shown in the registers of members of WRT1 and WRT2 (as applicable).
8. No security comprising a WHL share and a WT unit will be issued on the basis of the WRT Securityholder Booklet (as supplemented by the WRT Supplementary Securityholder Booklet) after the issue of securities approved at the relevant meetings referred to in the WRT Securityholder Booklet, and in any event no such securities will be issued on the basis of the WRT Securityholder Booklet (as supplemented by the WRT Supplementary Securityholder Booklet) after 13 months after the date of the WRT Group Securityholder Booklet.
9. The WRT Securityholder Booklet (as supplemented by the WRT Supplementary Securityholder Booklet) sets out how the consideration for the WHL shares and WT interests, issued or transferred under the Proposal, would be provided if the Proposal is approved.

Interpretation

In this instrument:

Proposal means the arrangement described in the WRT Securityholder Booklet (as supplemented by the WRT Supplementary Securityholder Booklet) by which Scentre Group (comprising WRT1, WRT2, WHL and WT) and Westfield Corporation (comprising Westfield America Trust ARSN 092 058 449, Westfield Corporation Limited ACN 166 995 197 and WFD Trust ARSN 168 765 875) will be created and which is the subject of meetings of members of WRT1 and WRT2 held on or about 29 May 2014.

Supplementary Prospectus means the supplementary prospectus dated 9 May 2014 supplementing the prospectus for the issue of shares in WHL.

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Supplementary PDS means the Supplementary Product Disclosure Statement dated 9 May 2014 supplementing the Product Statement for the issue of interests in WT.

WHL means Westfield Holdings Limited ACN 001 671 496.

WRT Securityholder Booklet means the booklet dated 14 April 2014, sent to members of WRT1 and WRT2 in relation to the Proposal which contains an explanatory memorandum, notices of meeting, a prospectus for the issue of shares in WHL and a Product Disclosure Statement for the issue of interests in WT.

WRT Supplementary Securityholder Booklet means the booklet dated 9 May 2014, sent to members of WRT1 and WRT2, which contains a supplementary explanatory memorandum, the Supplementary Prospectus and the Supplementary PDS.

WT means the Westfield Retail Trust ARSN 090 849 746.

Dated this 9th day of May 2014.



Signed by Jenny Taing
as a delegate of the Australian Securities and Investments Commission

14-0411

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 951B(1)(a) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 951B(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 14-0411.

Commencement

3. This instrument takes effect on the day it is signed.

Exemption

4. RE1 Limited ACN 145 743 862 (*RE1*) in its capacity as the responsible entity of the Westfield Retail Trust 1 ARSN 146 934 536 (*WRT1*) and RE2 Limited ACN 145 744 065 (*RE2*) in its capacity as the responsible entity of the Westfield Retail Trust 2 ARSN 146 934 652 (*WRT2*) do not have to comply with Division 2 of Part 7.7 of the Act.

Where this instrument applies

5. The exemption in paragraph 4 applies where RE1 or RE2 provides or gives financial product advice to members of WRT1 and WRT2 that is:
 - (a) General Advice;
 - (b) provided in connection with the Proposal; and
 - (c) contained in the WRT Supplementary Securityholder Booklet.

Interpretation

6. In this instrument:

General Advice has the meaning given by subsection 766B(4) of the Act.

Proposal means the arrangement described in the WRT Securityholder Booklet (as supplemented by the WRT Supplementary Securityholder Booklet) by which Scentre Group (comprising WRT1, WRT2, Westfield Holdings Limited ACN 001 671 496 and Westfield Trust ARSN 090 849 746) and Westfield Corporation (comprising Westfield America Trust ARSN 092 058 449, Westfield Corporation Limited ACN 166 995 197 and WFD Trust

14-0411

ARSN 168 765 875) will be created and which is the subject of meetings of members of WRT1 and WRT2 held on or about 29 May 2014.

Supplementary Prospectus means the supplementary prospectus dated 9 May 2014 supplementing the prospectus for the issue of shares in Westfield Holdings Limited ACN 001 671 496.

Supplementary PDS means the Supplementary Product Disclosure Statement dated 9 May 2014 supplementing the Product Disclosure Statement for the issue of interests in Westfield Trust ARSN 090 849 746.

WRT Securityholder Booklet means the booklet dated 14 April 2014, sent to members of WRT1 and WRT2 in relation to the Proposal which contains an explanatory memorandum, notices of meeting, a prospectus for the issue of shares in Westfield Holdings Limited ACN 001 671 496 and a Product Disclosure Statement for the issue of interests in Westfield Trust ARSN 090 849 746.

WRT Supplementary Securityholder Booklet means the booklet dated 9 May 2014, sent to members of WRT1 and WRT2, which contains a supplementary explanatory memorandum, the Supplementary Prospectus and the Supplementary PDS.

Dated this 9th day of May 2014



Signed by Jenny Taing
as a delegate of the Australian Securities and Investments Commission

14-0417

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0417.

Commencement

3. This instrument commences on gazettal.

Exemption

4. DBS Bank Ltd. (*DBS*) is exempt from the requirement to hold an Australian financial services licence in relation to the provision of financial services specified in paragraph 1 of Schedule B of the class order in this jurisdiction to wholesale clients.

Where this instrument applies

5. This instrument applies where DBS meets the requirements specified in Schedules A (except for paragraphs (d), (e) and (f)) and B of the class order.

Conditions

6. DBS must take reasonable steps to comply with the requirements specified in Schedule C of the class order.

Where this instrument ceases to apply

7. This instrument ceases to apply if both of the following are satisfied:
 - (a) DBS becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule C of the class order;
 - (b) DBS has not provided full particulars of the failure to ASIC (to the extent that DBS knows those particulars or would have known them if it had undertaken reasonable enquiries) within 15 business days after DBS became aware or should reasonably have become so aware.

14-0417

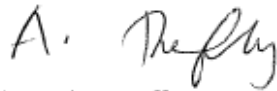
Interpretation

8. In this instrument:

class order means ASIC Class Order [CO 03/1102] 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*;

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

Dated this 8th day of May 2014



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

14-0418

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0418.

Commencement

3. This instrument commences on gazettal.

Exemption

4. DBS Vickers (Hong Kong) Limited ARBN 126 374 678 (*DBS Vickers*) is exempt from the requirement to hold an Australian financial services licence in relation to the provision of financial services specified in paragraph 1 of Schedule B of the class order in this jurisdiction to wholesale clients.

Where this instrument applies

5. This instrument applies where DBS Vickers meets the requirements specified in Schedules A (except for paragraphs (d), (e) and (f)) and B of the class order.

Conditions

6. DBS Vickers must take reasonable steps to comply with the requirements specified in Schedule C of the class order.

Where this instrument ceases to apply

7. This instrument ceases to apply if both of the following are satisfied:
 - (a) DBS Vickers becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule C of the class order;
 - (b) DBS Vickers has not provided full particulars of the failure to ASIC (to the extent that DBS Vickers knows those particulars or would have known them if it had undertaken reasonable enquiries) within 15 business days after DBS Vickers became aware or should reasonably have become so aware.

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Interpretation

8. In this instrument:

class order means ASIC Class Order [CO 03/1103] 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*;

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

Dated this 8th day of May 2014



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

14-0419

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument [14-0419].

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;

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- (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.
8. 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 trustee is exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
- (a) a custodial or depositary service in connection with an eligible incentive plan offer where the trustee performs their duties in good faith and has sufficient resources to perform those duties;
 - (b) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (a); and
 - (c) dealing in a financial product in connection with an eligible incentive plan offer covered by the exemption in paragraph 4 where any acquisition by purchase or disposal of the product by the trustee occurs either:

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- (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.

Declaration

9. Chapter 6D of the Act applies to the trustee as if subsections 707(3) and (4) are omitted from the Act.

Where this instrument applies

10. The exemptions in paragraph 4, 5, 6 and 7 of this instrument apply where the issuer:

- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
 - (i) “eligible offer” in paragraph 9 of the Interpretation; and
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
- (b) would meet the requirements of the class order if:
 - (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation was 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 London 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 was 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

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- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
- (b) by a corporation all of whose members are:
 - (i) employees of the body, or of a related body corporate; or
 - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;"; and
- (iii) in the definition of an "offer document" in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:
 - "(c) specifies in respect of the performance rights or the shares to which the performance rights relate:
 - (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and
 - (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 was inserted:
 - "16A. "performance right" means a conditional right:
 - (a) to be issued or transferred a fully-paid ordinary share in the capital of the issuer; or

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- (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 or transferred 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; and
- (d) in addition to (a), (b), or (c) above, to receive fully-paid ordinary shares in the capital of the issuer, equivalent to the value of dividends paid or payable in respect of a fully-paid ordinary share in the capital of the issuer, less any tax or other payment that the issuer is required by law to withhold,

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

11. The declaration in paragraph 9 of this instrument applies where:

- (a) the issuer makes an offer to issue or transfer a share in the issuer to the trustee under a trust arrangement entered into between the trustee and the issuer in connection with an eligible incentive plan offer;
- (b) the share in the issuer is issued or transferred to the trustee and subsequently transferred by the trustee to, or to the account of, an eligible employee in accordance with the terms of an eligible incentive plan offer accepted by the eligible employee;
- (c) the share in the issuer is issued or transferred to the trustee without disclosure under Part 6D.2 of the Act; and
- (d) the issuer did not issue or transfer the share with the purpose of the eligible employee selling or transferring the share or granting, issuing or transferring interests in, or options or warrants over, the share.

Conditions

12. The issuer can only rely on the exemptions in paragraphs 4, 5, 6 and 7 of this instrument, and the trustee can only rely on the exemption in paragraph 8 and the declaration in paragraph 9 of this instrument, if the issuer and the trustee comply with the following conditions as expressed to apply to them:
- (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:

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- (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 scheme 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

13. 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 Catlin Group Limited Incentive Share Plan 2014 or the Catlin Group Limited Performance Share Plan 2013 (under each of which the performance rights are referred to as Allocations), the terms of

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which are substantially in the same form as those provided to ASIC on 26 February 2014;

- d. *issuer* means Catlin Group Limited, a company incorporated under the laws of Bermuda, and any related body corporate; and
- e. *trustee* means Appleby Trust (Bermuda) Ltd, appointed as trustee under a trust deed known as the Catlin Group Employee Benefit Trust entered into between the issuer and Appleby Trust (Bermuda) Ltd, the terms of which are substantially in the same form as those provided to ASIC on 1 May 2014.

Dated this 8th day of May 2014



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

14-0426

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0426.

Commencement

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

Variation

4. ASIC Instrument [14-0408] is varied by omitting subparagraph 4(b) and substituting:

"(b) Subdivision D of Division 2 of Part 7.9 of the Act were modified or varied by adding after section 1014F:

"1014FA Combining a Supplementary Product Disclosure Statement, and a supplementary explanatory memorandum in a single document

- (1) A Supplementary Product Disclosure Statement of a registered scheme and a supplementary explanatory memorandum in relation to a notice of meeting may be combined in one document."; and"

Dated this 9th day of May 2014



Signed by Jenny Taing
as a delegate of the Australian Securities and Investments Commission

14-0427

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0427.

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;

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- (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
 - (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
 - (b) would meet the requirements of the class order if:

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- (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

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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; or
 - (d) subject to the terms of the relevant offer, to receive a cash amount equivalent to the value of any dividend paid on a fully-paid ordinary share in the capital of the issuer, less any tax or other payment that the issuer is required by law to withhold or pay,

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

Conditions

- 9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
 - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and

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- (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;
 - (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

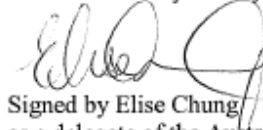
10. In this instrument:

- (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;

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- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Genpact Limited 2007 Omnibus Incentive Compensation Plan (under which the performance rights are referred to as restricted stock units) and the Performance Share Award Agreement (including any appendices thereto), the terms of which are substantially in the same form as those provided to ASIC on 17 April 2014, and the Australian Addendum to the Genpact Limited 2007 Omnibus Incentive Compensation Plan Section 10(a) Prospectus, the terms of which are substantially in the same form as those provided to ASIC on 5 May 2014; and
- (d) *issuer* means Genpact Limited, a foreign corporation incorporated under the laws of Bermuda as a limited exempt company, and any related body corporate.

Dated this 9th day of May 2014



Signed by Elise Chung
as a delegate of the Australian Securities and Investments Commission

14-0428

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 741(1)(a) – Exemption**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument [14-0428].

Commencement

3. This instrument commences on 12 May 2014.

Exemption

4. The Company does not have to comply with subsection 734(2) of the Act.

Where the exemption applies

5. Subject to paragraph 6, this exemption applies to the following information communicated by the Company to its employees:
 - (a) details of the participation of employees in the IPO;
 - (b) details of any employee share plan, employee option plan or employee incentive plan under which offers to the employees of the Company will be made at or about the same time as the IPO;
 - (c) information relating to:
 - (i) changes to the structure and internal administration of the Company as a result of the IPO;
 - (ii) the appointment of officers and managers within the Company as a result of the IPO; and
 - (iii) the timing of the IPO; and
 - (d) information concerning impending announcements in relation to the IPO.

14-0428

Conditions

6. This exemption does not apply if, in communicating any of the information set out in paragraph 5 of this instrument, the Company communicates any advantages, benefits or merits of the IPO.
7. This exemption ceases to apply on the earlier of:
 - (a) the date on which the IPO prospectus is lodged with ASIC; and
 - (b) 6 June 2014.

Interpretation

In this instrument:

Company means New TopCo Pty Limited (ACN 154 313 738) (shortly to be renamed Peters Food Group Limited) and includes its related bodies corporate, its directors and officers, and their related bodies corporate.

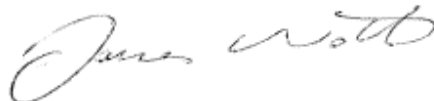
IPO means an initial public offering of Shares.

IPO Prospectus means a disclosure document in respect of the IPO to be lodged with ASIC by the Company and SaleCo on or around 30 May 2014.

SaleCo means Peters SaleCo Pty Ltd (ACN 169 232 204).

Shares means fully paid ordinary shares in the Company.

Dated this 12th day of May 2014



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

14-0430

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 7 May 2014.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

IN THE MATTER OF KELVIN WILLIAM ROY FAIR

BANNING ORDER UNDER SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001

To: Mr Kelvin William Roy Fair

TAKE NOTICE that under sections 920A(1) and s920B(2) of the *Corporations Act 2001* the Australian Securities and Investments Commission prohibits Kelvin William Roy Fair from providing any financial services for a period of SIX (6) months.

Dated this 30th day of April 2014.

Signed: 

Christine Croft

Delegate of the Australian Securities and Investments Commission

Your attention is drawn to subsection 920C(2) of the Corporations Act 2001 which provides that a person must not engage in conduct which breaches a banning order that has been made against the person. Contravention of subsection 920C(2) is an offence.

14-0431

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(b) and 673(1)(b) – Declarations**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 655A(1)(b) and 673(1)(b) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 14-0431.

Commencement

3. This instrument commences on 12 May 2014.

Declarations

4. Chapter 6 of the Act applies to Pareto Securities AS (*Pareto*) as if section 609 of the Act, as notionally varied by Class Order [CO 13/520], were further modified or varied by inserting:

“(14) A person does not have a relevant interest in securities merely because they apply restrictions on the disposal of the securities by the holder”.

5. Chapter 6C of the Act applies to Pareto as if Part 6C.1 of the Act, as notionally varied by Class Order [CO 13/520], were further modified or varied by inserting:

“671BB Escrow Agreements

For the purposes of section 671B and the definition of *substantial holding* in section 9, a person has a relevant interest in securities if the person would have a relevant interest in the securities but for subsection 609(14)”.

Where this instrument applies

4. This instrument applies to an acquisition of a relevant interest in the securities of African Petroleum Corporation Limited ACN 125 419 730 (*Escrowed Securities*) arising as a result of the entry into one or more escrow agreements or deeds (each an *Escrow Agreement*) between Pareto and any one or more of the *Security Holders* where each Escrow Agreement:

14-0431

- (a) restricts disposal of, but not the exercise of voting rights attaching to, the Escrowed Securities;
- (b) terminates no later than 12 months after the date of execution of the relevant Escrow Agreement;
- (c) allows the Security Holder to accept into a takeover bid where:
 - (i) holders of at least half of the bid class securities that are not the subject of an escrow agreement to which the offer under the bid relates have accepted; and
 - (ii) the Escrow Agreement requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
- (d) allows the Escrowed Securities to be transferred or cancelled as part of an arrangement under Part 5.1 of the Act; and
- (e) is in substantially the same form provided to ASIC on 14 April 2014.

Interpretation

5. In this instrument:

Security Holders are the following persons:

- (a) Sarella Investments Limited
- (b) Jeffrey Couch
- (c) Timothy Turner
- (d) Jens Pacc.

Dated 12 May 2014



Signed by Yuki Kobayashi
as a delegate of the Australian Securities and Investments Commission

14-0433

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0433.

Commencement

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

Declaration

4. Chapter 6D of the Act applies to:

- (a) members of iSentia Holdings Pty Limited ACN 144 573 795 (*iSentia Holdings*); and
- (b) investors to whom disclosure is not required under section 708 of the Act in connection with a process for generating, capturing and recording investor demand for the subscription for ordinary shares in iSentia Group Limited ACN 167 541 568 (*iSentia (Bookbuild)*) under the proposed offer for issue (*IPO*) of fully paid ordinary shares in iSentia (*Shares*), conducted prior to lodgment of the prospectus for the IPO with ASIC,

who make an offer of Shares as if section 707 was modified or varied by omitting subsections 707(3) and (4) and substituting the following subsections:

- “(3) An offer of a body’s securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:
- (a) without disclosure to investors under this Part; and
 - (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 and 708A does not say otherwise.

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

Where this declaration applies

5. This declaration applies where a shareholder of iSentia makes an offer of Shares for sale within 12 months of their issue and where:

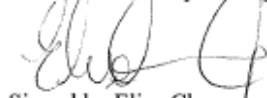
(a) those Shares were issued without disclosure under Chapter 6D of the Act:

- (i) in consideration for their shares in iSentia Holdings; or
- (ii) to investors to whom disclosure is not required under section 708 of the Act in connection with the Bookbuild under the IPO, conducted prior to lodgment of the prospectus for the IPO with ASIC,

on or immediately prior to the completion of the IPO; and

(b) a prospectus is lodged with ASIC on or about 19 May 2014 by iSentia, in relation to the IPO.

Dated this 14th day of May 2014



Signed by Elise Chung

as a delegate for the Australian Securities and Investments Commission

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 sixteenth day of May 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

DOMAINE DIVERSIFIED PROPERTY FUND

108 289 827

GMO HEDGED GLOBAL EQUITY TRUST

114 490 130

GUILDGRAPE PROJECT NO 1 AND PROPERTY TRUST

103 890 848

MAX TRUST

115 268 669

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 sixteenth day of May 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

ALLIANCE BERNSTEIN GLOBAL THEMATIC GROWTH FUND, INC.	089 705 199
ASAP MEDICAL LIMITED	155 827 482
EDGEN MURRAY PTE. LTD.	122 476 377
NORTHPOINT INVESTMENTS AUSTRALIA LIMITED	168 682 228
THE CREATIVE ASSEMBLY INTERNATIONAL LIMITED	101 090 180
TRADE TECHNOLOGIES ASIA LIMITED	163 883 707

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this sixteenth day of May 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

BANK LEUMI LE-ISRAEL B.M.

084 676 040

QATAR PETROCHEMICAL COMPANY (QAPCO) Q.S.C

134 517 061

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.

A.C.N. 003 401 698 LIMITED ACN 003 401 698 will change to a proprietary company limited by shares. The new name will be A.C.N. 003 401 698 PTY LIMITED ACN 003 401 698.

ASSOCIATED ADVISORY PRACTICES LTD ACN 118 000 150 will change to a proprietary company limited by shares. The new name will be ASSOCIATED ADVISORY PRACTICES PTY LTD ACN 118 000 150.

BLACKWOOD CORPORATION LIMITED ACN 103 651 538 will change to a proprietary company limited by shares. The new name will be BLACKWOOD CORPORATION PTY LIMITED ACN 103 651 538.

COMPAIR (AUSTRALASIA) LIMITED ACN 004 152 907 will change to a proprietary company limited by shares. The new name will be GARDNER DENVER INDUSTRIES PTY LIMITED ACN 004 152 907.

LEBANESE & ARABIC BEAUTY CONTEST LIMITED ACN 142 521 962 will change to a proprietary company limited by shares. The new name will be LEBANESE & ARABIC BEAUTY CONTEST PTY LIMITED ACN 142 521 962.

SCRUM AUSTRALIA LTD. ACN 160 811 290 will change to a proprietary company limited by shares. The new name will be SCRUM AUSTRALIA PTY LTD ACN 160 811 290.

ASSOCIATED ADVISORY PRACTICES (NO 2) LTD ACN 126 371 346 will change to a proprietary company limited by shares. The new name will be ASSOCIATED ADVISORY PRACTICES (NO 2) PTY LTD ACN 126 371 346.

BELLWETHER GROUP LTD ACN 106 759 200 will change to a proprietary company limited by shares. The new name will be BELLWETHER GROUP PTY LTD ACN 106 759 200.

BREAKAWAY RESOURCES LIMITED ACN 061 595 051 will change to a proprietary company limited by shares. The new name will be BREAKAWAY RESOURCES PTY LTD ACN 061 595 051.

INFOLINK GROUP LIMITED ACN 003 345 793 will change to a proprietary company limited by shares. The new name will be INFOLINK GROUP PTY LTD ACN 003 345 793.

QCG RESOURCES PTY LTD ACN 139 994 406 will change to a public company limited by shares. The new name will be AVEBURY NICKEL MINES LTD ACN 139 994 406.

WESTFIELD INTERNATIONAL MANAGEMENT LIMITED ACN 166 995 142 will change to a proprietary company limited by shares. The new name will be WCL MANAGEMENT PTY LIMITED ACN 166 995 142.