



ASIC

Australian Securities &
Investments Commission

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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.

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**ASIC**

Australian Securities & Investments Commission

14-0270**Australian Securities and Investments Commission
Corporations Act 2001 Section 915B****Notice of Cancellation of an Australian Financial Services Licence**

TO: Commonwealth Custodial Services Limited
ACN 000 485 487 ("the Licensee")
Level 6A, 11 Harbour Street
Sydney NSW 2014

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 235027 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 22 May 2014

Signed

A handwritten signature in black ink, appearing to be 'JK' or similar, written over a dotted line.

Joyce Krashow
A delegate of the Australian Securities and Investments Commission

14-0372

**Australian Securities and Investments Commission
Corporations Act 2001 –Paragraphs 601QA(1)(a), 741(1)(b) and 1020F(1)(c) -
Exemption and Declarations**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 14-0372.

Commencement

3. This instrument commences on execution.

Exemption

4. SP Australia Networks (RE) Limited ACN 109 977 371 (**RE**) in its capacity as the responsible entity of SP Australia Networks (Finance) Trust ARSN 116 783 914 (**Trust**) is exempt from paragraph 601FC(1)(d) of the Act, to the extent that it requires the RE to treat members who hold interests of the same class equally.

Declaration

5. Chapter 6D of the Act applies to Singapore Power International Pte Ltd, a company incorporated in Singapore (**Singapore Power**), State Grid International Australia Development Company Limited, a company incorporated in Hong Kong Special Administrative Region of the People's Republic of China (**SGID**), SP Australia Networks (Transmission) Ltd ACN 116 124 362 (**SP AusNet Transmission**) and SP Australia Networks (Distribution) Ltd ACN 108 788 245 (**SP AusNet Distribution**) as if Chapter 6D of the Act were modified or varied by omitting paragraph 708A(5)(e) of the Act in respect of an offer for sale of shares in SP AusNet Transmission or SP AusNet Distribution.
6. Part 7.9 of the Act applies to Singapore Power, SGID and the RE in its capacity as responsible entity of the Trust as if Part 7.9 of the Act were modified or varied by omitting paragraph 1012DA(5)(e) of the Act in respect of an offer for sale of interests in the Trust.

14-0372

Where this instrument applies

7. The exemption in paragraph 4 and declarations in paragraphs 5 and 6 apply in relation to an issue of SP AusNet Stapled Securities (*additional Stapled Securities*) by SP AusNet to one or more of SGID and Singapore Power where each or the following is met:
 - (a) Singapore Power and SGID each have a relevant interest in 31.1% and 19.9% respectively, of SP AusNet Stapled Securities on issue before an issue of SP AusNet Stapled Securities under a distribution reinvestment plan (*DRP*) that is offered to holders of SP AusNet Stapled Securities in accordance with the constitution of the Trust and the constitutions of SP AusNet Transmission and SP AusNet Distribution; and
 - (b) following an issue of SP AusNet Stapled Securities under the DRP, Singapore Power's and SGID's proportionate holding are, or would be, less than 31.1% and 19.9% respectively, of the SP AusNet Stapled Securities on issue; and
 - (c) at the same time as or immediately after SP AusNet Stapled Securities are issued under the DRP, the additional Stapled Securities are issued to Singapore Power and SGID only to the extent that it is necessary to maintain Singapore Power's and SGID's proportionate holding at 31.1% and 19.9% respectively, of SP AusNet Stapled Securities on issue; and
 - (d) the issue of additional Stapled Securities does not result in an increase of Singapore Power's and SGID's proportionate holding to more than 31.1% and 19.9% respectively, of SP AusNet Stapled Securities on issue; and
 - (e) the issue of the additional Stapled Securities is made at the same price as the price at which SP AusNet Stapled Securities are issued to other persons under the DRP.

Interpretation

In this Instrument:

8. *SP AusNet* means the stapled group comprising SP AusNet Transmission, SP AusNet Distribution and the Trust.

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9. *SP AusNet Stapled Securities* means a security in SP AusNet comprising an ordinary share in SP AusNet Transmission, an ordinary share in SP AusNet Distribution and an interest in the Trust, where under the terms on which those shares and interests are to be traded, they must be transferred together.

Dated this 20th day of May 2014



Signed by Anne Phelan

as a delegate of the Australian Securities and Investments Commission

14-0403

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument [14-0403].

Commencement

3. This instrument commences on 7 May 2014.

Declaration

4. Chapter 6D of the Act applies to Westpac Banking Corporation ACN 007 457 141 (the *issuer*) as if:
 - (a) subparagraph (b)(ii) of the definition of “continuously quoted securities” in section 9 as modified by ASIC Class Order [CO 01/1455] was further modified or varied by omitting the text “, or declaration under paragraph 741(1)(b),”; and
 - (b) subparagraph (b)(iii) of the definition of “continuously quoted securities” in section 9 as modified by Class Order [CO 01/1455] was further modified by inserting after the number “340”, the text “(other than an order under section 340 which relieves the entity, or any person as director or auditor of the entity from the requirements of subsection 323D(3))”.
5. Chapter 6D of the Act applies to the issuer as if section 713 of the Act were modified or varied as follows:
 - (a) at the end of paragraph 713(1)(b) insert “or”;
 - (b) after paragraph 713(1)(b) insert:
 - “(c) convertible securities convertible into continuously quoted securities of a body; or
 - (d) convertible securities convertible into securities of a body that has become the holding company of another company (“subsidiary”) as a result of a Part 5.1 compromise or arrangement between the subsidiary and its members provided that:
 - (i) the securities of the subsidiary were continuously quoted securities at the time of the Part 5.1 compromise or arrangement; and
 - (ii) the body’s securities are ED securities at the time of conversion.”;
 - (c) at the end of paragraph 713(2)(d), omit “securities.” and substitute “securities; and”;

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- (d) after paragraph 713(2)(d) insert:
 - “(e) if the securities are convertible securities – the rights and liabilities attaching to:
 - (i) the convertible securities themselves; and
 - (ii) the underlying securities.”.
- 6. Chapter 6D of the Act applies to the issuer as if the definition of “underlying securities” in section 9 of the Act were modified or varied as follows:
 - (a) at the end of paragraph (b) omit “securities.” and substitute “securities; and”;
 - and
 - (b) after paragraph (b), insert:
 - “(c) in relation to convertible securities – those securities into which the securities may be converted.”.

Where this instrument applies

- 7. This instrument applies:
 - (a) in relation to an offer by the issuer to issue convertible securities where the terms of the issue are substantially the same as the terms provided to ASIC on 28 March 2014 and the offer is made pursuant to a prospectus lodged with ASIC on or about 7 May 2014 or a replacement prospectus lodged with ASIC on or about 15 May 2014; and
 - (b) in relation to an offer by the issuer to issue convertible securities under section 713 of the Act where, except for ASIC Instruments [07-1025], [09-00795], [11-0097], [13-0032], [13-0882], [14-0157] and [14-0403], no order under subsection 340(1) or declaration under paragraph 741(1)(b) relating to a disclosing entity provision for the purposes of Division 4 of Part 1.2A of the Act covered the issuer.

Dated this 7th day of May 2014



Signed by Yu-chin Hsu
as a delegate of the Australian Securities and Investments Commission



14 - 0420

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Fisher Capital Partners Pty Ltd
ACN 145 295 094 ("the Licensee")
18 Mitchell St
GREENWICH NSW 2065

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 387636 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 20 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

14-0429

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 14-0429.

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.

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:

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- (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 (or will be as the case may be) quoted on the financial market operated by ASX Limited ACN 008 624 691 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 performance right, within a reasonable period of the employee requesting, make available to the employee:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:

“16A. “performance right” means a conditional right:

- (a) to be issued or transferred a fully-paid ordinary share in the capital of the issuer; or
- (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer, less the exercise price and any tax or other payment that the issuer is required by law to withhold or pay; or
- (c) either to be issued or transferred a fully-paid ordinary share in the capital of the issuer, or to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer less the exercise price and 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;
 - (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 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; and

- (c) where eligible offers are made within the first 3 months of the issuer being admitted to the official list of the financial market operated by ASX Limited ACN 008 624 691, the issuer must provide or make available to eligible employees the prospectus lodged with ASIC on 23 April 2014.

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 Genworth Australia Share Rights Plan (under which the performance rights are referred to as Share Rights), the terms of which are substantially in the same form as those provided to ASIC on 25 March 2014; and
- (d) **issuer** means Genworth Mortgage Insurance Australia Limited ACN 154 890 730, and any related body corporate.

Dated this 16th day of May 2014



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

14-0436

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 741(1)(a) and 1020F(1)(a) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(a) and 1020F(1)(a) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 14-0436.

Commencement

3. This instrument commences on 15 May 2014.

Exemptions

4. The Exempt Persons do not have to comply with the Specified Provisions in respect of any advertisement or statement:
 - (a) which is authorised by the Vendor and published by the Vendor, the Business Advisers or the Market Research Organisation;
 - (b) which contains prescribed matter in relation to:
 - (i) a financial product which is reasonably likely to become available for acquisition by persons as retail clients (whether or not it is, or will also become, available for acquisition by persons as wholesale clients) by way of issue, or pursuant to sale offers to which section 1012C of the Act will apply; and
 - (ii) an issue or sale of securities,
and to be made pursuant to a Product Disclosure Statement or disclosure document(s) to be lodged with ASIC in relation to financial products of, or interests in or convertible or exchangeable into financial products of, Medibank which will state that application will be made for permission for the securities and financial products the subject of the Product Disclosure Statement or disclosure document(s) to be quoted on a stock market of the Australian Securities Exchange Limited; and
 - (c) which is published solely for the purpose of market research by the Market Research Organisation to ascertain:
 - (i) the number of copies of the Product Disclosure Statement or disclosure document which should be printed in order to meet demand;
 - (ii) to whom the intended offer or invitation should be marketed;

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- (iii) whether the Possible Offer should be of shares or instalment receipts; and
- (iv) the type and extent of marketing which should be undertaken.

Where this instrument applies

5. The Vendor, the Business Advisers and the Market Research Organisation do not in aggregate publish more than 25,000 advertisements and statements of the type referred to in section 4 of this instrument;
6. The Vendor and the Business Advisers do not permit the Market Research Organisation to reveal to the Vendor or the Business Advisers the names or addresses of any of the persons contacted for the purpose of such market research; and
7. The Vendor and the Business Advisers provide and permit the Market Research Organisation to provide information ("prescribed matter") to which subsection 734(2) and subsection 1018A(2) would apply in relation to securities or financial products to persons only to the extent necessary to enable:
 - (a) the Market Research Organisation to conduct market research as mentioned in section 4 of this instrument; and
 - (b) those persons to answer questions asked of them by the Market Research Organisation for the purposes of that research.

Interpretation

8. In this instrument, the following meanings apply:

"Business Advisers" means persons engaged by the Vendor as business advisers, joint global co-ordinators or joint lead managers in respect of the Possible Offer.

"Exempt Persons" means the Vendor, the Business Advisers and the Market Research Organisation.

"Market Research Organisation" means a bona fide market research organisation in the business of conducting market research engaged by (but not otherwise associated with) the Vendor or any of the Business Advisers for the purpose of conducting market research in respect of the Possible Offer.

"Medibank" means Medibank Private Limited ACN 080 890 259 and includes any company which becomes the "holding company" of Medibank Private Limited, as that term is defined in the Medibank Private Sale Act 2006 (Cth).

"Possible Offer" means means a possible sale by the Commonwealth of all or part of its shareholding in Medibank by the making of offers for purchase of, or invitations to make offers to buy, issued ordinary shares or other financial products of Medibank, or interests in or securities convertible or exchangeable into such shares or other financial products, or offers of any of the foregoing for subscription or invitations to subscribe for the same.

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"Specified Provisions" means subsections 734(2) and 1018A(2) of the Act.

"Vendor" means the Commonwealth of Australia.

Dated this 15th day of May 2014



Signed by Megan Dillon

as a delegate of the Australian Securities and Investments Commission

14-0441

**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 declaration under paragraph 655A(1)(b) of the *Corporations Act 2001* (Cth) (*the Act*).

Title

2. This declaration is ASIC Instrument 14-0441.

Commencement

3. This instrument commences on 15 May 2014.

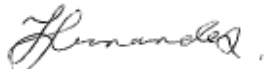
Declaration

4. Chapter 6 of the Act applies to Merlin Diamonds Limited ACN 009 153 119 (*Merlin*) as if subsection 633(1) of the Act was modified or varied by:
 - (a) in Item 11, under "Timing and relevant provisions", replacing "15 days" with "22 days"; and
 - (b) in Item 12, under "Timing and relevant provisions", replacing "15 days" with "22 days".

Where this instrument applies

5. This declaration applies to the off-market takeover bid made by Blumont Group Ltd (incorporated in the Republic of Singapore, company registration number 199302554G) for all of the ordinary shares in Merlin where:
 - (a) a bidder's statement and a first supplementary statement were lodged with ASIC on 24 April 2014 and 2 May 2014 respectively;
 - (b) Merlin makes an announcement to the Australian Securities Exchange, by 4:00pm on the date of this declaration:
 - (i) explaining the effect of this declaration; and
 - (ii) recommending that shareholders should take no action until they have considered the target's statement.

Dated this 15th day of May 2014



Signed by Liselle Fernandes
as a delegate of the Australian Securities and Investments Commission

14-0455

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 14-0455.

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 the course of providing a custodial or depository service covered by paragraph (b);

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- (c) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
 - (d) 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:
 - (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

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“9. “eligible offer” means an offer for issue or grant 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 equivalent of that price were the formula applied at the date of the eligible offer; and

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- (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 determined by reference to the value of a fully-paid ordinary share in the capital of the issuer;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 paragraphs 3 and 4 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;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:

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- (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 grant of performance rights made under an arrangement known as the Arthur J. Gallagher & Co. 2009 Long Term Incentive Plan and supplemented by the following documents in which the performance rights are referred to as restricted stock units, performance units or stock appreciation rights:
 - i. the Arthur J. Gallagher & Co. 2011 Long-Term Incentive Plan Restricted Stock Unit Award Agreement and Notice of Restricted Stock Unit Grant;
 - ii. the Arthur J. Gallagher & Co. 2014 Performance Unit Program Grant Agreement and Arthur J. Gallagher & Co Performance Unit Program; and

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iii. the Arthur J. Gallagher & Co. 2011 Long-Term Incentive Plan Cash-Settled Stock Appreciation Rights Award Agreement and Notice of Cash-Settled Stock Appreciation Rights Grant;

the terms of which are substantially in the same form as those provided to ASIC on 14 April 2014; and

(d) *issuer* means Arthur J. Gallagher & Co, a company incorporated under the laws of the State of Delaware in the United States of America and any related body corporate.

Dated this 20th day of May 2014



Signed by Liselle Fernandes
as a delegate of the Australian Securities and Investments Commission



14 - 0457

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Chegwyn Insurance Brokers Pty Ltd
ACN 110 736 877 ("the Licensee")
Suite 105, Level 1
447 Victoria St
Wetherill Park NSW 2164

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 283020 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 21 May 2014

Signed

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

14-0462

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 13 May 2014.

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

To: Graeme Bartlett & Associates Pty Ltd (ACN 001 802 491)

Under s915C(3) of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby cancels Australian financial services licence number 246223 held by Graeme Bartlett & Associates Pty Ltd (ACN 001 802 491).

Dated this 2nd day of May 2014

Signed

Gai Di Bartolomeo
as a delegate of the Australian Securities and Investments Commission

14-0463

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 23 April 2014.

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

To: TIS Logistics Pty Ltd

Under s915B(3)(b) of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby cancels Australian financial services licence number 286178 held by TIS Logistics Pty Ltd ACN 113 264 547.

Dated this 11th day of April 2014

Signed 

Gai Di Bartolomeo
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001

Subsection 601PA(3)

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

Dated this twenty-third day of May 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

ANQUAN GS FUND	152 256 338
CHALLENGER GUARANTEED INCOME FUND (CHYF)	147 935 411
JAPARA AGED CARE PROPERTY TRUST	117 176 048
PRINCIPAL EMERGING MARKETS EQUITY FUND	129 179 335
RETAIL DIRECT PROPERTY 26	099 491 077

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 twenty-third day of May 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ODIN TECHNOLOGY LIMITED

ARBN

141 924 576

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.

ARMADA MINING LIMITED ACN 099 807 333 will change to a proprietary company limited by shares. The new name will be ARMADA MINING PTY LIMITED ACN 099 807 333.

MUSTERA PROPERTY GROUP PTY LTD ACN 142 375 522 will change to a public company limited by shares. The new name will be MUSTERA PROPERTY GROUP LIMITED ACN 142 375 522.

PLASVACC HOLDINGS LIMITED ACN 107 409 110 will change to a proprietary company limited by shares. The new name will be PLASVACC HOLDINGS PTY LTD ACN 107 409 110.

SMILE.COM.AU LIMITED ACN 118 168 862 will change to a proprietary company limited by shares. The new name will be SMILE.COM.AU PTY LTD ACN 118 168 862.

TULICH FAMILY COMMUNITIES LIMITED ACN 116 841 199 will change to a proprietary company limited by shares. The new name will be TULICH FAMILY COMMUNITIES PTY LTD ACN 116 841 199.

WAVERIDE CAPITAL LIMITED ACN 152 590 442 will change to a proprietary company limited by shares. The new name will be WAVERIDE CAPITAL PTY LTD ACN 152 590 442.

GLOBAL IMPORTEX ACCESS LTD ACN 091 379 118 will change to a proprietary company limited by shares. The new name will be GLOBAL IMPORTEX ACCESS PTY LTD ACN 091 379 118.

NIMBLE MONEY PTY LTD ACN 128 541 542 will change to a public company limited by shares. The new name will be NIMBLE MONEY LIMITED ACN 128 541 542.

SHERMAN GROUP LIMITED ACN 089 694 057 will change to a proprietary company limited by shares. The new name will be SHERMAN GROUP PTY LIMITED ACN 089 694 057.

THE WINE SOCIETY LIMITED ACN 095 955 294 will change to a proprietary company limited by shares. The new name will be THE WINE SOCIETY PTY LTD ACN 095 955 294.

VIDELLI CARD SYSTEMS LTD ACN 067 383 313 will change to a proprietary company limited by shares. The new name will be VIDELLI CARD SYSTEMS PTY LTD ACN 067 383 313.

WINECEL LIMITED ACN 092 285 786 will change to a proprietary company limited by shares. The new name will be WINECEL PTY LTD ACN 092 285 786.