



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette  
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# ASIC Gazette

## Contents

### Notices under Corporations Act 2001

13-0505	13-0616	13-0644	13-0645	13-0647	13-0648
13-0649	13-0653	13-0654	13-0658	13-0659	13-0665
13-0666	13-0671	13-0672	13-0673	13-0674	13-0675
13-0676	13-0677	13-0678			

### Company/scheme deregistrations

### Change of company type

#### RIGHTS OF REVIEW

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

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13-0505

**Australian Securities and Investments Commission  
Corporations Act 2001—Paragraph 601QA(1)(b)—Declaration**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission declares that Chapter 5C of the Act applies to the person specified in the Schedule as if the provisions of that Chapter as modified or varied by Class Order [CO 05/26] were modified or varied as follows:

1. after subsection 601GAB(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the issue price is taken to comply with subsection (2) for interests in a class of interests that are not quoted on a financial market if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

2. after subsection 601GAC(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the withdrawal amount is taken to comply with subsection (2) if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

**Schedule**

Schroder Investment Management Australia Limited ACN 000 443 274 in its capacity as responsible entity of the Schroder Real Return CPI Plus 3.5% Fund ARSN 163 314 305.

Dated this 22 day of April 2013



Signed by Lin Yi Bi  
as a delegate of the Australian Securities and Investments Commission

13-0616

**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsection 601QA(1) — Declaration**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 601QA(1) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 13-0616.

**Commencement**

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

**Declaration**

4. Chapter 5C of the Act applies to nabInvest Managed Investments Limited ACN 083 784 463 in its capacity as responsible entity of the schemes specified in paragraph 5 as if section 601FL were modified or varied as follows:
  - (a) in subsection (1) omit all the text after the word “it”, and substitute:

“must either:

    - (a) call a members’ meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or
    - (b) propose a related body corporate of the responsible entity to be the new responsible entity in accordance with subsection (1A).”;
  - (b) after subsection (1) insert:

“(1A) The requirements for proposing a related body corporate (the *proposed responsible entity*) to be the new responsible entity are as follows:

    - (a) The responsible entity must give members of the scheme notice of a proposal to choose the proposed responsible entity, to be the scheme’s new responsible entity.

## 13-0616

- (b) The notice to members must:
- (i) set out the following information:
    - (A) the responsible entity's reasons for wanting to retire;
    - (B) such information as can reasonably be expected to be material to a member in forming a view as to the choice of the proposed responsible entity;
    - (C) information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur;
    - (D) how members can access on the responsible entity's website current information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur; and
  - (ii) state prominently that if:
    - (A) members who together hold at least 5% of the total value of the interests held by members; or
    - (B) 100 members,  
who would be entitled to vote if the proposal were put as a proposed resolution to a meeting of members under paragraph (1)(a), ask for a vote on the choice of the proposed responsible entity by giving written notice received by the responsible entity within 21 days from the date the notice is sent, the responsible entity will either arrange a postal vote or convene a meeting to vote on a resolution for the choice of the proposed responsible entity; and
  - (iii) be accompanied by a form which can be ticked to ask for a vote; and
-

**13-0616**

- (iv) state prominently a reply paid address of the responsible entity to which the form may be sent.
  - (c) The responsible entity must prominently disclose on its website current information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur.
  - (d) If sufficient members ask for a vote in accordance with the notice, the responsible entity must arrange for a postal vote or, if the responsible entity chooses, convene a meeting in accordance with Part 2G.4 to vote on the choice of the proposed responsible entity as soon as possible.
  - (e) If there is a postal vote:
    - (i) a voting paper must be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent; and
    - (ii) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
      - (A) the proposed responsible entity will be chosen as the new responsible entity if at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the choice; and
      - (B) only votes received by the responsible entity within 28 days after the sending of the voting paper will be counted.
  - (f) If a meeting is convened the resolution to choose the new responsible entity must be an extraordinary resolution if the scheme is not listed.”;
- (c) after subsection (2) insert:
- “(2A) If a postal vote is arranged under paragraph (1A)(d) and at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast
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## 13-0616

in favour of the proposed responsible entity, that entity is taken for the purposes of subsection (2) to have been chosen by a resolution of members on the last day on which postal votes may be received in order to be counted.

(2B) If:

- (a) a related body corporate is proposed to be the new responsible entity in accordance with subsection (1A); and
- (b) insufficient members ask for a vote to choose the entity in accordance with the notice referred to in paragraph (1A)(b); and
- (c) the entity has consented in writing to becoming the scheme's responsible entity,

then:

- (d) as soon as practicable and in any event within 2 business days after the end of the period in which a member may ask for such a vote, the current responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme's registration to name the proposed responsible entity as the scheme's responsible entity; and
- (e) the notice must be accompanied by a certificate from the current responsible entity that it reasonably considers that the appointment of the proposed responsible entity would be in the best interests of members with a summary of the responsible entity's reasons as to why this is the case; and
- (f) unless ASIC reasonably believes that the appointment of the proposed responsible entity would not be in the best interests of members, ASIC must comply with the notice as soon as practicable after the notice and summary are lodged."

**Where this declaration applies**

5. This instrument applies to nabInvest Managed Investments Limited ACN 083 784 463 in its capacity as responsible entity of the following schemes:
    - (a) Antares Inflation Linked Bond Fund ARSN 149 088 380;
    - (b) Northward Equity Income Fund ARSN 149 088 497;
    - (c) Fairview Equity Partners Emerging Companies Fund ARSN 133 197 501;
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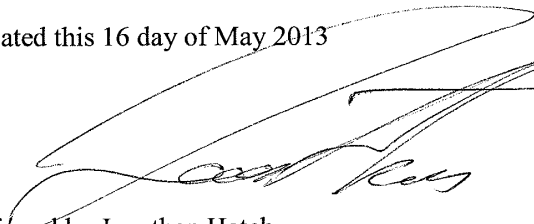
**13-0616**

(d) Altrinsic Global Equities Trust ARSN 152 997 290;

(e) Redpoint Global Infrastructure Fund ARSN 155 123 032.

6. This declaration applies where Antares Capital Partners Ltd ACN 066 081 114 has consented in writing to becoming the new responsible entity of the schemes specified in paragraph 5.
7. This declaration ceases to apply on 16 August 2012.

Dated this 16 day of May 2013



Signed by Jonathan Hatch  
as a delegate of the Australian Securities and Investments Commission

13-0644

**NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001**

Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 14 May 2013.

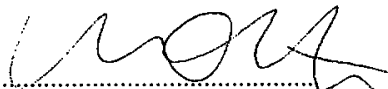
**AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION****IN THE MATTER OF KEITH SON****BANNING ORDER UNDER SECTIONS 920A AND 920B  
OF THE CORPORATIONS ACT 2001**

To: Keith Son

**TAKE NOTICE** that under sections 920A(1) and 920B(2) of the Corporations Act 2001 the Australian Securities & Investments Commission prohibits **KEITH SON** from providing any financial services permanently.

Dated this 3<sup>rd</sup> day of May 2013

Signed: .....



Kate Dluzniak  
Delegate of the Australian Securities &  
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.



13-0645

**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 26 March 2013.

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

To: Australian Bight Abalone Limited  
ACN 110 026 483  
C/o Wearne & Co  
Level 10, 168 Walker Street  
North Sydney NSW 2060

Under paragraph 915B(3)(b) of the *Corporations Act 2001* (the Act), the Australian Securities and Investments Commission (ASIC) hereby cancels Licence Number 282113 held by Australian Bight Abalone Limited ACN 110 026 483 (the Licensee).

Dated this 26th day of March 2013.

  
Signed:.....

Kate Dlugniak  
Delegate of the Australian Securities and Investments Commission.

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13-0647

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [13-0647].

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

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

**13-0647**

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

**Where this instrument applies**

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
    - (i) “eligible offer” in paragraph 9 of the Interpretation; and
    - (ii) “issuer” in paragraph 12 of the Interpretation; and
    - (iii) “offer document” in paragraph 15 of the Interpretation; and
  - (b) would meet the requirements of the class order if:

## 13-0647

- (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 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
  - (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:

- (i) the conditions which must be satisfied before an eligible employee who has elected to participate in the employee share scheme will be issued shares; and
- (ii) how the number of shares in subparagraph (c)(i) will be determined; and

**13-0647**

- (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 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
- (iv) in the Interpretation, the following definition was inserted:
  - “16A. “performance right” means a conditional right to be issued 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 paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
    - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
      - (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;
      - (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

13-0647

- (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) *Australian Supplement* means the Australian offer document, Australian Addendum, Employee Information Supplement (Tax), Restricted Stock Unit Agreement (including the International Flavors and Fragrances, Inc. 2013 Equity Program Confirmation Statement and Addendum for Australia) and the US Prospectus applicable to the International Flavors and Fragrances, Inc. 2010 Stock Award and Incentive Plan (as Amended and Restated December 14, 2010);
- (c) *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*;
- (d) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the International Flavors and Fragrances, Inc. 2010 Stock Award and Incentive Plan (as Amended and Restated December 14, 2010) and on substantially the same terms as the rules of the Plan and the Australian Supplement that were provided to ASIC on 3 May 2013; and
- (e) *issuer* means International Flavors and Fragrances, Inc., a foreign entity incorporated under the laws of the State of New York, United States of America and any related body corporate.

Dated this 17<sup>th</sup> day of May 2013

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

13-0648

**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 601QA(1) - Variation**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 601QA(1) of the *Corporations Act 2001*.

**Title**

2. This instrument is ASIC Instrument 13-0648.

**Commencement**

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

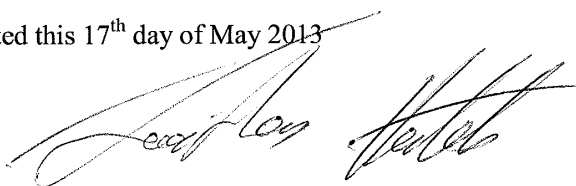
**Variation**

4. ASIC Instrument 13-0616 dated 16 May 2013 is varied by:

- (a) deleting paragraph 7; and
- (b) inserting the following new paragraph 7:

"7. This declaration ceases to apply on 16 August 2013."

Dated this 17<sup>th</sup> day of May 2013



Signed by Jonathan Hatch  
as a delegate of the Australian Securities and Investments Commission



13-0649

ASIC

Australian Securities & Investments Commission

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

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

**TO:** A.L Rethus & E.K Stratton ("the Licensee")  
33 Hooper Street  
Randwick NSW 2031

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 421427 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 17 May, 2013.

Signed .....

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



13-0653

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

Under paragraph 601QA(1)(b) of the *Corporations Act 2001* (the **Act**), the Australian Securities and Investments Commission (**ASIC**) declares that Chapter 5C of the Act applies to the person specified in the Schedule as if the provisions of that Chapter as modified or varied by ASIC Class Order [CO 05/26] were modified or varied as follows:

1. after subsection 601GAB(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the issue price is taken to comply with subsection (2) for interests in a class of interests that are not quoted on a financial market if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

2. after subsection 601GAC(2) insert:

“(2A) If there is more than one class of interests in the scheme, a formula or method that is to be used to set the withdrawal amount is taken to comply with subsection (2) if the formula or method is based on the assets, liabilities, revenues and expenses properly attributable to the class and number of interests in the class.”

**Schedule**

DFA Australia Limited 065 937 671 in its capacity as responsible entity of the Dimensional Global Bond Trust ARSN 152 865 677

Dated this 20 day of May 2013



Signed by Ada Bombardieri  
as a delegate of the Australian Securities and Investments Commission

13-0654

**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* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 13-0654.

**Commencement**

3. This instrument commences on 20 May 2013.

**Declaration**

4. Chapters 6 and 6C of the Act apply to Virtus Health Limited ACN 129 643 492 (*Virtus*) as if:
  - (a) section 609 of the Act were modified or varied by, after subsection 609(13) as notionally inserted by ASIC Class Order [CO 03/634], inserting the following:

“(14) A person does not have a relevant interest in its own securities merely because the company applies restrictions on the disposal of the securities by the holder.”; and
  - (b) Part 6C.1 of the Act were further modified or varied by, after section 671BA as notionally inserted by ASIC Class Order [CO 03/634], inserting the following:

**“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**

5. This instrument applies to the acquisition of a relevant interest in securities of Virtus (the *escrowed securities*) arising as a result of the entry into one or more escrow agreements or deeds (each a *restriction deed*) between Virtus and any one or more of the Security Holders where each restriction deed:
  - (a) restricts the disposal of, but not the exercise of voting rights attaching to, the escrowed securities;
  - (b) allows the Security Holder to accept into a takeover bid where holders of at least half of the bid class securities that are not subject to a restriction deed have accepted into the bid;
  - (c) requires the escrowed securities be returned to escrow if the above bid does not become unconditional;

13-0654

- (d) allows the escrowed securities to be transferred or cancelled as part of a compromise or arrangement under Part 5.1 of the Act approved at a meeting held as a result of an order under subsections 411(1) or 411(1A) of the Act;
  - (e) in the case of a compromise or arrangement under Part 5.1 of the Act, requires the escrowed securities be returned to escrow if the compromise or arrangement does not take effect;
  - (f) is in substantially the form provided to ASIC on 17 May 2013; and
  - (g) where each restriction deed entered into by a person in Security Holders Group 2 provides that the restriction deed terminates no later than the first trading day in Virtus Shares following the 2014 Release Date.
6. This instrument applies until the earlier of:
- (a) the 2014 Release Date; and
  - (b) 31 August 2014.

#### Interpretation

7. In this instrument:
- (a) **2014 Release Date** means the date of the announcement by Virtus of its preliminary final report for the 2014 financial year to the market operated by ASX Limited ACN 008 624 691.
  - (b) **Security Holders** means the persons in Security Holders Group 1 and Security Holders Group 2.
  - (c) **Security Holders Group 1** are the following persons:
    - (i) Akesh Pty Limited as trustee for the Hedges Holding Fund;
    - (ii) Alex Polyakov;
    - (iii) Andrew Cary;
    - (iv) Anlis Pty Limited as trustee for the Hedges Family Trust;
    - (v) Anne J Ganter as trustee for the J + J Ganter Family Trust;
    - (vi) Anuschirawan Yazdani and Bridget Sutton ATF Sutton Yazdani Trust;
    - (vii) Arramina Pty Ltd as trustee for the Arramina Property Investor Trust;
    - (viii) Barbara Ann Hall;
    - (ix) Bridgemyth Pty Ltd as trustee for the Chapman Family Trust;
    - (x) Bridgemyth Pty Ltd as trustee for the Chapman Superannuation Fund;
    - (xi) Chandrika Parmar and Sameer Babbar as trustees for the CPB Trust;
    - (xii) Cochybondhu Pty Limited as trustee for the Karunajcewa Cattrall Family Trust;
    - (xiii) Costello Administration Pty Ltd as trustee for the Costello Family Trust;
    - (xiv) D & S James Holdings Pty Ltd as trustee for the James Family Trust;

13-0654

- (xv) David Alan Lingard as trustee for the Lingard Family Trust;
- (xvi) DeAmbrosis Family Pty Ltd ACN 139 082 536 as trustee for The Warren De Ambrosis Family Trust;
- (xvii) Dendeen Pty Ltd as trustee for the Esler Family Trust;
- (xviii) Denise Nesbitt Pty Limited as trustee for the Denise Nesbitt Superannuation Fund;
- (xix) Dr Benjamin Muir;
- (xx) Dr Juliette Koch;
- (xxi) Dr Michele Kwik;
- (xxii) Dr Myuran Ponnam-Palam;
- (xxiii) Dr Jeffrey Persson Pty Ltd;
- (xxiv) Dr Tung Ching Doris Lam;
- (xxv) Dranson Pty Ltd as trustee for the Keeping Staff Superannuation Fund;
- (xxvi) DRK Australia Pty Ltd as trustee for the DRK Family Trust;
- (xxvii) Fayweng Pty Ltd as trustee for the Fay Weng Trust;
- (xxviii) Fifty-Second Celebration Pty Limited as trustee for the McBain Family Trust;
- (xxix) Francis Quinn as trustee for the F&S Quinn Trust;
- (xxx) G Sacks Pty Ltd as trustee for the G Sacks Family Trust;
- (xxxii) Gary Swift;
- (xxxiii) Gavin Kemball;
- (xxxiv) Graeme Hughes Pty Limited as trustee for the G&B Hughes Super Fund;
- (xxxv) Iris Wang;
- (xxxvi) Jaracolipe Pty Limited as trustee for the Jaracolipe Family Trust;
- (xxxvii) Julie Nayleen Whitehead as trustee for the B&J Parris Family Trust;
- (xxxviii) Kanchong Pty Limited as trustee for the Kan Family Trust;
- (xxxix) Kanchong Pty Limited as trustee for the Kan Super Fund;
- (xl) Karen Ann Watson and Michael John Rudd as trustees for the Dr Karen Watson Family Trust;
- (xli) Kenobi Pty Ltd as trustee for the Obi Wan Discretionary Trust;
- (xlii) KLMH Pty Ltd and Mona Sherif as trustee for the Najjar Family Trust;
- (xliii) Lily Pily Corporation Pty Ltd;
- (xliv) Louise Fay;
- (xlv) M Tucker Pty Ltd as trustee for the M Tucker Pty Ltd Super Fund;
- (xlvi) Manveen Mangat;
- (xlvii) Marie-Carmen Pearce as trustee for the Pearce Family Trust;

13-0654

- (xlvii) Maurice John Hynes;
- (xlviii) Melbourne Gynaecology Specialists Pty Ltd as trustees for the Melbourne Gynaecology Specialists Trust;
- (xlix) Melissa Luckensmeyer and David Luckensmeyer as trustees for the Luckensmeyer Family Trust;
- (l) Merriland Holdings Pty Ltd as trustee for the Florin Superannuation Fund;
- (li) Michael & Clare Wynn-Williams as trustees for the Wynn-Williams Family Trust;
- (lii) Michael Costello Medical Pty Ltd;
- (liii) Michael Flynn;
- (liv) Michael Gronow Nominees Pty Ltd as trustee for the Michael Gronow Family Trust;
- (lv) Mostol Pty Limited as trustee of the Mostol Trust;
- (lvi) Mytame Pty Ltd;
- (lvii) Nalini Gayer as trustee for the Rani Superannuation Fund;
- (lviii) Olivia Martin Pty Ltd as trustee for the Martin Family Trust;
- (lix) Optimum Medical Pty Limited as trustee for The Jacobson Sherwood Family Trust;
- (lx) Peeling Pty Ltd as trustee for the Barrington Huang Family Trust;
- (lxi) Peter Leung;
- (lxii) Professor William Leigh Ledger;
- (lxiii) Raewyn Teirney;
- (lxiv) Ricam Pty Ltd as trustee for the Porter Family Trust;
- (lxv) Ricam Pty Ltd as trustee for the RNP Superannuation Fund;
- (lxvi) Robert Charles Miller and Marie Denise Miller as trustees for the RC & MD Miller Superannuation Fund;
- (lxvii) Robert James Watson and Lesla Lyle Townend as trustees for the Watson Investment Trust;
- (lxviii) Ron Wah Chang and Lisa Wong as trustees for the Ron Wah Chang Family Trust;
- (lxix) Royal Kapow Pty Ltd as trustee for the Stern-Welsh Family Trust;
- (lxx) Sabarka Pty Ltd as trustee for the D&CJ Molloy Family Trust;
- (lxxi) Samuel Soo;
- (lxxii) Scott John Salisbury and Paula Marree Salisbury as trustees for the Salisbury Family Trust;
- (lxxiii) Shane Rowland Higgins as trustee for the Higgins Family Trust;
- (lxxiv) Shlomi Barak;
- (lxxv) Skeabost Pty Ltd as trustee for the Illingworth Family Trust;

13-0654

- (lxxvi) SPW Raymond Pty Limited as trustee for the Steve Raymond Family Trust;
- (lxxvii) SPW Raymond Pty Ltd as trustee for the Raymond Superannuation Fund No. 1;
- (lxxviii) Swithland Pty Ltd as trustee for the Swithland Service Trust;
- (lxxix) Thilee Sivananthan;
- (lxxx) Timothy O'Dowd;
- (lxxxii) Torlina Pty Limited as trustee for the Hynes Family Trust;
- (lxxxiii) Trekron Pty Ltd as trustee for the Herron Family Trust;
- (lxxxiv) Unity Investments (Sydney) P/L as trustee for the Unity Family Trust;
- (lxxxv) Vlasto Pty Ltd as trustee for the Vlasto Trust;
- (lxxxvi) Warren Peter Joseph De Ambrosis; and
- (lxxxvii) X&Y Life Cycles Pty Limited as trustee for the Elzeiny Family Trust.

(d) **Security Holders Group 2** are the following persons:

- (i) Andrew Othen;
- (ii) Andrew Shine;
- (iii) David Edgar;
- (iv) Glenn Powers;
- (v) Keith Harrison Pty Ltd as trustee for the Harrison Family Trust;
- (vi) Leeanda Wilton;
- (vii) Madacin Pty Ltd as trustee for the A&N Phillips Family Trust;
- (viii) Melchisedeck Pty Ltd as trustee for the Melchisedeck Family Trust;
- (ix) Ryletro Pty Ltd as trustee for the Simon Moore Family Trust;
- (x) Simon Moore;
- (xi) Sue Channon; and
- (xii) Timothy and Sara Longworth.

Dated this 20<sup>th</sup> day of May 2013



Signed by Daniel Alexander Pallaras  
as a delegate of the Australian Securities and Investments Commission

13-0658

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 13-0658.

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

4. The issuer does not have to comply with Parts 6D.2, 6D.3 (except section 736) and Part 7.9 of the Act where the issuer:
  - (a) makes an eligible offer;
  - (b) offers to arrange for the issue of financial products under an eligible offer; or
  - (c) issues a financial product under an eligible offer;that does not involve a contribution plan, 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 6D.2 or Part 7.9 in relation to an eligible 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 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 the eligible offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

13-0658

- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
  - (d) dealing in a financial product in connection with the eligible 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 6D.2 or Part 7.9 in relation to an eligible offer because of the exemption in paragraph 4, the issuer also does not have to comply with sections 736 and 992A of the Act in relation to the eligible 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 offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible offer has been made, acquire the financial product as a retail client; 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 definition of “eligible offer” in paragraph 9 of the Interpretation; and
  - (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

“9. “eligible offer” means an offer of options for the issue of fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by ASX Limited ACN 008 624 691 (*ASX*):

    - (a) where the offer is made within 12 months of the issuer's securities being admitted to quotation on the financial market operated by ASX, throughout the 3 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made



13-0658

under an employee share scheme extended only to eligible employees of the issuer; or

- (b) where the offer is made 12 months after the issuer's securities were admitted to quotation on the financial market operated by ASX, throughout the 12 month period immediately before the offer without suspension for more than 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer".

### Conditions

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the conditions of the class order as expressed to apply to an issuer or the person making 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*; and
  - (c) **issuer** means Virtus Health Limited ACN 129 643 492 and any related body corporate.

Dated this 20<sup>th</sup> day of May 2013



Signed by Daniel Alexander Pallaras  
as a delegate of the Australian Securities and Investments Commission

13-0659

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 741(1)(b), 926A(2)(a), 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), 926A(2)(a), 992B(1)(a), 1020F(1)(a) and 1020F(1)(b) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 13-0659.

**Commencement**

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

**Exemptions**

4. An issuer does not have to comply with Part 7.9 of the Act where an issuer:
    - (a) makes an eligible incentive plan offer;
    - (b) offers to arrange for the issue of performance rights under an eligible incentive plan offer; or
    - (c) issues a performance right 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 an 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 offer document for the eligible incentive plan offer includes a statement to the effect that any advice given by the issuer in connection with the eligible incentive plan offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
    - (b) a custodial or depository service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
-

**13-0659**

- (c) dealing in a performance right in the course of providing a custodial or depository service covered by paragraph (b);
  - (d) issuing a performance right under an eligible incentive plan offer covered by paragraph 4 of this instrument;
  - (e) dealing in a performance right in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the performance right 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 an 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 eligible incentive plan offer.
7. ASIC exempts a performance right 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 who is a retail client and to whom an eligible incentive plan offer has been made, acquire the performance right; 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.

**Declaration**

8. ASIC declares that Chapter 6D of the Act applies to a shareholder of the issuer as if subsection 707(3) and (4) were omitted and substituted with:
- “(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
-

13-0659

- (ii) granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 or 708A does not say otherwise.

- (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.”
9. The declaration in paragraph 8 relates to fully-paid ordinary shares of the issuer that are issued in connection with an eligible incentive plan offer and which are offered for sale within 12 months after their issue.

#### **Where this instrument applies**

10. This instrument applies where an issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
    - (i) "eligible employee" in paragraph 8 of the Interpretation; and
    - (ii) "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 the definition of an "eligible employee" in paragraph 8 of the Interpretation was to read:

“8. "eligible employee" means, in relation to an issuer, a person who is at the time of an eligible incentive plan offer, a full or part time employee of an issuer, or a director who holds a salaried employment or office in an issuer;” and
  - (c) would meet the requirements of the class order if, 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 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; or

## 13-0659

- (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
- (d) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (b), (c) and (d) were to read:
- “(b) if a summary (rather than a copy) of the rules of the scheme is given — includes an undertaking that during the period (the “offer period”) during which an eligible employee may acquire the performance rights acquired under the eligible incentive plan offer, an issuer will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the eligible incentive plan offer;
- (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 incentive plan 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 incentive plan offer; and
- (d) includes an undertaking, and an explanation of the way in which, an 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
- (e) would meet the requirements of the class order if, in the Interpretation, the following definition of “issuer” in paragraph 12 was inserted:
- “12. *issuer* means either or both of the following:
- (a) Rio Tinto Limited (ACN 004 458 404); and
-

13-0659

- (b) Rio Tinto plc;  
and any related body corporate of any of them”
- (f) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:
  - “16A. “performance right” means a conditional right to be issued a fully-paid ordinary share in the capital of Rio Tinto Limited or Rio Tinto plc or to receive a cash amount equivalent to the value of that share;”.

**Conditions**

11. An issuer can only rely on the exemptions in paragraphs 4 to 7 of 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 a performance right, the subject of an eligible incentive plan offer, when aggregated with:
    - (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares under any other employee share scheme of the issuer 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;

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

13-0659

- (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

In this instrument:

- (a) unless a contrary intention appears, a word and phrase used in this instrument has the same meaning as it has in the class order;
- (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:
- (i) the Rio Tinto Limited Performance Share Plan 2013; or
- (ii) the Rio Tinto plc Performance Share Plan 2013
- (under which the performance rights are referred to as “Awards”) the terms of which are substantially in the same form as those provided to ASIC on 15 March 2013.

Dated this 20th day of May 2013



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

13-0665

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 13-0665.

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

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



**13-0665**

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

**Where this instrument applies**

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
    - (i) “eligible offer” in paragraph 9 of the Interpretation; and
    - (ii) “issuer” in paragraph 12 of the Interpretation; and
    - (iii) “offer document” in paragraph 15 of the Interpretation; and
  - (b) would meet the requirements of the class order if:

**13-0665**

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

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

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

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

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

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

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

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

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

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

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

**13-0665**

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 be issued or transferred fully-paid ordinary shares in the capital of the issuer 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;

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

**Conditions**

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

## 13-0665

- (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:

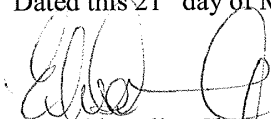
- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) ***Australian Supplement*** means the Australian Addendum to the Corelogic, Inc. 2011 Performance Incentive Plan, the terms of which are substantially in the same form as those provided to ASIC on 1 May 2013 and the Restricted Stock Unit Agreement, the terms of which are substantially in the same form as those provided to ASIC on 21 May 2013.
- (c) ***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;
- (d) ***eligible incentive plan offer*** means an offer for the issue or sale of performance rights, made under an arrangement known as the Corelogic, Inc. 2011 Performance Incentive Plan (under which the performance rights are referred to

13-0665

as restricted stock units and dividend equivalent rights) and the Australian Supplement; and

- (e) *issuer* means Corelogic, Inc., a company incorporated under the laws of the State of Delaware, United States of America and any related body corporate.

Dated this 21<sup>st</sup> day of May 2013



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

13-0666

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC instrument [13-0666].

**Commencement**

3. This instrument commences on 21 May 2013.

**Exemption**

4. Investec Property Limited ACN 071 514 246 (the *issuer*), in its capacity as responsible entity for TAF 1 and TAF 2, does not have to comply with Parts 6D.2 and 6D.3 of the Act.

**Declaration**

5. Chapter 6D of the Act applies to holders of securities received under the offer referred to in paragraph 6 as if section 707 of the Act were modified or varied:
  - (a) by omitting subsection 707(3), and substituting:

“(3) An offer of a body’s securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:
    - (a) without disclosure to investors under this Part; and
    - (b) with the purpose of the person to whom they were issued selling or transferring them, or granting, issuing or transferring interests in, or options or warrants over, them;and section 708 or 708A does not say otherwise.”; and
  - (b) by omitting subsection 707(4), and substituting:

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

**Where this instrument applies**

6. Paragraph 4 of this instrument applies in connection to an offer made by the issuer to TAF Unitholders for an In-specie Distribution of fully paid ordinary shares in the TAF Subsidiaries, the terms of which are substantially in the same form as those provided in a draft notice of meeting and accompanying documents provided to ASIC

13-0666

on 10 (the independent expert's report), 16 (the draft explanatory memorandum) and 17 (the property valuer's report) May 2013.

7. Paragraph 5 of this instrument applies in relation to an offer for sale of securities received under the offer referred to in paragraph 6, by a holder of those securities, within 12 months after their issue.

### Interpretation

8. In this instrument:
- (a) **Custodian** means The Trust Company Limited ACN 004 027 749;
  - (b) **In-specie Distribution** means the transfer of all the shares in the TAF Subsidiaries held by the Custodian for the issuer, in its capacity as responsible entity for TAF 1 and TAF 2, to TAF Unitholders in proportion to the number of TAF Stapled Units held prior to the In-specie Distribution;
  - (c) **TAF 1** means Toga Accommodation Fund Trust 1 ARSN 116 870 967;
  - (d) **TAF 2** means Toga Accommodation Fund Trust 2 ARSN 116 871 053;
  - (e) **TAF Stapled Unit** means a unit in TAF 1 and a unit in TAF 2 where, under the terms upon which they are traded, must be transferred together;
  - (f) **TAF Subsidiaries** means TAF Subsidiary 1 and TAF Subsidiary 2;
  - (g) **TAF Subsidiary 1** means Toga Accommodation Fund Subsidiary 1 Ltd ACN 117 373 887;
  - (h) **TAF Subsidiary 2** means Toga Accommodation Fund Subsidiary 2 Ltd ACN 117 374 179; and
  - (i) **TAF Unitholder** means a holder of a TAF Stapled Unit.

Dated this 21<sup>st</sup> day of May 2013



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

13-0671

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [13-0671].

**Commencement**

3. This instrument commences on gazettal.

**Revocation**

4. This instrument revokes ASIC Instrument [13-0579].

**Exemptions**

5. The issuer does not have to comply with Part 6D.2, 6D.3 (except section 736) and 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.
6. Where the issuer is exempt from Part 6D.2 or 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 5, 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



13-0671

connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;

- (b) dealing in a financial product in connection with an eligible incentive plan offer covered by paragraph 5 of this instrument; and
  - (c) issuing a financial product under an eligible incentive plan offer covered by paragraph 5 of this instrument.
7. Where the issuer is exempt from Part 6D.2 or 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 5, the issuer also does not have to comply with sections 736 and 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.
8. 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**

9. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
    - (i) "eligible employee" in paragraph 8 of the Interpretation; and
    - (ii) "eligible offer" in paragraph 9 of the Interpretation; and
    - (iii) "issuer" in paragraph 12 of the Interpretation; and
    - (iv) "offer document" in paragraph 15 of the Interpretation; and
  - (b) would meet the requirements of the class order if:
    - (i) the definition of "eligible employee" in paragraph 8 of the Interpretation were to read:

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

13-0671

- (a) a person who is at the time of an offer under an employee incentive scheme a full or part-time employee or director of the issuer or of an associated body corporate of the issuer; or
  - (b) a prospective full time or part-time employee or director of the issuer or of an associated body corporate of the issuer, where acceptance of an offer of shares or rights to receive shares in the issuer, Cash Awards or Dividend Equivalency Rights under an employee incentive scheme and the subsequent grant of such shares, awards or rights is conditional upon the person having become a full or part-time employee or director of the issuer or an associated body corporate;";
- (ii) the definition of an "eligible offer" in paragraph 9 of the Interpretation were to read:
- "9. "eligible offer" means an offer for issue or sale of shares or rights to receive shares in the issuer, Cash Awards or Dividend Equivalency Rights made under an employee incentive scheme extended only to eligible employees of the issuer where each of the shares, rights to receive shares, Cash Awards and Dividend Equivalency Rights are offered for no monetary consideration;";
- (iv) in the definition of "offer document" in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:
- "(c) specifies in respect of the Cash Awards and Dividend Equivalency Rights:
- (i) the conditions which must be satisfied before an eligible employee who has elected to participate in the employee incentive scheme will be paid a cash amount or shares in the issuer; and
  - (ii) how the cash amount or number of shares in subparagraph (c)(i) will be calculated; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the Cash Awards and Dividend Equivalency Rights, within a reasonable period of the employee requesting, make available to the employee the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the Cash Awards and Dividend Equivalency Rights relate.
- (v) in the Interpretation, the following definitions were inserted:
- "5A. "Cash Awards" means a contractual right offered by the issuer for no monetary consideration which entitles the holder to receive payment of a cash amount calculated by reference to

13-0671

the fair market value of fully paid shares in the issuer which have been quoted on the financial market operated by the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period;"; and

"7A "Dividend Equivalency Rights" means a contractual right offered by the issuer for no monetary consideration which entitles the holder to receive payment of a cash amount or shares in the issuer equal to or representing dividends paid during the vesting period of the rights with respect to the number of fully paid shares in the issuer which have been quoted on the financial market operated by the New York Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period underlying the rights;"

#### Conditions

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

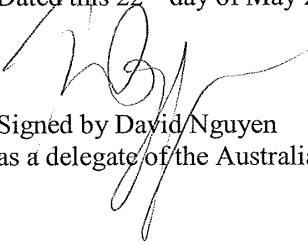
#### Interpretation

11. 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 9 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 shares or rights to receive shares in the issuer, Cash Awards and Dividend Equivalency Rights, made under an arrangement known as the AXIS Capital Holdings Limited 2007 Long Term Equity Compensation Plan, the terms of which are substantially in the same form as those provided to ASIC on 16 March 2013 or if amended, remain clear, concise and effective and are not amended in a manner which adversely affect the interests of participants;
    - (d) *issuer* means AXIS Capital Holdings Limited, a foreign entity incorporated in Bermuda and any related body corporate; and
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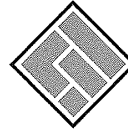
13-0671

- (e) *employee incentive scheme* has the same meaning as "employee share scheme" in the class order.

Dated this 22<sup>nd</sup> day of May 2013



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



13-0672

**ASIC**

Australian Securities & Investments Commission

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

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

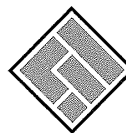
**TO:** Peet Limited  
ACN: 008 665 834 ("the Licensee")  
Level 7, 200 St. Georges Terrace  
Perth WA 6000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 225772 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 22<sup>nd</sup> May, 2013.

Signed .....

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



13-0673

ASIC

Australian Securities & Investments Commission

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

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

**TO:** HBF Financial Services Pty Ltd  
ACN: 009 123 675 ("the Licensee")  
125-129 Murray St  
Perth WA 6000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 236623 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 22<sup>nd</sup> May, 2013.

Signed .....

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



13-0674

ASIC

Australian Securities & Investments Commission

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

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

**TO:** Emerchants Holdings Pty. Ltd.  
ACN: 098 296 050 ("the Licensee")  
Level 1, 160 Stirling Highway  
Nedlands WA 6009

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 259689 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 22<sup>nd</sup> May, 2013.

Signed .....

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



Australian Government

Takeovers Panel

13 - 0675

**CORPORATIONS ACT  
SECTION 657A  
DECLARATION OF UNACCEPTABLE CIRCUMSTANCES**

**FIRESTONE ENERGY LIMITED****CIRCUMSTANCES**

1. Firestone Energy Limited (**Firestone**) is an ASX listed company. It has a right to a 60% participation interest in a coal project in South Africa (the **Waterberg Project**).
2. On 17 December 2012, The Waterberg Coal Company Limited, formerly known as Range River Gold Limited (**Waterberg**), announced an off-market scrip bid for all the shares in Firestone. The consideration was 1 Waterberg share for every 2 Firestone shares (post Waterberg consolidation, 1:20).
3. On 30 January 2013, Waterberg issued its bidder's statement. The bidder's statement included the following:  
*"[Firestone] shareholders will have exposure to a 70% interest in the Waterberg Project (whereas currently [Firestone] holds a 60% interest)."*
4. On 20 March 2013, Waterberg issued a supplementary bidder's statement, advising (among other things) of variations to existing arrangements affecting its capital structure.
5. On 27 March 2013, Waterberg issued a second supplementary bidder's statement, increasing its bid consideration to 1.25:20 and freeing its bid from all defeating conditions.
6. Also on 27 March 2013, Waterberg's shareholders approved (among other things) the acquisition of 46.88% of Waterberg by Haworth Finance Limited (**Haworth**).
7. The original bidder's statement and the supplementary bidder's statements contain information deficiencies, in that:
  - (a) they do not adequately disclose the identities of the owners and controllers of Haworth
  - (b) they do not adequately identify the lenders under the convertible financing facility between Waterberg and Standard Bank of South Africa and the facility's potential impact on Waterberg's capital structure and
  - (c) they do not adequately inform Firestone shareholders of their exposure to the Waterberg Project given the contemplated capital structure of Waterberg.
8. By reason of the information deficiencies, Firestone shareholders:
  - (a) do not know the identity of persons holding a substantial interest in Waterberg, which proposes to acquire a substantial interest in Firestone



13-0675

- (b) have not been given enough information to enable them to assess the merits of Waterberg's bid and
  - (c) are required to make decisions whether to hold their shares, accept the offer or dispose of their shares in other ways on the basis of inadequate information, causing the market for control of Firestone shares not to be efficient, competitive and informed.
9. It appears to the Panel that the circumstances are unacceptable having regard to:
- (a) the effect that the Panel is satisfied the circumstances have had, are having, will have or are likely to have on:
    - (i) the control, or potential control, of Firestone or
    - (ii) the acquisition, or proposed acquisition, by a person of a substantial interest in Firestone and
  - (b) the purposes of Chapter 6 set out in section 602 of the *Corporations Act 2001* (Cth) (Act)
10. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3) of the Act.

**DECLARATION**

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



**Alan Shaw**  
Counsel  
with authority of Peter Scott  
President of the sitting Panel  
Dated 17 May 2013



**Australian Government**

**Takeovers Panel**

**CORPORATIONS ACT  
SECTION 657D  
ORDERS**

**13 - 0676**

**FIRESTONE ENERGY LIMITED**

The Panel made a declaration of unacceptable circumstances on 17 May 2013.

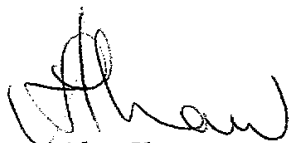
**THE PANEL ORDERS**

1. The Waterberg Coal Company Limited (**Waterberg**) must issue a supplementary bidder's statement in relation to its bid for Firestone Energy Limited (**Firestone**), in a form approved by the Panel, that includes:
  - (a) adequate disclosure of the identities of the owners and controllers of Haworth Finance Limited, the identities of persons who own or control the beneficiaries of the Haworth Trust (**Haworth Beneficiaries**) and the aggregate and individual shareholdings of the Haworth Beneficiaries
  - (b) adequate disclosure of the identity of lenders under the convertible financing facility between Waterberg and Standard Bank of South Africa and the facility's potential impact on Waterberg's capital structure
  - (c) adequate disclosure of Firestone shareholders' exposure to the coal project known as the Waterberg Project, given Waterberg's contemplated capital structure
  - (d) a right to withdraw by any Firestone shareholder who accepted the bid
  - (e) instructions setting out what a shareholder must do to exercise the withdrawal right
  - (f) a statement that the corrective disclosure was required by the Panel and
  - (g) a statement that the offer period has been, or will be, extended so as to comply with these orders.
2. Waterberg must release the supplementary bidder's statement on ASX and dispatch it to everyone to whom offers were made in the same manner as the offers were sent.
3. Waterberg must give each Firestone shareholder who accepted Waterberg's offer a right to withdraw their acceptance:
  - (a) by giving Waterberg notice (so that it is received within 10 days of the date of dispatch of the supplementary bidder's statement) in the form attached to the

**13-0676**

supplementary bidder's statement or complying with Corporations Regulation 6.6.01(1), as the case may be and

- (b) by giving Waterberg any certificates and transfer documents needed to effect the return of the securities issued as consideration or complying with Corporations Regulation 6.6.01(2), as the case may be.
- 4. Waterberg must comply with Corporations Regulation 6.6.01(3) in relation to each person who withdraws their acceptance.
- 5. Waterberg must extend its offer so that it is open for no less than 7 days after the last date for Firestone shareholders to withdraw acceptances.
- 6. In respect of each acceptance withdrawn, the securities issued as consideration are cancelled.



**Alan Shaw**

**Counsel**

**with authority of Peter Scott**

**President of the sitting Panel**

**Dated 17 May 2013**

13-0677

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 741(1)(b) and 1020F(1)(c) – Declarations**

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 13-0677.

**Commencement**

3. This instrument commences on 23 May 2013.

**Declaration**

4. This instrument modifies:
  - (a) Chapter 6D so that subsections 707(3) and (4) are omitted from the Act; and,
  - (b) Part 7.9 so that subsections 1012C(6) and (7) are omitted from the Act.

**Where this instrument applies**

5. This instrument applies where:
  - (a) the Issuer makes an offer to sell a stapled security under the Plan;
  - (b) the stapled security was issued to the Issuer of the Plan and subsequently transferred by the Issuer to, or to the account of, an eligible employee in accordance with the terms of the Plan;
  - (c) the stapled security was issued without disclosure under Part 6D.2 of the Act and without a Product Disclosure Statement for the interests in the Trusts being prepared in circumstances where no disclosure document or Product Disclosure Statement was required to be provided; and
  - (d) the Responsible Entities of the Trusts did not issue the stapled security with the purpose of the relevant employee or the relevant director selling or transferring the stapled security, or granting, issuing or transferring interests in, or options or warrants over, the stapled security.

**Interpretation**

6. In this instrument:
-

13-0677

**eligible employee** means a person who is, at the time of an eligible offer under the Plan, a full-time or part-time employee or director of the Issuer or of a related body corporate of the issuer.

**Issuer** means RE Holding Company Pty Limited (ACN 145 734 489).

**Plan** means the Westfield Retail Trust Executive Deferred Award Plan, an employee share scheme that is known by that name as at the date of this instrument where the terms of the scheme are substantially in the same form as those in the draft rules of the Plan provided to ASIC on 7 March 2013.

**Responsible Entities** means:

- (a) RE1 Limited ACN 145 743 862 as responsible entity of Westfield Retail Trust 1 ARSN 146 934 536; and
- (b) RE2 Limited ACN 145 744 065 as responsible entity of Westfield Retail Trust 2 ARSN 146 934 652.

**stapled security** means an interest in the Trusts which, under the terms on which each of the Trusts is to be traded, must be transferred together.

**Trusts** means:

- (a) Westfield Retail Trust 1 ARSN 146 934 536; and
- (b) Westfield Retail Trust 2 ARSN 146 934 652.

Dated this 23<sup>rd</sup> day of May 2013



Signed by Sean Polivnick  
as a delegate of the Australian Securities and Investments Commission

13-0678

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

1. Under paragraph 1020F(1)(a) of the *Corporations Act 2001* (the *Act*), the Australian Securities and Investments Commission (*ASIC*) exempts the Issuer from Part 7.9 of the Act where the Issuer:
    - (a) makes an eligible offer; or
    - (b) offers to arrange for the issue of financial products under an eligible offer; or
    - (c) issues a financial product under an eligible offer,on the conditions set out in the Schedule and for so long as the conditions are met.
  2. Under paragraph 1020F(1)(b) of the Act, ASIC exempts a financial product that is the subject of an eligible offer from Part 7.9 of the Act where:
    - (a) a recommendation is made (by a person other than the Issuer) that a person to whom an eligible offer has been made to 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 the Schedule have not been met.
  3. Under paragraph 911A(2)(1) of the Act, ASIC exempts the Issuer from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an eligible offer covered by paragraph 1 of this instrument (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the 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.
  4. Under paragraph 911A(2)(1) of the Act, ASIC exempts:
    - (a) the Issuer; and
    - (b) any associated body corporate of the Issuer,from the requirement to hold an Australian financial services licence for the provision of the following financial service:
    - (c) dealing in a financial product in connection with an eligible offer covered by paragraph 1 of this instrument.
  5. Under paragraph 992B(1)(a) of the Act, ASIC exempts the Issuer from sections 992A and 992AA of the Act in relation to an eligible offer covered by paragraph 1
-

13-0678

of this instrument made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.

#### Schedule

The following conditions apply:

1. the Issuer must ensure that the eligible offer is substantially on the terms set out in the draft Rules of the Award Plan provided to ASIC as an attachment to an electronic mail dated 7 March 2013;
2. the Issuer must:
  - (a) include the offer in an offer document; and
  - (b) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
  - (c) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee;
3. the Issuer must comply with any undertaking required to be made in the offer document by reason of this instrument;
4. The Issuer must keep at its registered office and make available to ASIC, upon request, a register of those eligible employees who received an eligible offer and enter in the register:
  - (a) the name and address of each eligible employee; and
  - (b) the number of stapled securities to which each eligible employee's Award relates to; and
  - (c) the date on which the name of each eligible employee was entered in the register; and
  - (d) the date on which any eligible employee's participation ceases;
5. The Issuer must not modify or vary the rules of the Award Plan in any material respect which would adversely affect the rights and interests of eligible employees, unless ASIC notifies the Issuer or any person acting for or on behalf of the Issuer in writing that it does not object to the modification or variation;
6. The Issuer must take all reasonable steps to ensure that the Rules of the Award Plan are complied with; and

13-0678

7. The Issuer must take all reasonable steps to ensure that the Award Plan at all times complies with the Act and any other law in force in this jurisdiction which applies to the operation of the Award Plan.

*Note:* where a document must be provided in writing it may be provided by electronic means. See s5C of the Act and s25 of the *Acts Interpretation Act 1901*.

### Interpretation

In this instrument:

1. except where otherwise stated, references to provisions are to provisions of the Act.
2. the Award Plan shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee.
3. **associated body corporate** of the Issuer means:
  - (a) a body corporate that is a related body corporate of the Issuer; or
  - (b) a body corporate that has voting power in the Issuer of not less than 20%; or
  - (c) a body corporate in which the Issuer has voting power of not less than 20%.
4. **ASX** means the financial market operated by ASX Limited ACN 008 624 691.
5. **Award** means a right to receive an amount of cash or a number of stapled securities on the basis set out in the Rules of the Award Plan,  
  
where:
  - (a) each Award is offered for nil monetary consideration; and
  - (b) the stapled security to which the Award relates is in the same class as stapled securities that have been quoted on the financial market operated by ASX without suspension for more than a total of 2 trading days during the shorter of:
    - (i) the period beginning on 13 December 2010 and ending on the date of the offer; and
    - (ii) the 12 month period immediately before the offer.
6. **Award Plan** means an employee incentive scheme that is known as at the date of this instrument as the Westfield Retail Trust Executive Deferred Award Plan – Australia and New Zealand where:



13-0678

- (a) the scheme is extended only to eligible employees; and
  - (b) the terms of the scheme are substantially on the terms set out in the draft Rules of the Award Plan provided to ASIC as an attachment to an electronic mail dated 7 March 2013.
7. **current market price** means, in relation to a stapled security, the average of the daily volume weighted average price on ASX during each of the 20 trading days preceding the date on which an eligible employee qualifies for payment of an amount of cash under their Award.
8. **eligible employee** means a person who is, at the time of an eligible offer, a full or part-time employee or director of the Issuer or of an associated body corporate of the Issuer.
9. **eligible offer** means an offer for the issue of an Award that is made under the Award Plan where the value of the Award is calculated by reference to the current market price of stapled securities.
10. **financial product advice** has the meaning given by section 766B of the Act.
11. **general advice** has the meaning given by section 766B of the Act.
12. **Issuer** means RE Holding Company Pty Limited ACN 145 734 489.
13. **offer** has a meaning affected by section 1010C of the Act.
14. **offer document** means a document setting out an offer under the Award Plan that:
- (a) includes or is accompanied by a copy, or a summary, of the Rules of the Award Plan; and
  - (b) if a summary (rather than a copy) of the Rules of the Award Plan is given - includes an undertaking that during the period (the **offer period**) during which an eligible employee may acquire the financial products offered under the Award Plan, the Issuer will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the Rules of the Award Plan; and
  - (c) discloses the vesting, performance and tenure conditions of the Award; and
  - (d) includes an undertaking, and an explanation of the way in which, the Issuer will, during the offer period, within a reasonable period of the employee requesting, make available to the employee the current market price of the stapled securities; and
  - (e) discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the Issuer or any associated body corporate of the Issuer for the purpose of acquiring financial products under the Award Plan.

13-0678

15. ***Rules of the Award Plan*** means the written terms of the Award Plan as at the date of this instrument that are substantially on the terms set out in the draft terms of the Award Plan provided to ASIC as an attachment to an electronic mail dated 7 March 2013.
16. ***stapled security*** means an interest in Westfield Retail Trust 1 ARSN 146 934 536 and an interest in Westfield Retail Trust 2 ARSN 146 934 652 which, under the terms on which each is to be traded, must be transferred together.

**Commencement**

This instrument takes effect on gazettal.

Dated this 23<sup>rd</sup> day of May 2013



Signed by Sean Polivnick  
as a delegate of the Australian Securities and Investments Commission

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-fourth day of May 2013

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

BATH IRON WORKS AUSTRALIA CORPORATION	118 948 502
CHURCHILL CHINA (UK) LIMITED	147 867 230
HAINAN AIRLINES COMPANY LIMITED	146 588 034
INTERCAT, INC.	129 076 080
LONGREACH EXPORT AND INVESTMENT COMPANY, INC	102 366 745
LYCOPODIUM TANZANIA LIMITED	126 586 749
MIKE DE BRIE LIMITED	150 867 637

CORPORATIONS ACT 2001  
Section 601CL(5)

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

Dated this twenty-fourth day of May 2013

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

CUSTANCE ASSOCIATES LIMITED	091 448 752
U.S.A.-CARS B.V.	111 345 021
VIVID LIME LTD	120 043 665
WOODRIDGE INVESTMENT HOLDINGS LIMITED	150 169 878

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.

**AFF TECHNOLOGIES PTY LTD**

ACN 081 040 842 will change to a public company limited by shares. The new name will be AFF TECHNOLOGIES LIMITED ACN 081 040 842.

**ESCALA PARTNERS PTY LTD**

ACN 155 884 236 will change to a public company limited by shares. The new name will be ESCALA PARTNERS LIMITED ACN 155 884 236.

**MANAGEMENT RESOURCE SOLUTIONS**

**LIMITED** ACN 128 815 501 will change to a proprietary company limited by shares. The new name will be MANAGEMENT RESOURCE SOLUTIONS PTY LTD ACN 128 815 501.

**OTWAY ENERGY LIMITED** ACN 142 620 657 will change to a proprietary company limited by shares. The new name will be OTWAY ENERGY PTY LTD ACN 142 620 657.

**RIVERINA ENERGY LIMITED**

ACN 138 242 270 will change to a proprietary company limited by shares. The new name will be RIVERINA ENERGY PTY LTD ACN 138 242 270.

**AUSSIE GROUP LIMITED** ACN 093 346 279 will change to a proprietary company limited by shares. The new name will be PHENBORAH PTY LTD ACN 093 346 279.

**GLOBAL FUTURE SOLUTIONS PTY LTD** ACN 135 536 784 will change to a public company limited by shares. The new name will be GLOBAL FUTURE SOLUTIONS LTD ACN 135 536 784.

**NORWOOD IMMUNOLOGY LIMITED**

ACN 095 271 186 will change to a proprietary company limited by shares. The new name will be NORWOOD IMMUNOLOGY PTY LTD ACN 095 271 186.

**PROCESS WASTEWATER TECHNOLOGIES LIMITED** ACN 066 810 026 will change to a proprietary company limited by shares. The new name will be PROCESS WASTEWATER TECHNOLOGIES PTY LTD ACN 066 810 026.