



ASIC

Australian Securities &
Investments Commission

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RIGHTS OF REVIEW

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

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13-0995

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: KPM Pty Ltd
ACN 120 278 837 ("the Licensee")
Level 7
39 Murray Street
Hobart TAS 7000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 334039 held by KPM Pty Ltd with effect from the date on which this notice is given to the Licensee.

Dated this 6 August 2013.

Signed

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

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



13-1060

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Oxbrey Dealer Group Pty Ltd
ACN: 153 922 135 ("the Licensee")
Suite 2, 37 Smith Street
Parramatta NSW 2150

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 413418 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 23rd August, 2013.

Signed

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

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



13-1061

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: H.D. & C. Securities Limited
ACN: 007 346 214 ("the Licensee")
26 Bridge Street East
Benalla VIC 3672

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 238212 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 23rd August, 2013.

Signed

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

13-1062

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 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* (the *Act*).

Title

2. This instrument is ASIC Instrument [13-1062].

Commencement

3. This instrument commence on 26th August 2013.

Declarations

4. Chapter 6D of the Act applies to Goodman Logistics (HK) Limited, a company incorporated in Hong Kong (*GLHK*), as if:
 - (a) regulation 6D.5.01 of the *Corporations Regulations 2001* (the *Regulations*) were modified or varied by omitting “warrant that is a security” and substituting “warrant that is a security (other than a CDI within the meaning of subsection 700(3B) of the Act)”; and
 - (b) the following provision was varied or modified by, after subsection 700(3), inserting:

“Application to CDIs

(3A) For the purposes of this Chapter, where the securities are CDIs:

- (a) the foreign body that issues, or offers to issue, the securities underlying the CDIs is taken to be the person who offers the CDIs for issue;
- (b) the foreign body that issues the securities underlying the CDIs is taken to be the issuer of the CDIs;
- (c) the CDIs are taken to be the foreign body's securities; and
- (d) the CDIs are taken to be in the same class as the securities underlying the CDIs.

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(3B) For the purposes of subsection (3A):

ASX Settlement means ASX Settlement Pty Limited ABN 49 008 504 302.

CDIs means a unit of beneficial ownership in a foreign body's securities registered in the name of CDN for the purpose of enabling the securities of a foreign body to be recorded in and transferred through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs.

CDN means CHES Depository Nominees Pty Limited ABN 75 071 346 506.

CHES means Clearing House Electronic Subregister System.

foreign body means a body formed or incorporated outside this jurisdiction.”.

5. Part 7.9 of the Act applies to GLHK as if subregulation 7.9.07A(1) of the Regulations were modified or varied by omitting “warrants.” and substituting “warrants (other than CDIs within the meaning of subsection 700(3B) of the Act).”.
6. Chapter 6D of the Act applies to any holder of a CDI in GLHK and any holder of an ordinary share in Goodman Limited ACN 000 123 071 (*GL*) as if subsections 707(3) and (4) were omitted.
7. Part 7.9 of the Act applies to any member of the Goodman Industrial Trust ARSN 091 213 839 (*GIT*) as if subsections 1012C(6) and (7) were omitted.

Where this instrument applies

8. The declarations in this instrument apply where:
 - (a) an offer to sell a Goodman stapled security is made within 12 months of issue; and
 - (b) the Goodman stapled security was issued to the Plan Trustee of the Goodman Group Long Term Incentive Plan Trust (the *Plan Trust*), in accordance with the terms of the Plan Trust, and subsequently transferred by the Plan Trustee to an eligible employee or director or contractor, or a nominee for such a person, (each a *beneficiary*) of the Goodman Group, or of an associated body corporate of an entity in the Goodman Group, in accordance with the terms of the Plan; and
 - (c) the Goodman stapled security was issued without disclosure under Part 6D.2

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of the Act for the share in GL and the GLHK CDI and without a Product Disclosure Statement under Part 7.9 of the Act for the interests in GIT in circumstances where no disclosure document or Product Disclosure Statement was required to be given under the Act; and

- (d) GL did not issue the share, GLHK did not issue the CDI, or the share in GLHK to which the GLHK CDI relates, and the Responsible Entity did not issue the interest in GIT to the Plan Trustee with the purpose of the beneficiary to whom a Goodman stapled security is transferred by the Plan Trustee as described in paragraph (b) selling or transferring the share, the CDI or the interest, or granting, issuing or transferring interests in, or options or warrants over, the share, the CDI or the interest; and
- (e) the Plan Trustee:
 - (i) before it transfers a Goodman stapled security to a beneficiary, holds the shares, CDIs and interests comprising the Goodman stapled security on trust for each of the beneficiaries; and
 - (ii) causes proper written financial records to be maintained in respect of the activities of the Plan Trust and cause those records to be audited annually and made available for inspection by the beneficiaries at an office of the Plan Trustee or a place of business of GL, GLHK or the Responsible Entity during normal business hours or such other time as is agreed with beneficiaries; and
 - (iii) ensures that each share, CDI and interest held on behalf of a beneficiary is identified in the written financial records as being held on account of that beneficiary; and
 - (iv) does not levy any fees or charges for operating and administering the Plan Trust, either payable directly by the beneficiaries or out of the assets of the Plan Trust; and
 - (v) except as expressly provided by the Plan Trust, a beneficiary must have the capacity to authorise the Plan Trustee to sell at or above the current market price the shares, CDIs or interests to which he or she is entitled to under the Plan Trust; and
- (f) the Plan Trust contains covenants binding the Plan Trustee and their agents, if any, to the effect that a beneficiary possesses substantially the same rights in respect of the shares, CDIs and interests to which as if they were the legal owner of the shares, CDIs and interests including the right to:
 - (i) direct the Plan Trustee how the voting rights attaching to the shares, CDIs and interests shall be exercised, either generally or in any

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particular case; and

- (ii) receive the income deriving from the shares, CDIs or interests including any dividends or distributions declared or made by the issuer in respect of those shares, CDIs or interests.

Interpretation

9. In this instrument:

associated body corporate, in relation to GL, GIT and GLHK (each an entity), means:

- (a) a body corporate that is a related body corporate of the entity; or
- (b) a body corporate that has voting power in the entity of not less than 20%; or
- (c) a body corporate in which the entity has voting power of not less than 20%; and

ASX Settlement means ASX Settlement Pty Limited;

CDI means a unit of beneficial ownership in a foreign body's securities registered in the name of CDN for the purpose of enabling the securities of a foreign body to be recorded in and transferred through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs;

CDN means CHES Depository Nominees Pty Limited;

CHES means Clearing House Electronic Subregister System;

contractor means a person who:

- (a) is outside this jurisdiction;
- (b) is engaged to work in an individual capacity or through a service company (the service company) that principally engages the contractor, by one or more of GL, GIT or GLHK; and
- (c) receives 80% or more of their income for their personal services directly or through the service company, from GL, GIT or GLHK or a related body corporate of GL, GIT or GLHK;

eligible employee means a person who is, at the time of an offer under the Plan, a full-time or part-time employee of the Goodman Group and includes, for the avoidance of doubt, persons who may be former employees at the time a Goodman stapled security is transferred to them by the Plan Trustee;

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foreign body means a body formed or incorporated outside this jurisdiction;

GLHK CDIs means a CDI referable to a fully-paid ordinary share in GLHK;

Goodman Group means GL, GIT and GLHK;

Goodman stapled security means an ordinary share GL, an ordinary interest in the GIT and a GLHK CDI which, on the terms on which each are to be traded, must only be transferred together;

Plan means the scheme that is known as at the date of this instrument as the Goodman Group Long Term Incentive Plan where the terms of the scheme are substantially the same as the draft terms provided to ASIC as an attachment to an electronic mail dated 6 September 2012; and

Plan Trust means a trust established by GL under the Goodman Long Term Incentive Plan Trust Deed where the terms of the trust are substantially the same as the draft terms provided to ASIC as an attachment to an electronic mail dated 7 August 2013;

Plan Trustee means a wholly-owned subsidiary of GL or an Australian Financial Services Licensee, appointed from time to time in accordance with the terms of the Plan Trust; and

Responsible Entity means Goodman Funds Management Limited ACN 067 796 641 as responsible entity of the GIT.

Dated the 26th day of August 2013



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

13 –1063

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 669(1)(b) – Declaration**

Under paragraph 669(1)(b) of the *Corporations Act 2001* (Cth) (the *Act*) the Australian Securities and Investments Commission (*ASIC*) declares that Chapter 6A of the Act applies to the person specified in Schedule A in relation to the class of securities referred to in Schedule B as if paragraph (b) of section 664AA was omitted and the following paragraph substituted:

- "(b) the period of 6 months after the 90% holder becomes the 90% holder in relation to that class, calculated as if time ceased to run from the date (if any) that the 90% holder commences proceedings under section 664F for approval of the acquisition (*proceedings*) until the later of:
- (i) the conclusion of the proceedings;
 - (ii) the expiry of the period within which any notice of appeal must be served in relation to the proceedings (or any appeal in respect of those proceedings); and
 - (iii) if a notice of appeal has been served in relation to the proceedings or any appeal, the completion of the appeal."

Schedule A

Lupin Holdings BV (*90% Holder*)

Schedule B

Ordinary shares in Generic Health Pty Ltd ACN 110 617 859 in relation to which a notice for compulsory acquisition was lodged by the 90% Holder with ASIC on 10 July 2013 and in relation to which the 90% Holder issued court proceedings on 23 August 2013 seeking court approval of the acquisition under subsection 664F(3) of the Act.

Dated this 23rd day of August 2013



Signed by Michael Jukes

As a delegate of the Australian Securities and Investments Commission

13-1072

**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 [13-1072].

Commencement

3. This instrument commences on gazettal.

Exemptions

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

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- (c) dealing in a financial product in the course of providing a custodial or 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:

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- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:
- “9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the NASDAQ Global Select Stock Market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and
- (ii) in the Interpretation, the following definition were inserted:
- “9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:
- (a) by, or for the benefit of:
- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
- (b) by a corporation all of whose members are:
- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and
- (iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:
- “(c) specifies in respect of the performance rights or the shares to which the performance rights relate:
- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar

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

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:

“16A. “performance right” means a conditional right to be issued or transferred 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;

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

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

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

Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights in relation to shares in the issuer, made under an arrangement known as the Groupon, Inc. 2011 Incentive Plan (*Plan*) and the Australian Addendum and Australian Offer Document to the Plan (under which the performance rights are referred to as Restricted Stock Units), the terms of which are substantially in the same form as those provided to ASIC on 15 August 2013; and
- (d) *issuer* means Groupon, Inc., a foreign company incorporated under the laws of the State of Delaware of the United States of America and any related body corporate.

Dated this 27th day of August 2013



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

13-1076

**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 [13-1076].

Commencement

3. This instrument commences on gazettal.

Exemptions

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

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

Where this instrument applies

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

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

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

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

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

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

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

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

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

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

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

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

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

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:

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

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

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;

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- (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 Plan* means the Australian Addendum to the ManpowerGroup Inc. 2011 Equity Incentive Plan and the Restricted Stock Unit Agreement, the terms of which are substantially the same as those provided to ASIC on 14 August 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 ManpowerGroup Inc. 2011 Equity Incentive Plan (under which the performance rights are referred to as

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restricted stock units) and the Australian Plan, the terms of which are substantially the same as those provided to ASIC on 14 August 2013; and

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

Dated this 27th day of August 2013



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

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this thirtieth day of August 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
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
NATIONAL GUARD SERVICE LIMITED	143 992 894

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 thirtieth day of August 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

MIRABAUD SECURITIES LLP

149 426 559

PT. MG KAILIS INDONESIA

134 445 962

PURATOS NV

144 868 486

CORPORATIONS ACT 2001
Subsection 601PA(3)

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

Dated this thirtieth day of August 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

CANTON MACKENZIE FUND

ARSN

154 940 495

CORPORATIONS ACT 2001
Subsection 601PB(2)

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

Dated this thirtieth day of August 2013

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

BARCLAYS CORALS COMMODITIES FUND

131 196 882

BARCLAYS DYNAMIC80 INTERNATIONAL SHARE FUND

134 363 358

LIFEFOCUS INVESTMENT FUND

092 294 829

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.

ASCEND BIOPHARMACEUTICALS PTY LTD

ACN 106 265 098 will change to a public company limited by shares. The new name will be ASCEND BIOPHARMACEUTICALS LTD ACN 106 265 098.

FAIRFAX DIGITAL LIMITED ACN 066 325 782

will change to a proprietary company limited by shares. The new name will be FAIRFAX DIGITAL PTY LIMITED ACN 066 325 782.

JOHN FAIRFAX LIMITED ACN 008 396 585 will

change to a proprietary company limited by shares. The new name will be JOHN FAIRFAX PTY LIMITED ACN 008 396 585.

ONE10 LIMITED ACN 151 787 585 will change to a proprietary company limited by shares. The new name will be ONE10 PTY LTD

ACN 151 787 585.

PHOTOMERCHANT LTD ACN 129 981 826 will

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

ACN 129 981 826.

WOODCHUCK SYSTEMS PTY

ACN 114 993 181 will change to a proprietary company limited by shares. The new name will be WOODCHUCK SYSTEMS PTY LTD

ACN 114 993 181.

ASSOCIATED NEWSPAPERS LTD

ACN 000 021 750 will change to a proprietary company limited by shares. The new name will be ASSOCIATED NEWSPAPERS PTY LIMITED ACN 000 021 750.

JOHN FAIRFAX & SONS LTD

ACN 000 007 269 will change to a proprietary company limited by shares. The new name will be JOHN FAIRFAX & SONS PTY LIMITED ACN 000 007 269.

OLIVINE RESOURCES LIMITED

ACN 146 894 500 will change to a proprietary company limited by shares. The new name will be OLIVINE RESOURCES PTY LTD

ACN 146 894 500.

OZFOREX PTY LTD ACN 092 375 703 will

change to a public company limited by shares. The new name will be OZFOREX LIMITED

ACN 092 375 703.

TRIUMPH TIN MINING LIMITED

ACN 152 466 781 will change to a proprietary company limited by shares. The new name will be TRIUMPH TIN MINING PTY LTD

ACN 152 466 781.

3PLAY TECHNOLOGY GROUP LTD

ACN 146 585 211 will change to a proprietary company limited by shares. The new name will be 3PLAY TECHNOLOGY GROUP PTY LTD ACN 146 585 211.

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.

CHINA MINING PTY LTD ACN 149 001 347 will change to a public company limited by shares. The new name will be CHINA MINING LIMITED ACN 149 001 347.

MAZE RETAIL PTY LTD ACN 161 003 916 will change to a public company limited by shares. The new name will be MAZE RETAIL LTD ACN 161 003 916.