



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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**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 13-1329.

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 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 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;

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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, made under an arrangement known as the Guidewire Software, Inc. 2011 Stock Plan and the Australian Supplement (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 27 September 2013; and
- (d) *issuer* means Guidewire Software, Inc., a company incorporated under the laws of the State of Delaware, United States of America, and any related body corporate.

Dated this 23rd day of October 2013



Signed by Fiona Laidlaw

as a delegate of the Australian Securities and Investments Commission

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1331.

Commencement

3. This instrument commences on 23 October 2013.

Exemption

4. Yamba Energy Limited ACN 128 280 553 (*Yamba*) is exempt from compliance with Parts 6D.2 and 6D.3 of the Act.

Declaration

5. Chapter 6D of the Act applies to shareholders of Yamba as if section 707 was modified or varied by omitting subsections (3), (4), (5) and (6) and substituting:

"(5) An offer of a body's securities for sale within 12 months after their sale by a person who controlled the body at the time of the sale needs disclosure to investors under this Part if:

- (a) at the time of the sale by the controller either:
 - (i) the securities were not quoted; or
 - (ii) although the securities were quoted, they were not offered for sale in the ordinary course of trading on a relevant financial market on which they were quoted; and
- (b) the controller sold the securities without disclosure to investors under this part; and
- (c) the controller sold the securities with the purpose of the person to whom they were sold;
 - (i) selling or transferring the securities; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over the securities;

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and section 708 does not say otherwise.

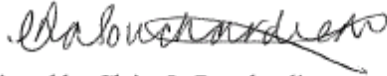
- (6) Unless the contrary is proved, a person who controls a body is taken to sell securities with the purpose referred to in paragraph (5)(c) if any of the securities are subsequently sold, or offered for sale, within 12 months after their sale by the controller."

Where this instrument applies

6. The exemption in paragraph 4 applies to invitations by Yamba to vote at a capital reduction meeting on the in specie transfer by Yamba of ordinary shares in Atlantis Resources Corporation Limited, a company incorporated in Singapore, (*Atlantis*), to the shareholders of Yamba, pursuant to a notice of meeting that:
- (a) is in substantially the same form as the draft notice of meeting given to ASIC on 10 September 2013; and
 - (b) includes a statement:
 - (i) that the capital reduction is not conditional on the quotation of securities of Atlantis on the London Stock Exchange's Alternative Investment Market;
 - (ii) describing the need for, and the effect of, the relief contained in this instrument; and
 - (iii) that the notice of meeting is in substantially in the same form as the draft notice of meeting given to ASIC on 10 September 2013.
7. The declaration in paragraph 5 applies where:
- (a) an Atlantis shareholder makes an offer of ordinary shares in Atlantis (*Shares*) for sale;
 - (b) the Shares were transferred to the Atlantis shareholder pursuant to the invitation to vote at the capital reduction meeting referred to in paragraph 6; and
 - (c) the offer is not made within 12 months of a sale or transfer of the Shares by a person, other than Yamba, who:
 - (i) controls Atlantis;
 - (ii) would have been required by subsection 707(2) of the Act to give disclosure to investors under Part 6D.2 of the Act but for section 708 of the Act; and
 - (iii) did not give disclosure to investors under Part 6D.2 of the Act because of section 708 of the Act.

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Dated this 23rd day of October 2013

Signed by Claire LaBouchardiere
as a delegate of the Australian Securities and Investments Commission

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**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 13-1332.

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

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- (b) would meet the requirements of the class order if:
- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:
- “9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the New York Stock Exchange throughout the 3 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;

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- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:
- “16A. “performance right” means a conditional right:
- (a) to be issued a fully-paid ordinary share in the capital of the issuer; or
 - (b) to receive either fully paid ordinary shares or a cash amount equal to the amount of any dividend paid on 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:

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- (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;
- (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

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

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

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

Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Frank's International N.V. 2013 Long-Term Incentive Plan (under which the performance rights are referred to as Restricted Stock Units) and the Australian Addendum and Offer Document, the

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terms of which are substantially in the same form as those provided to ASIC on 27 August 2013; and

- (d) *issuer* means Frank's International N.V., a foreign company incorporated under the laws of the Netherlands, and any related body corporate.

Dated this 24th day of October 2013



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



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ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: AMP Capital Investment Management Pty Limited
ACN 119 095 297 ("the Licensee")
L 10, 50 Bridge Street,
Sydney, NSW 2000

Pursuant to section 915B of the Corporations Act 2001, the Australian Securities and Investments Commission hereby cancels Licence Number 302511 held by AMP Capital Investment Management Pty Limited with effect from the date on which this notice is given to the Licensee.

Dated this 24 October 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

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**Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 340(1) and 741(1) – Order**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsections 340(1) and 741(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 13-1335.

Commencement

3. This instrument commences on 24 October 2013.

Order

4. ASIC relieves Platinum Australia Limited (Subject to Deed of Company Arrangement) ACN 093 417 942 (the *company*) from Part 2M.3 of the Act for the financial year ending 30 June 2013 until the earlier of:
 - (a) 30 March 2014 (the *extended deadline*); or
 - (b) the date of termination of the deed of company arrangement (the *extended deadline*).
5. To avoid doubt, if the requirements of that Part have not been complied with by the extended deadline (as applicable), this order has no application from the day after the extended deadline to any continuing obligation under that Part.
6. ASIC modifies section 713 of the Act by inserting a new subsection 7 as follows:

“(7) A body may not rely on this section if:

 - (a) the body is relying on an order made under section 340 that relieves the body from compliance with Part 2M.3; or
 - (b) a period of 12 months has not elapsed after the end of the company’s financial year that first occurs after the company ceased relying on such an order.”

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Conditions

7. The company must, as soon as possible, and in any event by 5:00pm WST on 28 October 2013, provide a written notice to ASX Limited ACN 008 624 691 (*ASX*) for release on the Market Announcements Platform of the financial market operated by ASX, which includes a statement describing the need for, and effect of, the relief provided by this order as it applies to the company.
8. The company must maintain arrangements for answering, free of charge, reasonable enquiries from its members about the consequences of the external administration of the company.

Dated this 24 October 2013



.....
Signed by Tashreen Tourabaly
as a delegate of the Australian Securities and Investments Commission

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Australian Securities and Investments Commission
Corporations Act 2001 - Paragraphs 601QA(l)(a), 741(l)(a), 911A(2)(1),
992B(l)(a), 1020F(l)(a) and 1020F(l)(b) - Exemption

Enabling legislation

1. The Australian Securities and Investments Commission (ASIC) makes this instrument under paragraphs 601QA(l)(a), 741(l)(a), 911A(2)(1), 992B(l)(a), 1020F(l)(a) and 1020F(l)(b) of the *Corporations Act 2001* (the Act).

Title

2. This instrument is ASIC Instrument 13-1336.

Commencement

3. This instrument commences on the date of its gazettal.

Exemptions

4. ASIC exempts:
 - (a) the issuer;
 - (b) a related body corporate of the issuer;
 - (c) the Custodian or the Manager; and
 - (d) any person who, by way of contract between the person and the issuer, in connection with an eligible offer, acts for or on behalf of the issuer,from Parts 6D.2, 6D.3 (except section 736) and 7.9 where that person:
 - (e) makes an eligible offer;
 - (f) offers to arrange for the issue of financial products under an eligible offer;
 - (g) issues a financial product under an eligible offer,on the conditions set out in paragraph 10 of this instrument and for so long as the conditions are met.
5. ASIC exempts a financial product that is the subject of an eligible offer from Part 7.9 where a person (other than a person covered by paragraph 4 of this instrument) makes a recommendation to acquire financial products under an eligible offer, except where the person is aware, or ought reasonably to be aware, that any of the conditions set out in paragraph 10 of this instrument have not been met.
6. ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of paragraph 4 of this instrument from the requirement to hold an Australian financial services licence for the provision of a financial service consisting of general advice reasonably given in connection with an offer referred to in that paragraph (including any general advice given in the offer document) where the offer document for the offer includes a statement to the effect that any advice given by the person in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice.

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7. ASIC exempts:
- (a) the issuer who is exempt from Part 6D.2 or Part 7.9 of the Act because of paragraph 4 of this instrument; and
 - (b) a related body corporate of the issuer,
- from the requirement to hold an Australian financial services licence for the provision of the following financial services:
- (c) the provision of a custodial or depository service in connection with an eligible offer covered by paragraph 4 of this instrument where the provider of the service performs their duties in good faith and has sufficient resources to perform those duties; and
 - (d) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph 7(c) of this instrument; and
 - (e) dealing in a financial product in connection with an offer covered by the exemption in paragraph 4 of this instrument where any acquisition by purchase or disposal of the product (by the issuer or a related body corporate of the issuer) occurs either:
 - (i) through a person who holds an Australian financial services licence authorising the holder to deal in those financial products; or
 - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in those financial products in the relevant place.
8. ASIC exempts a person who is exempt from Part 6D.2 or Part 7.9 because of paragraph 4 of this instrument from sections 736, 992A and 992AA of the Act in relation to offers made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
9. ASIC exempts:
- (a) the issuer;
 - (b) a related body corporate of the issuer;
 - (c) the Custodian or the Manager; or
 - (d) any person who, by way of contract between the person and the issuer, in connection with an eligible offer, acts for or on behalf of the issuer,
- from subsection 601ED(5) of the Act in relation to the operation of that managed investment scheme relating to an eligible offer covered by the exemption in paragraph 4 of this instrument.

Conditions

10. The following conditions apply:
- (a) the issuer must ensure that the eligible offer must be substantially on the terms set out in the letter from Herbert Smith Freehills to ASIC dated 2 October 2013, titled 'Sanofi :Employee Offering 2013' on behalf of the issuer; and

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- (b) the person making the offer must:
- (i) include that offer in an offer document; and
 - (ii) take reasonable steps to ensure that any eligible employee to whom the offer is made is given a copy of the offer document; and
 - (iii) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an employee; and
- (c) the issuer must take reasonable steps to ensure that Sanofi-Aventis Australia complies with any undertaking required to be made in the offer document by reason of this instrument; and
- (d) the issuer must take reasonable steps to ensure that the number of shares the subject of the offer when aggregated with:
- (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares and units of shares, under an employee share scheme to be accepted or exercised; and
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to the Group Savings Plan or any other employee share scheme extended only to eligible employees of the issuer;
- but disregarding any offer made, or option acquired or share issued by way of or as a result of:
- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
 - (iv) an offer that was an excluded offer or invitation within the meaning of the Corporations Law as in force before the commencement of Schedule 1 to the *Corporate Law Economic Reform Program Act 1999*; or
 - (v) an offer that did not need disclosure to investors because of section 708 of the Act; or
 - (vi) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
 - (vii) an offer made under a disclosure document or Product Disclosure Statement,
- must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer; and
- (e) the Rules must contain provisions to the effect that the books of account maintained in respect of the activities of the FCPE must be audited annually; and

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- (f) the issuer must take reasonable steps to ensure that the Manager and/or the Custodian may only levy any fees or charges for operating and administering the FCPE which are payable by the employees to a maximum amount provided for in the Rules and such fees must be fully disclosed in the offer document; and
- (g) the issuer, through Sanofi-Aventis Australia must make the statements of assets, balance sheets and statements of income (together with the related notes) of the FCPE and the auditors' reports of those statements delivered to them under the Rules available for inspection by eligible employees domiciled in this jurisdiction at a registered office or principal place of business in Australia during normal business hours or such other time as is agreed with an eligible employee; and
- (h) the issuer must take reasonable steps to ensure that upon Sanofi-Aventis Australia receiving notices relating to the buy-back/redemption of units as provided for in the Rules or otherwise under the eligible offer, it must forward these to the Manager without delay; and
- (i) the issuer must take reasonable steps to ensure that Sanofi-Aventis Australia must, on behalf of the issuer and the Manager, accept notices, correspondence and service of process at a registered office or principal place of business in Australia; and
- (j) upon Sanofi-Aventis Australia being advised that the buy-back arrangements/redemption facilities of units in the FCPE are suspended or terminated or that quotation of the shares of the issuer on any approved foreign market is suspended, the issuer through Sanofi-Aventis Australia must notify ASIC within 7 days; and
- (k) the issuer, through Sanofi-Aventis Australia, must make available for public inspection at Sanofi-Aventis Australia's registered office or principal place of business in Australia, and provide to eligible employees domiciled in this jurisdiction, copies of the Rules and the offer document and meet all reasonable requests for information; and
- (l) the issuer, through Sanofi-Aventis Australia, must maintain in Australia and make available to ASIC, upon request, records relating to the issue or sale of and the buy-back/redemption of units in the FCPE to or from eligible employees domiciled in this jurisdiction; and
- (m) the FCPE must at all times be approved or authorised or registered by the French Autorité des Marchés Financiers (the **Relevant Agency**) and the Group Savings Plan must at all times be authorised under the law of France; and
- (n) there must at all times be a custodian of the FCPE assets and the Rules must be complied with in appointing or changing the Custodian; and
- (o) within 14 days of the date of this instrument, ASIC must be provided with:
 - (i) certified copies of the Rules and any other related documents;

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- (ii) a certified copy of any written approval or authorisation issued by the Relevant Agency in relation to the eligible offer; and
 - (iii) if any document is not in English, a certified translation of that document into English; and
- (p) the issuer must take reasonable steps to ensure that each related body corporate of the issuer must keep at a registered office or principal place of business in this jurisdiction, a register of its employees who participate in the eligible offer and enter in the register:
- (i) the names and addresses of each employee;
 - (ii) the extent of the holding of each employee;
 - (iii) the date at which the name of each employee was entered in the register; and
 - (iv) the date at which any employee's interest ceased; and
- (q) except as may be required by French law, the Rules must not be modified or varied in any material respect that would adversely affect the rights and interests of eligible employees domiciled in this jurisdiction who participate in the eligible offer unless ASIC notifies Sanofi-Aventis Australia in writing that it does not object to the modification or variation; and
- (r) the issuer must take reasonable steps to ensure that the Manager and the Custodian must comply with the provisions of the Rules; and
- (s) the eligible offer must at all times comply with the law of France.

Interpretation

11. In this instrument:

except where otherwise stated, references to provisions are to provisions of the Act.

an employee share scheme shall not be regarded as extended to a person other than an eligible employee only because such an employee may renounce an offer of financial products made to them under the scheme in favour of their nominee.

approved foreign market means NYSE Euronext Paris;

Australian dollar equivalent in relation to a price, means a price calculated by reference to the relevant exchange rate published by an Australian bank no earlier than the business day before the day to which the price relates;

current market price means in relation to a share, the price published by the NYSE Euronext Paris as the final price for the previous day on which the share was traded on that financial market;

Custodian means the custodian from time to time of the FCPE (presently CACEIS Bank a company registered in France), where the Custodian, by way

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of contract with the issuer, in connection with an eligible offer acts for or on behalf of the issuer;

eligible employee means, in relation to an issuer, a person who is at the time of an offer under an employee share scheme, a full or part-time employee or director of the issuer or of a related body corporate of the issuer;

eligible offer means an offer to issue or transfer fully-paid shares in the issuer where:

- (i) the shares are in the same class as shares which have been quoted on an approved foreign market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period;
- (ii) the shares are to be held by the Custodian of the FCPE; and
- (iii) units in the FCPE are issued in accordance with the Rules to eligible employees who participate in the eligible offer;

made under the employee share scheme, as described as the Group Savings Plan, on terms not significantly different to those described in a letter to ASIC dated 2 October 2013, titled 'Sanofi: Employee Offering 2013', from Herbert Smith Freehills on behalf of the issuer, extended only to eligible employees of the issuer;

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

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

general advice has the meaning given by section 766B;

Group Savings Plan means the Sanofi Group Savings Plan for employees of non-French companies of the Sanofi group dated on or about 13 October 2005;

issuer means Sanofi, a company registered in France;

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

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

offer document means a document setting out an offer under an employee share scheme that:

- (a) includes or is accompanied by a copy or summary of the Rules under which the offer is made; and
- (b) if a summary (rather than a copy) of the Rules is given - includes an undertaking that during the period (the **offer period**) during which an eligible employee domiciled in this jurisdiction may acquire the financial products offered, the issuer through Sanofi-Aventis Australia will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the Rules; and
- (c) specifies in respect of the shares:

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- (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were that formula applied at the date of the offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer through Sanofi-Aventis Australia will, during the offer period, within a reasonable period of the employee requesting, make available to the employee:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of shares in the same class as those offered; and
 - (ii) where subparagraph (c)(ii) or (iii), the information referred to in that paragraph as updated to that date; and
- (e) discloses the conditions, obligations and risks associated with any loan or financial assistance offered by the issuer or a related body corporate of the issuer for the purpose of acquiring financial products under the Group Savings Plan; and
- (f) states prominently that the eligible offer is an offer for participation in a foreign scheme that is subject to the regulation of the Relevant Agency and to the law of France and describes the legal and practical effect (if any) this may have on the rights and ability of an eligible employee domiciled in this jurisdiction to make any claim or enforce any right arising out of or in connection with the eligible offer;

Rules means the rules of the Group Savings Plan and the rules of the "FCPE Sanofi shares" dated on or about 9 June 2000 and last updated on 6 May 2013 and the rules of the of the "FCPE Relais Sanofi shares" dated on 1 October 2013, each as amended from time to time;

Sanofi-Aventis Australia means Sanofi-Aventis Australia Pty Ltd ACN 008 558 807;

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

Dated this 25th day of October 2013



Signed by Megan Dillon
as a delegate of the Australian Securities and Investments Commission

13-1340

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(b) and 1020F(1)(c) – Declaration
and Exemption**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1340.

Commencement

3. This instrument commences on 25 October 2013.

Declaration

4. Chapter 5C of the Act applies to FKP Limited ACN 010 729 950 (**FKP Limited**), FKP Funds Management Limited ACN 089 800 082 (**FKPFM**) in its capacity as the responsible entity for FKP Property Trust ARSN 099 648 754 (**FKP Property Trust**) as if section 601 GAD of the Act as notionally inserted into the Act by ASIC Class Order [CO 13/655] were varied or modified as follows:
 - (a) In subsection 601GAD(10), in paragraph (b) of the definition of **stapled security**, after "separately", insert "except for interests in that scheme held by a company, who is a member of the scheme, where the shares in the company form part of a stapled security of which interests in the scheme also form part".
5. Part 7.9 of the Act applies in relation to FKPFM, in its capacity as the responsible entity of the FKP Property Trust, as if section 1019A of the Act were modified or varied as follows:
 - (a) In subsection (1), omit the words "Subject to subsection (2)" and substitute the words "Subject to subsections (2) and (2A)"; and
 - (b) After subsection (2) inset a new subsection (2A) as follows:

"(2A) This Division does not apply to the issue of interest in a registered scheme under a rights issue in circumstances where section 1012DAA applies."

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Where this instrument applies

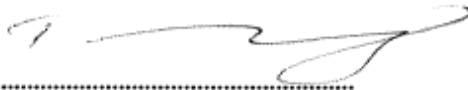
6. FKP Property Group undertakes an underwritten accelerated non-renounceable pro-rata entitlement offer of FKP Property Group Stapled Securities, made on substantially the same terms as those outlined in the letter and retail entitlement offer booklet provided to ASIC on or about 4 October 2013, the draft FKP Property Group investor presentation provided to ASIC on or about 9 October 2013.
7. This instrument ceases to apply on 31 December 2013.

Interpretation

8. In this instrument:

FKP Property Group means FKP Limited ACN 010 729 950 (FKP Limited) and FKP Funds Management Limited ACN 089 800 082 in its capacity as responsible entity for FKP Property Trust ARSN 099 648 754 (FKP Property Trust); and

FKP Property Group Stapled Securities means a share in FKP Limited and an interest in FKP Property Trust, which, under the terms on which each is to be traded, must only be transferred together.

Dated this 25th day of October 2013

.....
Signed by Tony Tran
as a delegate of the Australian Securities and Investments Commission

13-1342

**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 13-1342.

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

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- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
 - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:
 - “16A. “performance right” means a conditional right 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:

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- (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 offer document, Australian Addendum, Employee Information Supplement – Restricted Stock Units (Tax), Retention Restricted Stock Unit Grant Agreement and the US Prospectus applicable to the 2009 McDermott International, Inc. Long-Term Incentive Plan.
- (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 2009 McDermott International, Inc. Long-Term Incentive Plan (under which the performance rights are referred to as restricted stock units) and the Australian Supplement, the terms of which are substantially in the same form as those provided to ASIC on 16 September 2013; and
- (e) *issuer* means McDermott International, Inc., a foreign company incorporated under the laws of the Republic of Panama and any related body corporate.

Dated this 28th day of October 2013



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

13-1343

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) –
Exemptions**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC relief instrument 13-1343.

Commencement

3. This instrument commences on the date of gazettal.

Exemptions

4. The Cup Club Pty Limited ACN 165 313 995 as operator (*operator*) of a club described as The Cup Club (*club*) does not need to comply with:

- (a) Section 601ED of the Act in relation to the club;
- (b) Divisions 2 to 5 of Part 7.9 of the Act in relation to an interest in the club and
- (c) the requirement to hold an Australian Financial Services licence.

Where relief applies

5. The exemption in paragraph 4 applies if the operator:

- (a) operates the club in accordance with the rules of the club as submitted to ASIC on 14 October 2013, as may be varied from time to time and on prior notification to ASIC;
- (b) before any person acquires an interest in the club, provides to that person a document that would allow that person to gain a reasonable understanding of the nature and purpose of the club (*disclosure document*);
- (c) has no power to bind members of the club at law or in contract;

(d) includes in the application for an interest or interests in the club, statements to the effect that:

- (i) horse racing is an inherently risky and speculative venture;
- (ii) joining the club carries little or no prospect of generating a financial return;
- (iii) any prize money is unlikely to cover the costs of providing benefits and
- (iv) any prize money actually won will be reinvested to provide benefits.

(e) ensures that any member of the club is free to terminate membership of the club at any time, on one month's notice, without penalty;

(f) ensures that there is no direct or indirect acquisition by any member of interests in race horses or horse race syndications and

(g) ensures that any advertisement and/or promotion of the club contains a statement that:

- (i) the primary benefit of membership of the club is not a financial benefit or the expectation of a financial benefit and that
- (ii) interests in the club are not, and are not intended to be, a financial product.

6. In relying on the exemptions in paragraph 4 the operator must ensure that the disclosure document referred to in paragraph 5(b) must include information about:

- (a) the objectives and purpose of the club;
- (b) the amount of membership fees and any ongoing expenses that may be incurred by members;
- (c) how often and by what means the operator will be reporting to members in relation to the club;
- (d) the benefits available to members, including racing syndications and the kinds of promotional events the operator will hold, how often and where;
- (e) how the operator will obtain interests in racehorses and/or horseracing syndications;
- (f) how the operator will distribute and/or manage any winnings, back to itself and/or the members, including any amounts the operator will deduct in the form of fees, expenses and/or commissions;

(g) the expenses the operator will incur in relation to syndications, promotional activities and event management;

(h) how the operator will handle prospective members' funds;

(i) any cooling off period available to new members;

(j) dispute resolution;

(k) how the operator will handle conflicts of interest, especially in relation to any interests of the club and/or the operator in syndications and event management and

(l) horse racing industry risks;

7. The disclosure document must also include:

(a) the statement appearing at 5(d) of this instrument and

(b) a statement that any further information relating to the club should be obtained by contacting the operator directly.

Dated this 29th day of October 2013



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

13-1345

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 13-1345.

Commencement

3. This instrument commences on 28 October 2013.

Declaration

5. Chapter 6 of the Act applies to Confederate Capital Pty Ltd ACN 166 032 891 as if item 6 of section 633(1) of the Act was varied by inserting after " *The offers must be made on the terms set out in the bidder's statement and the offer document lodged with ASIC under item 2*" the following:

"as those terms are varied pursuant to a supplementary bidder's statement to ensure compliance with ASIC Class Order 13/521."

Where this instrument applies

6. This instrument applies:
 - a. in connection to a proportional off-market takeover bid for 30% of the fully paid ordinary shares in Emerald Oil & Gas NL ACN 009 795 046 (***Emerald***) in respect of which a bidder's statement was lodged with ASIC on 11 October 2013 (***bidder's statement***);
 - b. where a copy of the supplementary bidder's statement in substantially the same terms as that provided to ASIC on 28 October 2013 is dispatched to all holders of fully paid ordinary shares in Emerald together with the bidder's statement.

Dated this 28th day of October 2013



Signed by Tashreen Tourabaly

As a delegate of the Australian Securities and Investments Commission

13-1349

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 250PAB(4) – Exemption order**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this order under subsection 250PAB(4) of the *Corporations Act 2001* (the *Act*).

Title

2. This exemption order is ASIC Order 13-1349.

Commencement

3. This exemption order commences on the day it is signed.

Exemption order

4. ASIC provides exemption to:

Ansett Aircraft Finance Limited ACN 008 643 276
Ansett Australia and New Zealand Engineering Services
Limited ACN 089 520 696
Ansett Australia Holdings Limited ACN 004 216 291
Ansett Equipment Finance Limited ACN 006 827 989
Ansett Finance Limited ACN 006 555 166
Ansett Holdings Limited ACN 065 117 535
Ansett International Limited ACN 060 622 460
Eastwest Airlines (Operations) Limited ACN 000 259 469
Eastwest Airlines Limited ACN 000 063 972
Northern Airlines Limited ACN 009 607 069
ANST Westsky Aviation Limited ACN 004 444 866
Westintech Limited ACN 009 084 039 and
Wridgways Holdings Limited ACN 004 449 085
(all subject to deed of company arrangement) (the *companies*)

from the obligation to hold an annual general meeting (*AGM*) under section 250N of the Act:

- (a) at least once in each calendar year ending 31 December 2012, 31 December 2013 and 31 December 2014; and
- (b) within 5 months after the end of each financial year ending 30 June 2012, 30 June 2013 and 30 June 2014.

13-1349

2

Conditions

5. This exemption order applies only for so long as the deed administrators on behalf of each of the companies maintain arrangements for answering, free of charge, reasonable enquiries from its members about the consequences of the external administration.
6. Within 2 business days of commencement of this order or of any subsequent order that amends this order, make the order available on a website that is maintained by or on behalf of the deed administrators for the companies in a way that is readily accessible from the website.

Where this order ceases to apply

7. This exemption order ceases to apply on the date that is the earlier of:
 - (a) 19 December 2014; or
 - (b) the date of the deregistration of the companies.

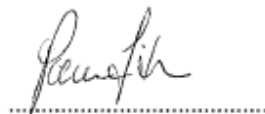
Interpretation

In this instrument:

deed administrator has the meaning given by paragraph (b) of the definition of *administrator* in section 9 of the Act.

deed of company arrangement means the deed of company arrangement in respect of each of the companies executed and dated 2 May 2002 (and varied on 31 August 2006), appointing Mark Anthony Korda and Mark Francis Mentha as deed administrators.

Dated this 29th day of October 2013



Signed by Pamela Smith
as a delegate of the Australian Securities and Investments Commission

13-1351

**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 13-1351.

Commencement

3. This instrument commences on the date of 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;
 - (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);

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- (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) meet the requirements (including, for the avoidance of doubt, definitions) of ASIC Class Order [CO 03/184] (the *class order*) 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*, except the definitions of:
 - (i) “eligible employee” in paragraph 8 of the Interpretation;
 - (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

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- (b) would meet the requirements of the class order if:
- (i) the definition of an “eligible employee” in paragraph 8 of the Interpretation were to read:
- “eligible employee” means, in relation to the issuer, a person who is at the time of an eligible incentive plan offer:
- (a) a full or part-time employee of the issuer or of any wholly-owned subsidiary of the issuer; or
- (b) a director of the issuer, or of any wholly-owned subsidiary of the issuer, who holds a salaried employment or office in the issuer or in any wholly-owned subsidiary of the issuer; or
- (c) a contractor which is:
- (i) an individual that has:
- (A) performed work for the issuer, or any wholly-owned subsidiary of the issuer, for more than 12 months; and
- (B) received 80% or more of their income in the preceding year from the issuer or any wholly-owned subsidiary of the issuer; or
- (ii) a company where each of the following are satisfied in relation to the company:
- (A) throughout the previous 12 months, the company has had a contract in place with the issuer, or any wholly-owned subsidiary of the issuer, for the provision of the services of an individual (the **contracting individual**) to the issuer or any wholly owned subsidiary of the issuer;
- (B) the contracting individual has performed work for the issuer, or any wholly-owned subsidiary of the issuer, for more than 12 months;
- (C) the contracting individual has been the only member of the company for more than 12 months;
- (D) more than 80% of the aggregate income of the company and the contracting individual from all sources (other than from each other) in the preceding 12 months was received from the issuer or any wholly-owned subsidiary of the issuer; and

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- (E) all members of the company have been contracting individuals each satisfying all of the conditions as set out in section 8(b)(i)(c)(ii) (A)-(D) of this instrument; and
- (ii) the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:
- “9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by ASX Limited 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
- (iii) 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) eligible employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who holds 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) eligible 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
- (iv) 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;

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- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period 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
- (v) in the Interpretation, the following definition was inserted:

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

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

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

Conditions

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

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- (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
- (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;

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

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

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

Interpretation


10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) **class order** means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;

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- (c) *contribution plan* means a contribution plan as defined in the class order;
- (d) *eligible incentive plan offer* means an offer for issue of fully-paid ordinary shares in the issuer, or of performance rights in relation to the shares, which does not involve a contribution plan and is known as the "Management Performance Rights Plan of Toro Energy Limited", the terms of which are substantially in the same form as those provided to ASIC on 23 October 2013; and
- (e) *issuer* means Toro Energy Limited ACN 117 127 590.

Dated this 29th day of October 2013.



Signed by Nayanisha Samarakoon
as a delegate of the Australian Securities and Investments Commission

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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* (the *Act*).

Title

2. This instrument is ASIC Instrument [13-1352].

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 of the Act in relation to an eligible incentive plan offer because of the exemption in paragraph 4 of this instrument, 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;
 - (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);

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- (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 of the Act in relation to an eligible incentive plan offer because of the exemption in paragraph 4 of this instrument, 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;
 - (ii) “issuer” in paragraph 12 of the Interpretation; and
 - (iii) “offer document” in paragraph 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if:
 - (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:
 - “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 Market throughout the 12 month period immediately before the offer without suspension for more than a total

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of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;”;

- (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 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
- (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;”;
- (iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:
- “(c) specifies in respect of the performance rights or the shares to which the performance rights relate:
- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
- (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and

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- (iv) in the Interpretation, the following definition were inserted:
“16A. “performance right” means a conditional right to be issued a fully paid ordinary share in the capital of the issuer;”.

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 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 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

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;

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- (b) **class order** means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;
- (c) **eligible incentive plan offer** means an offer for the issue or sale of performance rights, made under an arrangement known as the F5 Networks, Inc. 2005 Equity Incentive Plan and includes the Australian Supplement (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 17 October 2013; and
- (d) **issuer** means F5 Networks, Inc., a company incorporated under the laws of the state of Washington, United States of America and any related body corporate.

Dated this 29th day of October 2013



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

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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 13-1363.

Commencement

3. This instrument commences on gazettal.

Exemptions

4. An 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.
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, each 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 an issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by any 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; and
 - (b) dealing in a financial product in connection with an eligible incentive plan offer covered by paragraph 4.

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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, each 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 an 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 an issuer:
 - (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except:
 - (i) the definitions of:
 - (A) “eligible offer” in paragraph 9 of the Interpretation; and
 - (B) “issuer” in paragraph 12 of the Interpretation; and
 - (C) “offer” in paragraph 14 of the Interpretation; and
 - (D) “offer document” in paragraph 15 of the Interpretation; and
 - (v) references to “employee share scheme” in paragraphs 2, 8 and 15 of the Interpretation; and
 - (b) would meet the requirements of the class order if:
 - (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

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“9. “eligible offer” means an offer for issue, or the grant without an offer, of a cash-settled award made under an incentive scheme where:

- (a) the offer or grant is extended only to eligible employees;
- (b) no monetary consideration is paid or payable by an eligible employee to acquire the award;
- (c) the amount of any payment that may be made under the award is (wholly or in part) referable to the market value on a given day or days of fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the Toronto 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

- (ii) in the definition of an “offer” in paragraph 14 of the Interpretation, the following words were inserted after the word “1010C”:

“and includes the grant of a cash-settled award without an offer of the cash-settled award”; and

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

“(c) specifies how any cash amount payable by an issuer under the proposed terms of the cash-settled award will be calculated; and

- (d) includes an undertaking that, and an explanation of the way in which, an issuer who has a registered office in this jurisdiction will, during the period until the maturity date of the cash-settled award, 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 value of a cash-settled award relates”; and

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

“5A. “cash settled award” means a conditional right (however described) to receive payment of an amount determined (wholly or in part) by reference to any one or more of the following:

- (a) the amount, if any, by which the market value of a share in an issuer on the maturity date of the right exceeds a

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specified amount (being not less than the market value of a share on the date of grant of the right); or

- (b) the market value of a share in an issuer on the maturity date of the right; or
- (c) the aggregate amount of dividends declared and paid (whether in cash or property) by an issuer, on a per share basis, in the period between the grant and the maturity date of the right;

and, where applicable, adjusted by reference to either or both of the following:

- (d) any tax or other amount that an issuer is required or permitted to withhold or deduct from the payment; or
- (e) an exchange rate for converting Canadian dollars into Australian dollars determined by an issuer;”

“12A “market value” means either or both of:

- (a) the current market price; and/or
- (b) a volume weighted average of the prices at which common shares in an issuer were traded on the principal financial market on which those shares are quoted during a given period immediately preceding the relevant date, where the volume weighted average is calculated in the manner determined by the issuer;” and

“12B “maturity date” means:

- (a) where the terms or proposed terms of the relevant cash-settled award contemplate exercise by the person who holds the cash-settled award, the date of exercise or deemed exercise; and
- (b) where the terms or proposed terms of the relevant cash-settled award do not contemplate exercise by the person who holds the cash-settled award, the date of vesting or deemed vesting;” and

- (v) in paragraphs 2, 8 and 15 of the Interpretation, references to an “employee share scheme” were replaced by references to an “incentive scheme”.

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Conditions

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

Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue, or grant without an offer, of conditional rights to receive payment of an amount, made under either:
- (i) an arrangement known as the Phantom Share Entitlement Plan (under which the rights are referred to as phantom share entitlements or PSEs) the terms of which are substantially in the same form as those provided to ASIC on 29 October 2013; or
 - (ii) an arrangement known as the Restricted Share Unit Plan (under which the rights are referred to as restricted share unit awards), the terms of which are substantially in the same form as those provided to ASIC on 29 October 2013; and
- (d) *issuer* means Savanna Energy Services Corp., a company incorporated under the laws of Canada, and any related body corporate.

Dated this 30th day of October



Signed by Jerry Pearson
as a delegate of the Australian Securities and Investments Commission

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

Title

2. This instrument is ASIC Instrument [13-1364].

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;

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- (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;
 - (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:

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- (i) "eligible employee" in paragraph 8 of the Interpretation;
 - (ii) "eligible offer" in paragraph 9 of the Interpretation;
 - (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 an "eligible employee" in paragraph 8 of the Interpretation were to read:

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

 - (a) a full or part-time employee of the issuer or of a related body corporate of the issuer;
 - (b) a director of the issuer who holds a salaried employment or office in the issuer or in a related body corporate; or
 - (c) a contractor which is:
 - (i) an individual that has:
 - (A) performed work for the issuer, or a related body corporate of the issuer, for more than 12 months; and
 - (B) received 80% or more of their income in the preceding year from the issuer or a related body corporate of the issuer; or
 - (ii) a company where each of the following are satisfied in relation to the company:
 - (A) throughout the previous 12 months, the company has had a contract in place with the issuer, or a related body corporate of the issuer, for the provision of the services of an individual (the *contracting individual*) to the issuer;
 - (B) the contracting individual has performed work for the issuer or a related body corporate of the issuer, for more than 12 months;

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- (C) the contracting individual has been the only member of the company for more than 12 months; and
 - (D) more than 80% of the aggregate income of the company and the contracting individual from all sources (other than from each other) in the preceding 12 months was received from the issuer or a related body corporate of the issuer.”
- (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 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 ASX Limited ACN 008 624 691 throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;”;
- (iii) 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;”;

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- (iv) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:
- “(c) specifies in respect of the performance rights or the shares to which the performance rights relate:
- (i) the acquisition price in Australian dollars;
 - (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
 - (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and
- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
 - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (v) 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;
 - (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer; or
 - (c) either to be issued a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share;
- where the performance right is offered for no monetary consideration.”.

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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 scheme of the issuer to vest or to be accepted or exercised;
 - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
 - (A) an eligible incentive plan offer extended only to eligible employees; and
 - (B) any other employee share scheme extended only to eligible employees of the issuer;
- but disregarding any offer made, option or right acquired or share issued by way of or as a result of:
- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction;
 - (iv) an offer that did not need disclosure to investors because of section 708 of the Act;
 - (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.

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Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Cott Oil and Gas Limited Employee Long Term Incentive Plan (under which the performance rights are referred to as performance rights), the terms of which are substantially in the same form as those provided to ASIC on 4 October 2013; and
- (d) *issuer* means Cott Oil and Gas Limited ACN 160 017 390 and any related body corporate.

Dated this 30th day of October 2013

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

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**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 (the Act)*.

Title

2. This instrument is ASIC Instrument [13-1387].

Commencement

3. This instrument commences on gazettal.

Exemptions

4. ASIC exempts Meridian (*the Issuer*) and each associated body corporate of the Issuer from Part 7.9 of the Act where the Issuer or an associated body corporate of 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.
5. A financial product that is the subject of an eligible offer does not have to comply with Part 7.9 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 is a retail client; and
 - (b) the person who made the recommendation is not aware, and ought not reasonably be aware, that any of the conditions set out in this instrument have not been met.
6. The Issuer and each associated body corporate of the Issuer does not have to comply with subsection 911A(1) for the provision of the following financial services:
 - (a) general advice reasonably given in connection with an eligible offer covered by paragraph 4 of this instrument including any general advice given in the offer document; or
 - (b) dealing in a financial product in connection with an eligible offer covered by the exemption in paragraph 4 of this instrument.

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7. The Issuer and any associated body corporate of the Issuer does not have to comply with section 992A in relation to an eligible offer covered by paragraph 4 of this instrument made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the eligible offer.

Where this instrument applies

8. This instrument applies where on the conditions set out below and for long as the conditions are met.

Conditions

9. The Issuer can only rely on the exemptions in this instrument where the Issuer complies with the following conditions:
- (a) the Issuer must ensure that the eligible offer is substantially on the terms set out in the Plan;
 - (b) when making the eligible offer the Issuer must:
 - (i) include the offer in an offer document; and
 - (ii) take reasonable steps to ensure that any eligible employee to whom the eligible offer is made is given a copy of the offer document; and
 - (iii) provide to ASIC a copy of the offer document (which need not contain details of the offer particular to the employee such as the identity or entitlement of the employee) and of each accompanying document not later than 7 days after the first provision of that material to an eligible employee; and
 - (c) if general advice is given in connection with the eligible offer by the Issuer, including any general advice given in the offer document, the offer document must include a statement to the effect that any advice given by the Issuer in connection with the eligible offer is general advice only, and that recipients of the eligible offer should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice; and
 - (d) the Issuer must comply (or cause a related body corporate which has a registered office in the jurisdiction to comply) with any undertaking required to be made in the offer document by reason of this instrument.

Interpretation

10. In this instrument:
- (a) except where otherwise stated, references to provisions are to provisions of the Act; and
 - (b) the Plan shall not be regarded as extended to a person other than an eligible employee only because an eligible employee may renounce an eligible offer of financial products made to them under the scheme in favour of their nominee.
11. In this instrument:

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associated body corporate 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%;

ASX means the financial market operated by ASX Limited (ABN 98 008 624 691);

award maturity date means, in respect of a particular Cash Award, the date specified as such in the relevant offer document, being the date at or around which any payment under the Cash Award is to be made;

cash award means the award of a right, under and subject to the terms of the Plan and the relevant offer documents, to receive a cash amount referable to the market value of a Meridian share or instalment receipt at the award maturity date and any dividend paid on Meridian shares in the period between the granting of the right to a Cash Award and the Award Maturity Date, net of any applicable taxes and social security contributions;

current market price means in relation to a Meridian share or instalment receipt the price published by ASX as the final price for the previous day on which the Meridian shares or instalment receipts (as applicable) were traded on ASX (or, if Meridian ceases to be listed on ASX, the Australian dollar equivalent of that price published by the NZX);

eligible employee means a person who is, at the time of the Cash Award offer, a full or part-time employee of the Issuer;

eligible offer means an offer of Cash Awards under the Plan extended only to eligible employees;

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

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

Meridian means Meridian Energy Limited (938552), a company incorporated in New Zealand and listed on the New Zealand Stock Exchange;

NZX means the financial market operated by NZX Limited (1266120), a company incorporated in New Zealand;

offer has a meaning affected by section 1010C of the Act;

offer document means a document setting out the terms of an offer or issue of a Cash Award under the Plan that;

- (a) includes or is accompanied by a copy, or a summary, of the rules of the Plan; and
- (b) if a summary (rather than a copy) of the rules of the Plan is given – includes an undertaking that during the period until the relevant Award Maturity Date, the Issuer

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(or, in the case of an Issuer which does not have a registered office in this jurisdiction, an associated body corporate of the Issuer which does so have a registered office) will, within a reasonable period of the employee so requesting, provide the employee without charge with a copy of the rules of the Plan; and

- (c) specifies how the cash amount payable under the Cash Award will be calculated; and
- (d) includes an undertaking that, and an explanation of the way in which, the Issuer (or, in the case of an Issuer which does not have a registered office in this jurisdiction, an associated body corporate of the Issuer which does so have a registered office) will, during the period until the relevant Award Maturity Date, 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 Meridian shares or instalment receipts of the same class as those that will determine the value of the Cash Award on vesting;

plan means the employee incentive scheme extended only to eligible employees that is known as at the date of this instrument as the Cash Award Plan substantially in the same form as that provided to ASIC by Allens on behalf of the Issuer on 12 September 2013.

Dated this 1st day of November 2013



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



Australian Government

Takeovers Panel

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

AVALON MINERALS LIMITED**CIRCUMSTANCES**

1. Tan Sri Abu Sahid Mohamed (**Tan Sri Abu**) is the largest shareholder and a former director and Chairman of Avalon Minerals Limited (**Avalon**).
2. On 9 August 2013, Avalon announced a 1 for 1 non-renounceable rights issue at \$0.01 per share to raise approximately \$5.62 million (subsequently increased to approximately \$5.89 million) (**Rights Issue**).
3. Avalon shareholders at this time included:
 - (a) Tan Sri Abu - 19.9% and
 - (b) Dato Lim Heng Suan (also known as **Dato Richard Lim**) - 8.2%.
4. The Rights Issue was fully underwritten by Tan Sri Abu.
5. Avalon's notice under s708AA(2)(f)¹ stated that if no other shareholders took up any of their entitlements the maximum voting power of the underwriter after the Rights Issue would be 61%.²
6. All reasonable steps to minimise the potential control impact of the Rights Issue on Avalon were not taken. Other capital-raising alternatives available to Avalon were not fully explored.
7. Avalon did not seek to comply with s615 in relation to the Rights Issue. Rather, Avalon sent offers to all shareholders and indicated in the offer document that shareholders outside Australia and New Zealand should ensure that they comply with any applicable securities laws in their own country.
8. There were material information deficiencies in relation to Avalon's offer, including inadequate disclosure concerning Tan Sri Abu, as underwriter of the Rights Issue, his intentions, association with Dato Richard Lim and Avalon's need for and use of funds.
9. On 19 August 2013, Avalon raised \$344,807 through a placement at \$0.013 per share to Dato Richard Lim, increasing his interest in Avalon to 11.8% (the **Placement**).³ The Placement was funded, at least initially, by Tan Sri Abu.

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

² If the voting power of Dato Richard Lim was included, the maximum voting power of the underwriter would have been approximately 65%

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10. Dato Richard Lim was nominated to take the Placement by a director of Avalon, Siew Mun Wai (also known as Edward Siew). Dato Richard Lim agreed to take the Placement at the request of Tan Sri Abu, who told Dato Richard Lim he could not subscribe for the shares because his shareholding had reached 19.9%.
11. A similar approach had been taken to placements to Dato Richard Lim earlier in 2013 and in 2012.
12. Tan Sri Abu and Dato Richard Lim each subscribed for their full entitlement under the Rights Issue.
13. The Panel considers that Tan Sri Abu and Dato Richard Lim (the **Associates**) are associated:
 - (a) under s12(2)(b) for the purpose of controlling or influencing the conduct of Avalon's affairs and
 - (b) under s12(2)(c) in relation to Avalon's affairs.
14. The Associates did not disclose the increase in their voting power resulting from their association and the Placement in accordance with Chapter 6C.
15. Immediately following the Placement the Associates had voting power of 31.36% and the Placement and the increase in their voting power occurred otherwise than as permitted under Chapter 6.
16. If the Rights Issue proceeds and Tan Sri Abu is allocated shares as underwriter, it is expected that the voting power of the Associates would increase to 48.72%.⁴
17. 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, will have or are likely to have on:
 - (i) the control, or potential control, of Avalon or
 - (ii) the acquisition, or proposed acquisition, by a person of a substantial interest in Avalon or
 - (b) the purposes of Chapter 6 set out in s602 or
 - (c) the circumstances having constituted or given rise to contraventions of s606 and s671B.
18. 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 s657A(3).

³ After dilution as a result of another Avalon placement on 5 September 2013. As a result of the placements Tan Sri Abu's interest was reduced to 18.2%

⁴ Based on participation of shareholders when the Rights Issue closed on 9 September 2013

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DECLARATION

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



Allan Bulman
Director
with authority of Nora Scheinkestel
President of the sitting Panel
Dated 7 October 2013



Australian Government

Takeovers Panel

**CORPORATIONS ACT
SECTION 657D
ORDERS**

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AVALON MINERALS LIMITED

The Panel made a declaration of unacceptable circumstances on 7 October 2013.

THE PANEL ORDERS

Completion of rights issue and additional disclosure

1. Tan Sri Abu must not complete his obligations to acquire the underwritten shares under the underwriting agreement with Avalon.
2. Avalon must reopen the rights issue for a period sufficient to allow Avalon time to comply with the following orders and disclose in a market announcement that it has done so.
3. Within 10 business days of the date of these orders, Avalon must send a letter to eligible shareholders stating that:
 - (a) the rights issue has reopened and that:
 - (i) if they did not take up their entitlement in full they may do so and
 - (ii) they may apply for the shortfall (including shares available due to withdrawn applications under order 3(b)) in addition to their entitlement and
 - (b) eligible shareholders who had validly applied for shares under the rights issue have the right to withdraw their application, in accordance with the following:
 - (c) eligible shareholders must be allowed 2 weeks from the date the last of the letters referred to in this order 3 is dispatched to apply for remaining shares or withdraw their application
 - (d) the money (in cheque or other form acceptable to Avalon) for the shares applied for is to be sent to Avalon with the application
 - (e) Avalon must return any application money to applicants who withdraw their applications under order 3(b) and
 - (f) Avalon must return any surplus application money to applicants, without interest, where the number of shares applied for under the shortfall is greater than the number of shares allocated to an applicant.
4. The letter to eligible shareholders referred to in order 3 must be in a form approved by the Panel and disclosed to ASX prior to despatch. It must include:
 - (a) adequate disclosure in relation to the following:

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- (i) Avalon's need for, and use of, funds
 - (ii) Tan Sri Abu's association with Dato Richard Lim
 - (iii) the original outcome of the rights issue
 - (iv) the Panel's decision in this matter
 - (v) the funding implications of the reopened rights issue without the underwriting agreement with Tan Sri Abu, or information on any new underwriting arrangement and
 - (vi) the possible control effect of the reopened rights issue and
- (b) application and withdrawal forms.
5. Until the close of the reopened rights issue, Avalon must:
 - (a) not issue or allot any remaining shares and
 - (b) hold any money received as subscriptions for the remaining shares separately from all other Avalon funds and on trust for the subscribers.
6. Within 5 business days of the close of the reopened rights issue, Avalon must:
 - (a) scale back the applications under the shortfall if necessary
 - (b) issue the shares
 - (c) disclose in a market announcement the scale back, its detailed calculation methodology and the outcome of the reopened rights issue
 - (d) issue any refund due to an applicant under orders 3(e) and 3(f) and
 - (e) notify the Panel and ASIC in writing that it has completed the requirements of paragraphs (a) to (d) of this order 6 and the number of sale shares (with detailed calculations) of each associated party to be vested in the Commonwealth under order 9.
7. Until completion of orders 1 to 6, the associated parties must not dispose of, transfer, grant a security interest over (or agree to any such disposal, transfer or grant) or vote any Avalon shares held by either of them.

Substantial holding notices

8. Within 2 business days after the date of these orders, the associated parties must give notice of their substantial holding in Avalon and their association in accordance with s671B.¹

Divestment of shares by associated parties

9. The sale shares belonging to each associated party are vested in the Commonwealth on trust for each of them respectively.
10. ASIC must:
 - (a) sell the sale shares in accordance with these orders and

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

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- (b) account to the associated parties for the proceeds of sale, net of the costs, fees and expenses of the sale and any costs, fees and expenses incurred by ASIC and the Commonwealth (if any).
11. ASIC must:
- (a) retain an appointed seller to conduct the sale and
- (b) instruct the appointed seller to:
- (i) use the most appropriate sale method to secure the best available sale price for the sale shares that is reasonably available at that time in the context of complying with these orders, including the stipulated timeframe for the sale and the requirement that none of the associated parties or their respective associates may acquire, directly or indirectly, any of the sale shares
- (ii) provide to ASIC a statutory declaration that, having made proper inquiries, the appointed seller is not aware of any interest, past, present, or prospective which could conflict with the proper performance of the appointed seller's functions in relation to the disposal of the sale shares
- (iii) unless the appointed seller sells sale shares on market, obtain from any prospective purchaser of sale shares a statutory declaration that the prospective purchaser is not associated with any of the associated parties and
- (iv) dispose of all of the sale shares within 3 months from the date of its engagement.
12. Avalon and the associated parties must do all things necessary to give effect to these orders, including:
- (a) doing whatever is necessary to ensure that the Commonwealth is registered with title to the sale shares in the form approved by ASIC as soon as reasonably practicable after orders 9 to 16 come into effect and
- (b) until the Commonwealth is registered, complying with any request by ASIC in relation to the sale shares.
13. None of the associated parties or their respective associates may acquire, directly or indirectly, any of the sale shares.
14. The associated parties must not otherwise dispose of, transfer, grant a security interest over (or agree to any such disposal, transfer or grant) or vote any sale shares.
15. Nothing in these orders obliges ASIC to invest, or ensure interest accrues on, any money held in trust under these orders.

Restrictions on voting and additional acquisitions

16. In addition to order 14, for 18 months from the date this order comes into effect, Tan Sri Abu and his associates (excluding Dato Richard Lim) must not exercise, and Avalon must disregard, any voting rights in respect of shares in excess of 'A' % voting power in Avalon (as calculated in the formula below).

$$A = B - C$$

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where:

B is 20% + 3% for each 6 month period following the date of these orders²

C is the voting power of Dato Richard Lim in Avalon at the time (excluding any shares held by Tan Sri Abu)

17. Order 16 does not apply to any Avalon shares acquired which increase the voting power of the associated parties after the date of these orders where such acquisition is not prohibited by Chapter 6. However, the associated parties and their respective associates must not make any acquisition of Avalon shares that, but for item 9 of s611, would contravene s606 until order 16 ceases to apply in relation to any Avalon shares held by any of them.

Effect

18. Orders 9 to 16 come into effect immediately upon completion of orders 1 to 6. All other orders come into effect immediately or as otherwise specified in that order.

Interpretation

19. In these orders the following terms apply.

appointed seller	an investment bank or stock broker
ASIC	Australian Securities and Investments Commission, as agent of the Commonwealth
associated parties	Tan Sri Abu Dato Richard Lim
Avalon	Avalon Minerals Limited
Dato Richard Lim	Dato Lim Heng Suan
eligible shareholders	shareholders of Avalon who were eligible to participate in the rights issue, other than Tan Sri Abu, Dato Richard Lim and Avalon directors (and their associated entities)
on market	has the meaning in s9
record date	the record date for the rights issue, being 19 August 2013
remaining shares	new shares to be issued under the rights issue other than the 'excluded shares' (as defined in the

² Consistent with the 'creep' exception in item 9 of s611

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	interim orders dated 27 September 2013)
rights issue	the 1 for 1 non-renounceable rights issue at \$0.01 per share announced by Avalon on 9 August 2013 to raise up to approximately \$5,890,000
sale shares	such number of ordinary shares in the issued capital of Avalon held by the associated parties after completion of the reopened rights issue, to the extent that their voting power in Avalon (excluding any shares held by the other associated party) is greater than: <ul style="list-style-type: none">• 19.90% in respect of Tan Sri Abu and• 8.22% in respect of Dato Richard Lim
Tan Sri Abu	Tan Sri Abu Sahid Mohamed



Allan Bulman
Director
with authority of Nora Scheinkestel
President of the sitting Panel
Dated 14 October 2013

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 first day of November 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

CANBERRA PROPERTY SYNDICATE

099 015 013

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 first day of November 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

EQUITY PARTNERS INFRASTRUCTURE COMPANY NO.1 LIMITED

126 226 686

TABLEAU SOFTWARE UK LIMITED

150 541 790

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this first day of November 2013

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

VULKAN INDUSTRIES FAR EAST PTE LTD

080 931 620

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.

CARRERA RESOURCES LIMITED

ACN 146 806 411 will change to a proprietary company limited by shares. The new name will be CARRERA RESOURCES PTY LTD

ACN 146 806 411.

CONCORD CAPITAL LIMITED

ACN 092 842 889 will change to a proprietary company limited by shares. The new name will be INVESCO AUSTRALIA INVESTMENT PTY LTD

ACN 092 842 889.

NATIONAL MUTUAL LIMITED

ACN 163 077 683 will change to a proprietary company limited by shares. The new name will be NATIONAL MUTUAL PTY. LTD.

ACN 163 077 683.

CARRINGTON FORSYTH INVESTMENTS LIMITED

ACN 134 434 414 will change to a proprietary company limited by shares. The new name will be CARRINGTON FORSYTH INVESTMENTS PTY LIMITED ACN 134 434 414.

JOSS DEVELOPMENTS LIMITED

ACN 086 820 564 will change to a proprietary company limited by shares. The new name will be JOSS DEVELOPMENTS PTY LTD

ACN 086 820 564.

SUMMA DEVELOPMENT LIMITED

ACN 114 641 413 will change to a proprietary company limited by shares. The new name will be SUMMA DEVELOPMENT PTY LTD

ACN 114 641 413.