



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette

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# ASIC Gazette

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#### RIGHTS OF REVIEW

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

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14 - 0178

**ASIC**

Australian Securities &amp; Investments Commission

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

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

**TO:** Universal Financial Planning Pty Ltd  
ACN 095 254 694 ("the Licensee")  
7B/500 High St  
Maitland, NSW 2320

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 225256 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 25 August 2014

Signed

A handwritten signature in black ink, appearing to read 'P. Schofield', written over a dotted line.

Peter Schofield, a delegate of the Australian Securities and Investments Commission

14-0490

**Australian Securities and Investments Commission**  
**Corporations Act 2001 – Paragraphs 911A(2)(l), 951B(1)(a) and 1020F(1)(a) – Repeal**  
**and Exemptions**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 911A(2)(l), 951B(1)(a) and 1020F(1)(a) of the Corporations Act 2001 (the Act).

**Title**

2. This instrument is ASIC Instrument 14-0490.

**Commencement**

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

**Repeal**

4. ASIC repeals ASIC Instrument [13-1030].

**Exemptions**

5. Service One Credit Union Limited ACN 095 848 598 (*Service One*) does not have to comply with:
  - (a) the requirement to hold an Australian financial services licence for the provision of financial services of the kind specified in subparagraph 6(a); and
  - (b) Part 7.7 of the Act; and
  - (c) section 1017F of the Act.

**Where exemptions apply**

6. The exemptions in subparagraphs 5(a) and (b) apply where:
  - (a) Service One provides a financial service to a member or prospective member of Service One by providing financial product advice to the member or prospective member in relation to the issue to them of one or more membership shares; and
  - (b) the aggregate amount subscribed for or to be subscribed by the member or prospective member for:
    - (i) all membership shares then held by them; and
    - (ii) all membership shares proposed to be issued to them;does not exceed \$50.

14-0490

7. The exemption in subparagraph 5(c) applies where:
- (a) Service One issues a membership share to a member or prospective member or redeems a membership share held by a member; and
  - (b) the aggregate amount subscribed for or to be subscribed by the member or prospective member for:
    - (i) all membership shares then held by them; and
    - (ii) all membership shares proposed to be issued to them;does not exceed \$50.

**Conditions**

8. Each statement of account sent by Service One to a member who holds membership shares must include a statement of:
- (a) the number of membership shares held by that member; or
  - (b) the amount subscribed by that member for the membership shares.

**Interpretation**

9. In this instrument:

*financial product advice* has the meaning given by section 761A of the Act.

*membership share* means a share in Service One that:

- (a) is not an ED security; and
- (b) has a fixed value; and
- (c) is held by a single person, or two or more persons jointly; and
- (d) entitles the holder, or joint holders, to use services provided by Service One; and
- (e) is not transferable or transmissible or is only transferable or transmissible to a person or body specified in the constitution of Service One (as at the date of this instrument) in circumstances stated in that constitution.

Dated this 26<sup>th</sup> day of August 2014



Signed by Michael Saadat  
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities &amp; Investments Commission

14-0749

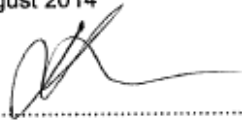
**Australian Securities and Investments Commission  
Corporations Act 2001 Section 915B**

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

TO: Elfred Enterprises Limited (Receivers and Managers Appointed)  
ACN 096 077 575 ("the Licensee")  
Level 7 Riverside Centre  
123 Eagle Street  
Brisbane QLD 4000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 240412 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 1 August 2014

Signed  .....

Joyce Krashow  
A delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities &amp; Investments Commission

14-0780

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

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

TO: Boutique Advisers Pty Ltd  
ACN 056 631 157 ("the Licensee")  
1<sup>st</sup> Floor, 278 Stirling Highway  
Claremont WA 6010

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 247070 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 1 August 2014

Signed .....

Joyce Krashow  
A delegate of the Australian Securities and Investments Commission

14-0822

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC instrument 14-0822.

**Commencement**

3. This instrument commences on gazettal.

**Exemption**

4. Davis Selected Advisers L.P., a partnership formed under the laws of the state of Colorado, United States of America (*Company*) is exempt from the requirement to hold an Australian financial services licence in relation to the provision of financial services specified in paragraph 1 of Schedule B of the class order in this jurisdiction to wholesale clients.

**Where this instrument applies**

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

**Conditions**

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

**Where this instrument ceases to apply**

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

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

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

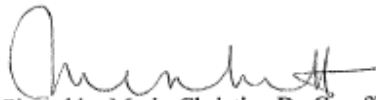
#### Interpretation

8. In this instrument:

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

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

Dated this 27th day of August 2014



Signed by Marie-Christine De Greeff  
as a delegate of the Australian Securities and Investments Commission





14-0825

ASIC

Australian Securities &amp; Investments Commission

**Australian Securities and Investments Commission  
Corporations Act 2001 - Paragraph 601QA(1)(a) - Exemption**

**Enabling Legislation**

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

**Title**

2. This instrument is ASIC instrument 14-0825.

**Commencement**

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

**Exemption**

4. BetaShares Capital Ltd ACN 139 566 868 (*responsible entity*) in its capacity as the responsible entity for the BetaShares S&P 500 Yield Maximiser Fund (managed fund), ARSN 169 906 530 (*Scheme*), an AQUA managed fund, does not have to comply with paragraph 601FC(1)(d) of the Act to the extent that it would prevent the responsible entity from permitting only authorised participants to withdraw from the Scheme.

**Where the exemption applies**

5. The exemption in paragraph 4 applies where all of the following are satisfied:
  - (a) there is a Product Disclosure Statement (the *PDS*) in relation to interests in the Scheme that are admitted to Trading Status as a Managed Fund Product that includes statements to the effect that:
    - (i) the Scheme invests in a portfolio that provides exposure to the equity securities that make up the S&P 500 Index (*Share Portfolio*), either by directly holding securities or holding shares or units in one or more exchange traded funds that have an investment objective of providing returns that generally correspond to, or closely track, the performance of the S&P 500 Index. The Share Portfolio aims to provide exposure to the underlying securities in the S&P 500 Index in a way that will generally mirror the weighting of the securities within the Index;

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- (ii) the responsible entity will seek to write call options on up to 100% of the fund's exposure to the S&P 500 Index and the level of call option writing may vary based on market volatility and other factors;
  - (iii) the call options will generally have terms of less than three months and strike prices that are expected to be approximately 2% to 5% above the then current level of the Index, subject to the prevailing levels of volatility;
  - (iv) the responsible entity will not treat members of the same class equally to the extent that it restricts withdrawal from the Scheme to authorised participants;
  - (v) except in exceptional circumstances only authorised participants may withdraw from the Scheme, but other members may sell their interests on the AQUA market;
  - (vi) the issue of interests in the Scheme to authorised participants and the redemption of interests in the Scheme by authorised participants will generally be effected by in specie transfers;
  - (vii) when interests in the Scheme are suspended from trading on the AQUA market for more than 5 consecutive Trading Days, members have a right to withdraw from the Scheme and receive payment for their interests in money within a reasonable time of request unless any of the following apply:
    - (A) the Scheme is being wound up;
    - (B) the Scheme is not liquid as defined in subsection 601KA(4) of the Act;
    - (C) the responsible entity suspends withdrawals in accordance with the constitution;
- (b) the constitution of the Scheme does not permit a withdrawal fee per interest in the Scheme to be payable by a member who is not an authorised participant that is greater than the withdrawal fee per interest that would generally be payable by an authorised participant receiving redemption proceeds in cash while interests in the Scheme are quoted when withdrawing the minimum parcel; and
- (c) ASIC has not notified the responsible entity in writing that it is excluded from reliance on the exemption.

**Conditions**

6. The responsible entity must take reasonable steps to ensure that the following information is publicly available during each Trading Day:

14-0825

- (a) full particulars of the composition of the Share Portfolio and call options are disclosed to members on the responsible entity's website; and
- (b) the net asset value per interest in the Scheme, or where there is more than one class of interests, the net asset value per interest for each class of interests.

**Interpretation**

In this instrument:

***AQUA managed fund*** means a registered scheme with interests admitted to Trading Status as a Managed Fund Product on the financial market operated by ASX under the provisions of the operating rules of ASX relating to what is referred to in those rules as the AQUA market.

***ASX*** means ASX Limited ACN 008 624 691.

***Australian resident for tax purposes*** means, for a particular financial year, a person who is an Australian resident for the purposes of the *Income Tax Assessment Act 1997* for the whole of that financial year.

***authorised participant*** means, in relation to the Scheme, a person who:

- (a) has an agreement with the responsible entity of the Scheme in relation to making applications to acquire and withdraw interests in the Scheme; and
- (b) has notified the responsible entity in writing that the person expects they will be an Australian resident for tax purposes for the financial year of the Scheme in which the notification is made and for each subsequent financial year, and has not subsequently notified the responsible entity to the contrary; and
- (c) is either a Trading Participant or has engaged a Trading Participant to act on its behalf to acquire and dispose of interests in the Scheme.

***Managed Fund Product*** has the same meaning as in the operating rules of ASX as at the date of this instrument.

***minimum parcel*** means the smallest number or value of interests in an AQUA managed fund that are generally permitted to be withdrawn from the AQUA managed fund by an authorised participant while interests in the AQUA managed fund are quoted.

***net asset value per interest*** means:

- (a) for the Scheme, the total assets of the Scheme less the total liabilities of the Scheme (disregarding any liability to a member of the Scheme as a member), divided by the number of interests in the Scheme; and
- (b) for a class of interests in the Scheme, the total assets attributable to that class of interests less the total liabilities attributable to that class of interests (disregarding

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any liability to a member of the Scheme as a member), divided by the number of interests in that class.

**S&P 500 Index** means an index of that name published by Standard & Poor's, which comprises of the securities of 500 of the largest U.S. companies by market capitalisation, or a similar publicly available index published by a recognised index provider that comprises 500 of the largest issuers by market capitalisation in the United States.

**Trading Day** has the same meaning as in the ASX operating rules as at the date of this instrument.

**Trading Participant** has the same meaning as in the ASX operating rules as at the date of this instrument.

**Trading Status** has the same meaning as in the ASX operating rules as at the date of this instrument.

**withdrawal fee per interest** means, in relation to the Scheme, the fee that is payable in relation to a withdrawal from the Scheme divided by the number of interests in the Scheme to which the withdrawal relates.

Dated this 25<sup>th</sup> day of August 2014



Signed by Janice Chandra  
as a delegate of the Australian Securities and Investments Commission



14-0826

ASIC

Australian Securities &amp; Investments Commission

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0826.

**Commencement**

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

**Exemption**

4. BetaShares Capital Ltd ACN 139 566 868 (*responsible entity*) in its capacity as the responsible entity for the BetaShares S&P 500 Yield Maximiser Fund (managed fund), ARSN 169 906 530 (*Scheme*), an AQUA managed fund, does not have to comply with section 1017B of the Act.

**Where this exemption applies**

5. The exemption in paragraph 4 applies where interests in the Scheme remain admitted to Trading Status as a Managed Fund Product.

14-0826

**Conditions**

6. The responsible entity must:
- (a) comply with section 675 of the Act as if the Scheme were an unlisted disclosing entity; and
  - (b) include statements in any Product Disclosure Statement for the interests in the Scheme to the effect that the responsible entity will comply with the continuous disclosure requirements of the Act as if the Scheme were an unlisted disclosing entity.

**Interpretation**

7. In this instrument:

*AQUA managed fund* means a registered scheme with interests admitted to Trading Status as a Managed Fund Product on the financial market operated by ASX under the provisions of the operating rules of ASX relating to what is referred to in those rules as the AQUA market.

*ASX* means ASX Limited ACN 008 624 691.

*Managed Fund Product* has the same meaning as in the operating rules of ASX as at the date of this instrument.

*Trading Status* has the same meaning as defined in the ASX operating rules as at the date of this instrument.

Dated this 25<sup>th</sup> day of August 2014



Signed by Janice Chandra  
as a delegate of the Australian Securities and Investments Commission



14-0840

**ASIC**

Australian Securities &amp; Investments Commission

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

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

**TO:** Bepad Pty Ltd  
ACN 100 682 157 ("the Licensee")  
1029 Wellington Street  
WEST PERTH WA 6005

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 221892 held by the AFS Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 22 August 2014.

Signed

A handwritten signature in black ink, appearing to read 'P. Schofield', written over a dotted line.

Peter Schofield, a delegate of the Australian Securities and Investments Commission





14 - 0841

**ASIC**

Australian Securities &amp; Investments Commission

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

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

**TO:** Lismore Management Corporation Ltd  
ACN 010 695 566 ("the Licensee")  
Suite 1  
7 Carrington St  
Lismore, NSW 2480

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 239216 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 21 August 2014

Signed .....

A handwritten signature in black ink, appearing to read 'JK' followed by a flourish.

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



14-0844

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

**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* (the *Act*).

**Title**

- 2 This instrument is ASIC Instrument 14-0844.

**Commencement**

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

**Exemptions**

- 4 (a) Steadfast Group Ltd ACN 073 659 677 (*Steadfast*);  
(b) Macquarie Securities (Australia) Limited ACN 002 832 126 (*Macquarie*);  
(c) J.P. Morgan Securities Australia Limited ACN 003 245 234 (*J.P. Morgan*);  
(d) Neweconomy.com.au Nominees Pty Limited ACN 004 732 138 (*Neweconomy*);  
(e) J.P. Morgan Australia Limited ACN 002 888 011 (*Morgan*)  
(f) Belike Nominees Pty. Limited ACN 008 604 966 (*Belike*)  
(together, the *Relevant Persons*),  
do not have to comply with:  
(d) section 601ED of the Act in relation to a Sale Facility; and  
(e) Divisions 2 to 5 of Part 7.9 of the Act in relation to an interest in a Sale Facility; and  
(f) the requirement to hold an Australian financial services licence for the provision of the following financial services:  
(i) dealing in an interest in a Sale Facility; and  
(ii) the provision of general advice in relation to an interest in a Sale Facility.

**14-0844**

- 5 To avoid doubt, to the extent that a Relevant Person invites a holder of Escrow Shares to make an offer to sell their Escrow Shares through the Sale Facility, the Relevant Person does not have to comply with Division 5A of Part 7.9 of the Act.

**Where relief applies**

- 6 The exemptions in paragraphs 4 and 5 apply in relation to a Sale Facility where under its terms:
- (a) the Escrow Shares that may be sold through the Sale Facility are admitted to quotation on a licensed market; and
  - (b) under the terms of the Sale Facility:
    - (i) the Escrow Shares (the *relevant financial products*) of participating holders to be sold through the Sale Facility are pooled; and
    - (ii) Macquarie, J.P. Morgan, Neweconomy, Morgan or Belike sell the relevant financial products in the ordinary course of trading on a licensed market or through a bookbuild; and
    - (iii) the proceeds of the sale net of expenses (to the extent (if any) that they are not met by the Relevant Persons) are distributed to participating holders; and
  - (c) each participating holder is paid their proportion of the proceeds of sale as soon as practicable and, in any event, within 8 weeks after the final date for receiving elections to participate in the Sale Facility.

**Conditions of the relief**

- 7 In order to rely on the exemptions in subparagraphs 4(d) or (e) or paragraph 5, at least one of the Relevant Persons must:
- (a) give or send to each holder of Escrow Shares who has been invited to participate in the Sale Facility, a document which complies with paragraph 8, by:
    - (i) giving the document to the holder personally; or
    - (ii) sending the document:
      - (A) by post to the address for the holder in the register of members or an alternative address (if any) nominated by the holder; or
      - (B) to the fax number or electronic address (if any) nominated by the holder.

14-0844

8 The document:

- (a) must contain the following statements and information:
  - (i) a statement that the Sale Facility is open until the expiry date set out in the document, which cannot be more than 12 months after the date of the document; and
  - (ii) information about the minimum and maximum number (if any) of Escrow Shares a participating holder can sell through the Sale Facility; and
  - (iii) a statement that the market price of Steadfast Shares is subject to change from time to time; and
  - (iv) a statement that a holder of Escrow Shares may be able to sell or dispose of their Escrow Shares at a price higher or lower than the price they would receive if they were to sell or dispose of their Escrow Shares through the Sale Facility; and
  - (v) information about how to obtain up-to-date information on the market price of Steadfast Shares; and
  - (vi) information about any expenses relating to the sale of Escrow Shares that will be paid by the participating holders; and
  - (vii) information about how the proceeds of sale for Escrow Shares sold through the Sale Facility will be allocated between participating holders; and
  - (viii) a statement that the amount of money received by a participating holder for Escrow Shares that are sold through the Sale Facility may be more or less than the actual price that is received by Macquarie, J.P. Morgan, Neweconomy, Morgan or Belike for those Escrow Shares; and
  - (ix) information about any other significant characteristics or features of the Sale Facility or of the rights and obligations of holders who elect to participate in the Sale Facility; and
  - (x) information about any alternatives that the holder may have to participating in the Sale Facility; and
- (b) must be worded and presented in a clear, concise and effective manner; and
- (c) may be given in printed or electronic form and, if given in electronic form, must, as far as practicable, be given in a way that will allow the holder to print or save a copy of it; and
- (d) may be made up of 2 or more separate documents that are given at the same time and by the same means.

**14-0844**

- 9 In order to rely on the exemptions in subparagraphs 4(d) or (e) or paragraph 5, the Relevant Persons must take reasonable steps to ensure the Sale Facility is not operated during any period where a control transaction has been publicly proposed and has not ended.

**Exclusion from reliance**

- 10 A Relevant Person is excluded from relying on subparagraph 4(f) of this instrument if it becomes aware of matters that give it reason to believe that any Relevant Person has failed in a material respect to comply with a condition of this instrument and does not give full particulars of the failure to ASIC in writing within 15 business days after becoming so aware.

**Interpretation**

In this instrument:

*bookbuild* means a process run by Macquarie, J.P. Morgan, Neweconomy, Morgan, or Belike in which certain professional or sophisticated investors indicate the price or range of prices and the quality of Escrow Shares they would be willing to acquire.

*control transaction* means a transaction or proposed transaction that affects the control, or potential control, of Steadfast.

*Escrow Shares* means the shares in Steadfast that were issued on or about 9 August 2013 and that are defined as Consideration Shares or Re-weighting Shares in the replacement prospectus lodged with ASIC on or about 11 July 2013.

*facility* has the meaning given by section 762C of the Act.

*holder* has the meaning given by section 761A of the Act.

*licensed market* has the meaning given by section 761A of the Act.

*participating holder* means a person who holds Escrow Shares and has elected to participate in the Sale Facility.

**14-0844**

*register of members* means the register of members required to be set up and maintained under section 169 of the Act.

*Sale Facility* means a facility through which a participating holder can sell their Escrow Shares.

Dated this 26th day of August 2014



Signed by Anne Phelan

as a delegate of the Australian Securities and Investments Commission



14-0849

**ASIC**

Australian Securities &amp; Investments Commission

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

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

**TO:** AET SPV Management Pty Limited  
ACN 088 261 349  
Level 22, 207 Kent Street  
Sydney NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 279157 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 26 August 2014

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

14-0850

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0850.

**Commencement**

3. This instrument commences on 22 August 2014.

**Declarations**

4. Chapters 6 and 6C of the Act apply to Urbanise.com Limited ACN 095 768 086 (*Urbanise*) as if section 609 were modified or varied by, after subsection (13) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“(13A) A body corporate does not have a relevant interest in its own securities merely because, under an escrow arrangement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”
5. Chapters 6 and 6C of the Act apply to Urbanise as if section 9 were modified or varied by, after subparagraph (a)(ii)(C) in the definition of *substantial holding* (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“or  
(D) subsection 609(13A) (securities subject to escrow arrangement);”
6. Chapter 6C of the Act applies to Urbanise as if section 671B were modified or varied by, omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“;or  
(d) subsection 609(13A) (securities subject to escrow arrangement).”

**Where this instrument applies**

7. This instrument applies in relation to relevant interests Urbanise has in securities of Urbanise (*Escrowed Securities*) merely because Urbanise has entered into one or more escrow agreements or deeds (each an *Escrow*

## 14-0850

*Arrangement*) with each *Security Holder* in connection with the proposed admission of Urbanise's securities to the official list of the Australian Securities Exchange (*ASX*) where each Escrow Arrangement:

- (a) does not restrict the exercise of voting rights attaching to, the Escrowed Securities;
- (b) in the case of a takeover bid (including a proportional takeover bid):
  - (i) allows each Security Holder to accept into the Takeover Bid where holders of at least half of the bid class securities that are not subject to an Escrow Arrangement have accepted into the bid; and
  - (ii) requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
- (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
- (d) terminates on the date of the first anniversary of the date of admission of Urbanise to the ASX; and
- (e) is substantially in the same form as the draft agreement provided to ASIC on 19 August 2014.

**Interpretation**

8. In this instrument *Security Holder* means any of the following persons who hold shares in the Company:
  - i. Benjamin John Churchill;
  - ii. Robert Gordon Cumming;
  - iii. Pierce ESIM Pte Limited;
  - iv. Pierce CIM Pte Limited;
  - v. Cisco Systems Inc.;
  - vi. Michael McGreever;
  - vii. Helix CS Pte Limited;
  - viii. CNA Group Ltd;
  - ix. Construction Industry Solutions Limited;

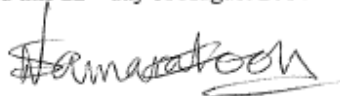


3

14-0850

- x. Ekoglobal Pty Ltd; and
- xi. KTM Capital Pty Ltd.

Dated this 22<sup>nd</sup> day of August 2014



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

14-0855

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0855.

**Commencement**

3. This instrument commences on 25<sup>th</sup> August 2014.

**Declaration**

4. Part 7.9 of the Act applies to The Trust Company (RE Services) Limited ACN 003 278 831 in its capacity as the responsible entity of the National Storage Property Trust ARSN 101 227 712 (*Trust*) as if section 1019A of the Act were modified or varied by:
  - (a) in subsection (1), omitting the words “Subject to subsection (2),” and substituting the words “Subject to subsections (2) and (2A)”;
  - (b) after subsection (2), inserting a new subsection (2A) as follows:

“(2A) This Division does not apply to the issue of interests in a registered scheme under a purchase plan.”.

**Where this declaration applies**

5. Paragraph 4 applies in relation to the offer of National Storage Holding Stapled Securities to a National Storage Holding Stapled Securities Holder under a purchase plan that satisfies the requirements under ASIC *Class Order [CO 09/425] - Share and interest purchase plans* as announced to ASX Limited ACN 008 624 691 on or about 25 August 2014.

**Interpretation**

*National Storage Holding Stapled Securities* means an ordinary share in National Storage Holdings Limited ACN 166 572 845 and an ordinary interest in the Trust, which on the terms on which each are traded, must only be transferred together.

**14-0855**

*National Storage Holding Stapled Securities Holder* means a person who holds National Storage Holding Stapled Securities.

Dated this 25<sup>th</sup> day of August 2014.

A handwritten signature in black ink, appearing to be 'Tony Tran', written over a horizontal line.

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

14-0856

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

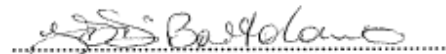
Notice is hereby given under section 920F of the Corporations Act that the Australian Securities and Investments Commission has made an order in the terms set out below, which order took effect on the date of service of it on the Australian financial services licensee to whom it relates, being 22 August 2014.

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION****NOTICE OF SUSPENSION OF AUSTRALIAN FINANCIAL SERVICES  
LICENCE**

To: New City Australia Funds Management Ltd ACN 121 556 303  
'Podium' L 4  
120 Collins Street  
MELBOURNE VIC 3000

Under s915C(1) of the *Corporations Act 2001* the Australian Securities and Investments Commission hereby cancels Australian financial services licence number 309136 held by New City Australia Funds Management Ltd ACN 121 556 303.

Dated this 18<sup>th</sup> day of August 2014



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

**ASIC**

Australian Securities &amp; Investments Commission

**14-0857****Australian Securities and Investments Commission  
Corporations Act 2001 Section 915B****Notice of Cancellation of an Australian Financial Services Licence**

TO: CM Capital Investments Pty Ltd  
ACN 098 048 830 ("the Licensee")  
Last notified principal place of business:  
Level 9, 545 Queen Street  
BRISBANE QLD 4000

Pursuant to section 915B(3)(a) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 222522 held by the Licensee, with effect from the date of this notice.

Dated *27 August 2014*

Signed *John J. Connor*.....

John Connor

A delegate of the Australian Securities and Investments Commission

14-0859

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0859.

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

4. The issuer does not have to comply with Parts 6D.2, 6D.3 (except section 736) and Part 7.9 of the Act where the issuer:
  - (a) makes an eligible 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:
- (a) fully-paid shares; or
- (b) 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 ASX Limited ACN 008 624 691 throughout the 6 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 shares, performance rights or the shares to which the performance rights relate:



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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 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 or to be transferred a fully-paid ordinary share in the capital of the issuer; or
  - (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer; or
  - (c) either to be issued or to be transferred a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share;
- where the performance right is offered for no monetary consideration;”.

**Conditions**

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

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

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

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

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

**Interpretation**

10. In this instrument:

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

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- (c) *eligible incentive plan offer* means an offer for the issue or sale of fully-paid shares or performance rights, made under an arrangement known as the Orora Limited Employee Share Plan, comprising Team Member Equity Plan; Short Term Incentive Plan; and Long Term Incentive Rights Plan (under which the performance rights are referred to as Share Rights) and the terms of which are substantially in the same form as those provided to ASIC on 4 July 2014; and
- (d) *issuer* means Orora Limited ACN 004 275 165 and any related body corporate.

Dated this 26th day of August 2014



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

14-0862

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

**Title**

2. This instrument is ASIC Instrument 14-0862.

**Commencement**

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

**Exemptions**

4. Donaco International Limited ACN 007 424 777 (*Donaco*), Canaccord Genuity (Australia) Limited (*Sale Agent*), Boardroom Pty Limited and Link Market Services Limited (together the *Relevant Persons*) do not have to comply with:
  - (a) section 601ED of the Act in relation to the Sale Facility; and
  - (b) Divisions 2 to 5 of Part 7.9 of the Act in relation to an interest in the Sale Facility; and
  - (c) the requirement to hold an Australian financial services licence for the provision of the following financial services:
    - (i) dealing in an interest in the Sale Facility; and
    - (ii) the provision of general advice in relation to an interest in the Sale Facility.
5. To avoid doubt, to the extent a Relevant Person invites a holder of ordinary shares in Donaco to make an offer to sell their ordinary shares (*Shares*) in OMI Holdings Limited ACN 091 192 871 (*OMI*) through a Sale Facility, the Relevant Person does not have to comply with Division 5A of Part 7.9 of the Act.

**Where this instrument applies**

6. The exemptions in paragraph 4 and 5 of this instrument apply in relation to a Sale Facility, or an offer or invitation to participate in a Sale Facility, where the Sale Facility satisfies all of the following:
  - (a) the financial products that may be sold through the Sale Facility are OMI Shares that are, or will be, admitted to quotation on the financial market operated by the ASX Limited ACN 008 624 691 (*ASX*); and

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- (b) under the terms of the Sale Facility:
  - (i) the OMI Shares of participating holders to be sold through the Sale Facility are pooled; and
  - (ii) the Sale Agent sells the OMI Shares as soon as reasonably practicable at such prices and on such other terms as the Sale Agent determines in good faith, provided that:
    - (A) OMI Shares sold off-market will be sold at a price that is no less than the Offer Price; or
    - (B) OMI Shares will be sold in the ordinary course of trading on ASX; and
  - (iii) the Sale Agent will use its reasonable endeavours to ensure that the price at which it sells OMI Shares, either on-market or off-market, is consistent with an orderly market and ordinary commercial practice; and
  - (iv) the proceeds of the sale net of expenses (to the extent (if any) that they are not met by Donaco) are distributed to participating holders; and
  - (v) each participating holder is paid their proportion of the proceeds of sale as soon as practicable and, in any event, within 8 weeks after the date the Sale Agent is transferred OMI Shares for the purpose of the Sale Facility.

**Conditions**

- 7. In order to rely on the exemptions in subparagraphs 4(a) or (b) or paragraph 5, Donaco must include the following statements and information in the Notice of Meeting:
  - (a) information about the minimum and maximum number (if any) of OMI Shares a participating holder can sell through the Sale Facility; and
  - (b) information about any expenses relating to the sale of OMI Shares that will be paid by the participating holders; and
  - (c) information about how the proceeds of sale of OMI Shares sold through the facility will be allocated between participating holders; and
  - (d) a statement that the amount of money received by a participating holder for OMI Shares that are sold through the Sale Facility may be more or less than the actual price that is received by the Sale Agent for those OMI Shares; and
  - (e) information about any other significant characteristics or features of the Sale Facility or of the rights and obligations of persons who elect to participate in the Sale Facility including, without limitation:
    - (i) the period during which the Sale Facility is open; and

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- (ii) a description of the manner in which the sale of OMI Shares by the Sale Agent will be conducted; and
  - (iii) details of the minimum price at which OMI Shares may be sold off-market by the Sale Agent under the facility; and
  - (f) a statement that the market price of OMI Shares may be subject to change from time to time; and
  - (g) information about how to obtain up-to-date information on the market price of OMI Shares; and
  - (h) a statement that a holder of a OMI Shares may be able to sell or dispose of their OMI Shares at a price higher or lower than the price they would receive if they were to sell or dispose of their OMI Shares through the Sale Facility; and
  - (i) information about any alternatives that the holder may have to participating in the Sale Facility; and
8. In order to rely on the exemptions in subparagraphs 4(a) or (b) or paragraph 5, the Relevant Persons must take reasonable steps to ensure the Sale Facility is not operated during any period where a control transaction in relation to OMI, other than a Permitted Control Transaction, has been publicly proposed and has not ended.

**Exclusion from reliance**

9. A Relevant Person is excluded from relying on subparagraph 4(c) of this instrument if it becomes aware of matters that give it reason to believe that it has failed in a material respect to comply with a condition of this instrument and does not give full particulars of the failure to ASIC in writing within 15 business days after becoming so aware.

**Interpretation**

In this instrument:

*facility* has a meaning affected by section 762C of the Act.

*Ineligible Shareholder* has the meaning in the Notice of Meeting.

*licensed market* has the meaning given by section 761A of the Act.

*Notice of Meeting* means the notice of meeting sent to Donaco shareholders on or around 16 July 2014 in relation to the proposed capital reduction and in specie transfer by Donaco of OMI Shares in connection with the share sale agreement entered into between OMI and Donaco.

*Offer Price* means the price at which OMI Shares are offered and issued under the replacement prospectus lodged with ASIC on 19 August 2014 in connection with OMI's re-compliance with Chapters 1 and 2 of the ASX Listing Rules.



14-0862

**OMI Share** means a fully paid ordinary share in OMI Holdings Limited ACN 091 192 871.

**participating holder** means a Donaco shareholder who:

- (a) is entitled to receive OMI Shares should the share sale agreement between Donaco and OMI become effective and the resolutions in the Notice of Meeting in relation to the capital distribution of OMI Shares to Donaco shareholders be approved; and
- (b) has elected to participate in the Sale Facility in accordance with its terms or is an Ineligible Shareholder.

**Permitted Control Transaction** means the control transactions disclosed in the Notice of Meeting, including the transactions resulting in the following acquisitions of voting power in OMI Shares:

- (a) the acquisition of voting power of up to 14.3% by Slim Twinkle Limited as a result of the Distribution;
- (b) the acquisition of voting power of up to 15.3% by Convent Fine Limited as a result of the Distribution;
- (c) the acquisition of voting power of up to 29.6% by Mr Ben Lim (as a result of Mr Lim's relevant interest in the OMI Shares transferred to Slim Twinkle Limited and Convent Fine Limited under the Distribution);
- (d) the acquisition of voting power of up to 41.7% by Lim Keong Yew (as a result of of the OMI Shares transferred under the Distribution and Lim Keong Yew's relevant interest in the OMI Shares held by Jox Holdings, Slim Twinkle Limited and Convent Fine Limited); and
- (e) the acquisition of voting power of up to 36.1% by Jox Holdings (as a result Jox Holding acquiring up to 5,000,000 OMI Shares under the replacement prospectus lodged with ASIC on 19 August 2014 in connection with OMI's re-compliance with Chapters 1 and 2 of the ASX Listing Rules and Slim Twinkle Limited and Convent Fine Limited transferring to Jox Holdings 100% of the OMI Shares they respectively receive under the Distribution).

**Sale Facility** means a facility operated by Donaco through which a participating holder can sell an OMI Share in accordance with the terms set out in the Notice of Meeting.

Dated this 27<sup>th</sup> day of August 2014



Signed by Elizabeth Korpi  
as a delegate of the Australian Securities and Investments Commission

14-0863

**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 (the Act)*.

**Title**

2. This instrument is ASIC Instrument 14-0863.

**Commencement**

3. This instrument commences on 28 August 2014.

**Exemption**

4. Syrah Resources Limited ACN 125 242 284 (*Syrah*) 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 Syrah as if section 707 was modified or varied by:
  - (a) omitting subsections 707(3) and (4); and
  - (b) omitting subsections 707(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



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- (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;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. This exemption applies to invitations by Syrah to vote at a capital reduction meeting on the in specie transfer by Syrah of ordinary shares in Jacana Minerals Limited ACN 600 490 355 (*Jacana*) to the shareholders of Syrah, pursuant to a notice of meeting that:
  - (a) is in substantially the same form as the draft notice of meeting given to ASIC on 27 August 2014; and
  - (b) includes a statement describing the need for, and the effect of, the relief contained in this instrument.
- 7. This declaration applies where:
  - (a) a Jacana shareholder makes an offer of Jacana shares (*Shares*) for sale;
  - (b) the Shares were transferred to the Jacana 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 Syrah, who:
    - (i) controls Jacana;
    - (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.

14-0863

**Interpretation**

In this instrument:

*financial market* has the meaning given by section 767A of the Act.Dated this 28<sup>th</sup> day of August 2014Signed by Sebastian Strykowski  
as a delegate of the Australian Securities and Investments Commission

14-0865

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0865.

**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
  - (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 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 JSE Limited (registration number 2005/022939/06) 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;”

- (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

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period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:

- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
  - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition was inserted:

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

- (a) to be issued 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;

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

**Conditions**

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

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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;
- (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.

#### 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 of performance rights, made under an arrangement known as the Clough Phantom Share Plan (under which the performance rights are referred to as "Conditional Rights"), the terms of which are substantially in the same form as those provided to ASIC on 29 July 2014; and
- (d) *issuer* means Murray & Roberts Holdings Limited (Registration No. 1948/029826/06), a company incorporated under the laws of South Africa, and any related body corporate.

Dated this 28<sup>th</sup> day of August 2014



Signed by Abigail Ong  
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this twenty-ninth day of August 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

ODIN TECHNOLOGY LIMITED

**ARBN**

141 924 576

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CORPORATIONS ACT 2001

Section 601CL(4)

ASIC will strike the foreign companies listed below off the register three months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this twenty-ninth day of August 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

INDUSTRIAL TUBE AUSTRALIA LIMITED

TASMAN GUARD SERVICES LIMITED

**ARBN**

096 610 614

158 702 482

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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 twenty-ninth day of August 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

BLACKROCK INSTITUTIONAL AUSTRALIAN DOLLAR LIQUIDITY FUND

149 756 669

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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.

**AUSTRALIAN BIOLOGICAL FERTILIZERS PTY LTD** ACN 600 932 456 will change to a public company limited by shares. The new name will be AUSTRALIAN BIOLOGICAL FERTILIZERS LIMITED ACN 600 932 456.

**LATAM AUTOS PTY LIMITED** ACN 169 063 414 will change to a public company limited by shares. The new name will be LATAM AUTOS LIMITED ACN 169 063 414.

**CORTEX ADVICE SOLUTIONS LIMITED** ACN 113 820 830 will change to a proprietary company limited by shares. The new name will be CORTEX ADVICE SOLUTIONS PTY LIMITED ACN 113 820 830.

**SMARTWARD HOLDINGS PTY LTD** ACN 154 938 299 will change to a public company limited by shares. The new name will be SMARTWARD HOLDINGS LTD ACN 154 938 299.