



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia 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 or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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15-0143

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

Enabling provisions

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

Title

2. This instrument is ASIC Instrument 15-0143

Commencement

3. This instrument commences on 4 March 2015

Exemption

4. Macquarie Group Limited ACN 122 169 279 (*issuer*) does not have to comply with Part 6D.2 or 6D.3 of the Act (other than sections 736 and 738) for an offer of shares for issue, to be made on or about 4 March 2015, under a purchase plan.

Where this instrument applies

5. This instrument applies where the issuer:
 - (a) meets the requirements and conditions of ASIC Class Order [CO 09/425] (the *class order*) except for subparagraph 7(d); and
 - (b) would meet the requirements in subparagraph 7(d) of the class order if that subparagraph were to read:
 - (i) no order under section 340 (other than ASIC instruments [08-0792], [08-0808], [09-00579], [09-00871], [10-1117], [12-0250], [12-1311], [13-0151], [13-0394] and [13-0500]) or 341 of the Act (other than an excluded order) covered the issuer, or any other person as director or auditor of the issuer, at any time in the shorter of the period during which the class was quoted, and the period of 12 months before the day on which the offer is made;"

15-0143

Interpretation

6. In this instrument:

purchase plan has the same meaning as in ASIC Class Order [CO 09/425].

Dated this 4th day of March 2015



Signed by Katrina Chianese
as a delegate of the Australian Securities and Investments Commission



15-0155

ASIC

Australian Securities & Investments Commission

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

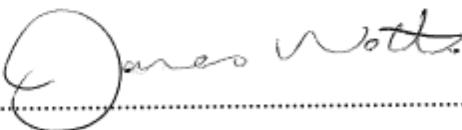
Notice of Cancellation of an Australian Financial Services Licence

TO: Wardell Capital Limited
ACN 102 002 684 ("the Licensee")
46 Westholme Circuit
Pelican Waters QLD 4551

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 223979 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this ^{10th day of} ~~2~~ March 2015

Signed



James Nott, a delegate of the Australian Securities and Investments Commission



15-0158

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Momentum Energy Pty Ltd
ACN 100 569 159
PO Box 353
Flinders Lane Melbourne VIC 8009

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 253085 held by the Licensee with effect from the date on which this notice is given to the Licensee.

10th day of
Dated this 6, March 2015

Signed

James Nott, a delegate of the Australian Securities and Investments
Commission



15-0159

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Irongate Pty. Limited
ACN 004 001 969("the Licensee")
PO Box 610
Forbes NSW 2871

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 247157 held by the Licensee with effect from the date on which this notice is given to the Licensee.

17th day of
Dated this 17th March 2015

Signed *James Nott*

James Nott, a delegate of the Australian Securities and Investments Commission



15-0163

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Lupis Enterprises Pty Ltd
ACN 069 328 954 ("the AFS Licensee")
Unit 3
124 Stirling Hwy
NORTH FREEMANTLE WA 6159

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 243197 held by the AFS Licensee with effect from the date on which this notice is given to the AFS Licensee.

Dated this *10th day of*
March 2015.

Signed

James Nott, a delegate of the Australian Securities and Investments Commission



15-0164

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: RedBridge GS (Australia) Pty Limited
ACN 145 382 118 ("the AFS Licensee")
Level 19
1 Farrer Place
SYDNEY NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 379029 held by the AFS Licensee with effect from the date on which this notice is given to the AFS Licensee.

Dated this ^{10th} day of March 2015.

Signed

James Nott, a delegate of the Australian Securities and Investments Commission



15-0171

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Kilo Juliet Pty Ltd
(previously known as TCIS Insurance Brokers Pty Ltd)
ACN 071 275 306 ("the AFS Licensee")
163 Main Road
BLACKWOOD SA 5051

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 236530 held by the AFS Licensee with effect from the date on which this notice is given to the AFS Licensee.

Dated this ^{10th day of} March 2015.

Signed

James Nott, a delegate of the Australian Securities and Investments Commission

15-0174

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0174.

Commencement

3. This instrument commences on 5 March 2015.

Declaration

4. Chapter 6D of the Act applies to Success Resources Global Limited ACN 091 509 849 (the *Issuer*) as if Part 6D.2 were modified or varied as follows:
 - (a) omit paragraph 723(3)(b), substitute:

“(b) the securities are not admitted to quotation within 3 months after the later of:

 - (i) the date of the disclosure document; and
 - (ii) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
 - (A) discloses that the securities are not admitted to quotation; and
 - (B) gives applicants 1 month to withdraw their application and be repaid”;
 - (b) in paragraph 724(1)(a), omit the words “and that condition is not satisfied within 4 months after the date of the disclosure document”, substitute:

“and that condition is not satisfied within 4 months after the later of:

 - (iii) the date of the disclosure document; and
 - (iv) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
 - (A) discloses that the condition has not been satisfied; and
 - (B) gives applicants 1 month to withdraw their application and be repaid”;

15-0174

(c) omit subparagraph 724(1)(b)(ii), substitute:

“(ii) the securities are not admitted to quotation within 3 months after the later of:

- (A) the date of the disclosure document; and
- (B) the date of the latest supplementary disclosure document for the offer lodged with ASIC that discloses that the securities are not admitted to quotation and gives applicants 1 month to withdraw their application and be repaid”; and

(d) after subsection 724(1A), insert:

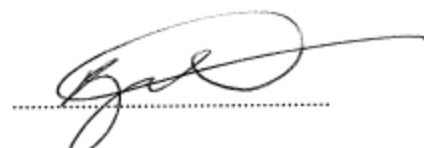
“(1B) Where a supplementary disclosure document of the kind referred to in subparagraphs (1)(a)(iv) or (1)(b)(ii)(B) is lodged with ASIC, the person offering the securities must give the applicants:

- (i) that supplementary disclosure document; and
- (ii) 1 month to withdraw their application and be repaid.”

Where this instrument applies

5. This instrument applies in relation to an offer or issue of securities of the Issuer under a prospectus lodged with ASIC on 5 December 2014 where the Issuer has advised ASIC that it will lodge a supplementary prospectus with ASIC on 6 March 2015 which describes the need for, and effect of, the relief provided in this instrument.

Dated this 5th day of March 2015



Signed by Kyle Wright
as a delegate of the Australian Securities and Investments Commission



15-0177

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Zhaofeng Funds Management Limited
ACN 107 352 821 ("the AFS Licensee")
Level 3
50 Yeo Street
NEUTRAL BAY NSW 2089

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 247376 held by the AFS Licensee with effect from the date on which this notice is given to the AFS Licensee.

Dated this ^{10th day of} March 2015.

Signed

James Nott, a delegate of the Australian Securities and Investments Commission



15-0179

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: South Pacific Securities Pty Limited
ACN 002 213 783 ("the AFS Licensee")
32 Ten Seldam Circuit
WINTHROP WA 6150

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 252984 held by the AFS Licensee with effect from the date on which this notice is given to the AFS Licensee.

Dated this ^{10th day of} March 2015.

Signed

James Nott, a delegate of the Australian Securities and Investments Commission



15-0180

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Wellington International Management Company Pte Ltd
ABN 54 075 981 270 ("the AFS Licensee")
Level 17
126 – 130 Phillip Street
SYDNEY NSW 2000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 226804 held by the AFS Licensee with effect from the date on which this notice is given to the AFS Licensee.

Dated this *10th day of* March 2015.

Signed

James Nott, a delegate of the Australian Securities and Investments Commission

15-0181

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 340(1) - Order**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0181.

Commencement

3. This instrument commences on 5 March 2015.

Order

4. ASIC relieves Western Desert Resources Limited (subject to voluntary administration) ACN 122 301 848 (the *Company*) from Part 2M.3 of the Act for the financial year ended 30 June 2014 and the half-year ended 31 December 2014, until 5 September 2015.

Conditions

5. The Company must comply with the following conditions:
 - (a) the Company must put and keep in place arrangements for answering, free of charge, reasonable inquiries from its members that are about the consequences of the external administration;
 - (b) on the day of commencement of this instrument, the Company must make this instrument available on a website that is maintained by or on behalf of the Administrators in a way that is readily accessible by the public from the website; and
 - (c) on the day of commencement of this instrument, the Company must provide a written notice for release on the ASX Markets Announcement Platform which includes a statement describing the need for, and effect of, the relief provided by this order as it applies to the Company.

Interpretation:

In this instrument:

15-0181

Administrators means Mark Mentha, Scott Kershaw and Stephen Duncan of KordaMentha Pty Ltd appointed as administrators of the company on 5 September 2014.

Dated this 5th day of March 2015

A handwritten signature in black ink, appearing to be 'Kyle Wright', with a long horizontal line extending to the right.

Signed by Kyle Wright
as a delegate of the Australian Securities and Investments Commission

15-0184

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0184.

Commencement

3. This instrument commences on 5 March 2015.

Declaration

4. Chapter 6 of the Act applies to Blumont Group Ltd. (a company incorporated in Singapore) (the *Bidder*) as if Parts 6.4 and 6.6 were modified or varied as follows:

- (a) after subsection 617(2), insert:

“(2A) The bid may also extend to all securities that come to be in the bid class during the period from the date set by the bidder under subsection 633(2) to the end of the offer period due to the issue of ordinary shares by the target during the offer period, if the bid is varied in accordance with section 650BA to extend to those securities.”;

- (b) in section 650A, after “section 650B,” in both instances where it occurs, insert “650BA,”;

- (c) after section 650B, insert:

“650BA Off-market bids – securities in the bid class

- (1) The bidder may vary the bid and offers to extend to specified extension securities.
 - (2) The bidder may only extend the bid and offers in accordance with subsection (1) if there are no less than 14 days before the end of the offer period.

15-0184

- (3) In this section *extension securities* means securities that come to be in the bid class during the period from and including the date set by the bidder under subsection 633(2) to the date on which a notice is lodged with ASIC under section 650D for the purpose of extending the bid and offers to those securities.
- (4) Any new offer resulting from a variation in accordance with the procedure under section 650D is, from the time of the variation, taken:
 - (a) to be an offer under the bid;
 - (b) not to be made in contravention of section 633; and
 - (c) not to give rise to a contravention of section 631.”;
- (d) after paragraph 650D(1)(a), insert:
 - “(aa) if the offers are varied under section 650BA—prepare a supplementary bidder’s statement that:
 - (i) describes the need for and effect of any exercise of ASIC’s powers under section 655A obtained by the bidder in order to facilitate the extension of the bid to the specified extension securities; and
 - (ii) states that the bid is extended to the specified extension securities; and
 - (iii) states that the holders of any extension securities to which the bid has been extended may apply to the bidder to obtain a copy of the documents referred to in paragraph (d).”;
- (e) in subparagraph 650D(1)(c)(iii), as notionally inserted by ASIC Class Order [CO 13/521], omit “in that class.”, substitute “in that class; and”;
- (f) after paragraph 650D(1)(c), insert:
 - “(d) if the offers are varied under section 650BA—send to the persons issued the extension securities, on a date no less than 14 days before the end of the offer period, the following documents:
 - (i) unless the bidder has already sent one to the person—a copy of the bidder’s statement lodged with ASIC in relation to the bid;
 - (ii) unless the bidder reasonably believes the person has already been sent one—a copy of the target’s statement;
 - (iii) unless the bidder does not need to send any documents referred to in paragraphs (i) and (ii) to the person—a copy of each

15-0184

supplementary statement lodged with ASIC under subsection 647(3) in relation to the bid up to and including that date; and

(iv) a copy of the notice lodged with ASIC.”; and

- (g) in paragraph 650D(2)(a), omit “offer period; and”, substitute “offer period or extends the offer to specified extensions securities under section 650BA; and”.

Where this instrument applies

5. This declaration applies where the Bidder has:

- (a) not relied on the relief provided by this instrument to extend the bid to securities other than the New Securities; and
- (b) publicly announced that it will waive any defeating condition of the offer of the type referred to in paragraph 650F(1)(a) or item 2(d)(ii) of section 611 if at the end of the offer period for the Bid the condition is triggered only by reason of events associated with the issue of New Securities.

Interpretation

6. In this instrument:

- (a) **Bid** means an offer for all of the ordinary shares in Genesis Resources Limited ACN 114 787 469 (the **Target**) pursuant to a bidder's statement dated and lodged with ASIC on 21 March 2014.
- (b) **New Securities** means the following securities, the issue of which was publicly announced by the Target on 17 February 2015:
 - (i) 38,295,631 shares issued to Mr Lim Yau Young; and
 - (ii) 25,630,833 shares issued to Spektra Jeotek Sanayi Ve Ticaret A.S..

Dated this 5th day of March 2015



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

15-0186

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0186.

Commencement

3. This instrument commences on 6 March 2015.

Exemption

4. SaleCo does not have to comply with section 1019F of the Act.

Where the exemption applies

5. This instrument applies in relation to an invitation by SaleCo to Eligible Shareholders to sell or dispose of Shares to SaleCo through the Sell Down (*the Invitation*) where:
 - (a) the Invitation is made in writing and is dated on or about 17 March 2015; and
 - (b) it is a term or condition of the Invitation that:
 - (i) SaleCo will sell or dispose of any Shares, acquired pursuant to the Invitation, pursuant to applications for Shares made under the IPO Prospectus; and
 - (ii) the consideration which an Eligible Shareholder will receive for each Share sold or disposed of pursuant to the Invitation will be the same as the highest sale or issue price of a Share under a contract formed pursuant to an application for Shares made under the IPO Prospectus; and
 - (iii) Eligible Shareholders will be provided with a copy of the IPO Prospectus or notification by post of a link to an electronic copy of the IPO Prospectus as soon as practicable after it is lodged with ASIC; and
 - (iv) Eligible Shareholders will be able to accept the Invitation at any time after receipt of the IPO Prospectus until the date nominated by SaleCo being not less than 14 days after lodgement of the IPO Prospectus and prior to the closing date for acceptances under the IPO Prospectus.

15-0186

Conditions

6. SaleCo must ensure that the Invitation includes the following information:
 - (a) the sale or issue price of Shares under contracts formed pursuant to applications for Shares made under the IPO Prospectus; and
 - (b) that Eligible Shareholders will be provided with a copy of the IPO Prospectus or a link to an electronic copy of the IPO Prospectus, as soon as practicable after it is lodged with ASIC; and
 - (c) Eligible Shareholders will be able to accept the Invitation at any time after receipt of the IPO Prospectus until the date nominated by SaleCo being not less than 14 days after lodgement of the IPO Prospectus and prior to the closing date for acceptances under the IPO Prospectus; and
 - (d) the maximum number of Shares which SaleCo will acquire pursuant to the Invitation and if this number depends on circumstances, how this maximum number will be determined; and
 - (e) that no fee will be charged to Eligible Shareholders for the services provided by SaleCo to Eligible Shareholders who accept the Invitation; and
 - (f) information about any other significant characteristics or features of the invitation or of the rights, terms, conditions and obligations attaching to accepting the invitation including, without limitation:
 - (i) the period during which the Invitation remains open; and
 - (ii) a description of the manner in which the sale of Shares by SaleCo will be conducted and how the consideration which Eligible Shareholders who accept the Invitation will receive will be determined.
7. SaleCo must ensure that the Invitation is worded and presented in a clear, concise and effective manner.
8. If requested by an Eligible Shareholder at any time during the period that the Eligible Shareholder may accept the Invitation, SaleCo must give the Eligible Shareholder a copy of the IPO Prospectus.

Interpretation

9. In this instrument:

Eligible Shareholder means each person or persons who will receive an offer by SaleCo to purchase the Shares.

15-0186

IPO means an initial public offering of Shares and listing on the Australian Securities Exchange.

IPO Prospectus means the prospectus proposed to be lodged with ASIC in relation to the IPO.

SaleCo means Touchcorp SaleCo Limited ACN 604 321 495.

Sell Down means the process by which existing shareholders will offer to sell down some or all of their Shares.

Shares means fully paid ordinary shares in Touchcorp.

Touchcorp means Touchcorp Limited ARBN 603 731 184.

Dated this 6th day of March 2015



Signed by Tanya Tang
as a delegate of the Australian Securities and Investments Commission

15-0192

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0192.

Commencement

3. This instrument commences on 6 March 2015.

Exemption

4. SaleCo does not have to comply with section 1019F of the Act.

Where the exemption applies

5. This instrument applies in relation to an invitation by SaleCo to Eligible Shareholders to sell or dispose of Shares to SaleCo through the Sell Down (*the Invitation*) where:
 - (a) the Invitation is made in writing and is dated on or about 17 March 2015; and
 - (b) it is a term or condition of the Invitation that:
 - (i) SaleCo will sell or dispose of any Shares, acquired pursuant to the Invitation, pursuant to applications for Shares made under the IPO Prospectus; and
 - (ii) the consideration which an Eligible Shareholder will receive for each Share sold or disposed of pursuant to the Invitation will be the same as the highest sale or issue price of a Share under a contract formed pursuant to an application for Shares made under the IPO Prospectus; and
 - (iii) Eligible Shareholders will be provided with a copy of the IPO Prospectus or notification by post of a link to an electronic copy of the IPO Prospectus as soon as practicable after it is lodged with ASIC; and
 - (iv) Eligible Shareholders will be able to accept the Invitation at any time after receipt of the IPO Prospectus until the date nominated by SaleCo being not less than 10 days after receipt by the Eligible Shareholder of the IPO Prospectus and prior to the closing date for acceptances under the IPO Prospectus.

15-0192

Conditions

6. SaleCo must ensure that the Invitation includes the following information:
 - (a) the sale or issue price of Shares under contracts formed pursuant to applications for Shares made under the IPO Prospectus; and
 - (b) that Eligible Shareholders will be provided with a copy of the IPO Prospectus or a link to an electronic copy of the IPO Prospectus, as soon as practicable after it is lodged with ASIC; and
 - (c) Eligible Shareholders will be able to accept the Invitation at any time after receipt of the IPO Prospectus until the date nominated by SaleCo being not less than 10 days after receipt by the Eligible Shareholder of the IPO Prospectus and prior to the closing date for acceptances under the IPO Prospectus; and
 - (d) the maximum number of Shares which SaleCo will acquire pursuant to the Invitation and if this number depends on circumstances, how this maximum number will be determined; and
 - (e) that no fee will be charged to Eligible Shareholders for the services provided by SaleCo to Eligible Shareholders who accept the Invitation; and
 - (f) information about any other significant characteristics or features of the invitation or of the rights, terms, conditions and obligations attaching to accepting the invitation including, without limitation:
 - (i) the period during which the Invitation remains open; and
 - (ii) a description of the manner in which the sale of Shares by SaleCo will be conducted and how the consideration which Eligible Shareholders who accept the Invitation will receive will be determined.
7. SaleCo must ensure that the Invitation is worded and presented in a clear, concise and effective manner.
8. If requested by an Eligible Shareholder at any time during the period that the Eligible Shareholder may accept the Invitation, SaleCo must give the Eligible Shareholder a copy of the IPO Prospectus.

Revocation

9. ASIC Instrument [15-0186] dated 6 March 2015 is revoked.

15-0192

Interpretation

10. In this instrument:

Eligible Shareholder means each person or persons who will receive an offer by SaleCo to purchase the Shares.

IPO means an initial public offering of Shares and listing on the Australian Securities Exchange.

IPO Prospectus means the prospectus proposed to be lodged with ASIC in relation to the IPO.

SaleCo means Touchcorp SaleCo Limited ACN 604 321 495.

Sell Down means the process by which existing shareholders will offer to sell down some or all of their Shares.

Shares means fully paid ordinary shares in Touchcorp.

Touchcorp means Touchcorp Limited ARBN 603 731 184.

Dated this 6th day of March 2015



Signed by Tanya Tang
as a delegate of the Australian Securities and Investments Commission

15-0193

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 601QA(1), 655A(1), 673(1), 741(1),
926A(2), 951B(1), 992B(1) and 1020F(1) —
Exemption and Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsections 601QA(1), 655A(1), 673(1), 741(1), 926A(2), 951B(1), 992B(1) and 1020F(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 15- 0193.

Commencement

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

Circumstances where this instrument applies

4. The exemptions and declarations in this instrument apply in relation to the operation of an IDPS by OnePath Custodians Pty Limited ACN 008 508 496 (*OnePath*).

Note: OnePath does not satisfy the definition of *operator* in subsection 912AD(42) of the Act as notionally inserted by the IDPS Class Order or the definition of *operator* in paragraph 21 of the IDPS Class Order because it is not a *public company* within the meaning of section 9 of the Act.

Exemption

5. OnePath does not have to comply with the provisions mentioned in paragraph 4 of the IDPS Class Order that an operator of an IDPS does not have to comply with under that class order, in relation to the conduct or circumstances specified in that paragraph.

Declaration*Part 7.6*

6. Part 7.6 of the Act (other than Divisions 4 and 8) applies in relation to OnePath as if:
 - (a) section 912AD (as notionally inserted into the Act by the IDPS Class Order in relation to an operator of an IDPS within the meaning of that class order) were inserted into the Act; and
 - (b) in subsection 912AD(42), the definition of *operator* were omitted and substituted with:

“*operator* means a proprietary company that:

15-0193

- (a) holds an Australian financial services licence that authorises the company to operate an IDPS;
- (b) provides an IDPS or a function that forms part of the IDPS; and
- (c) complies with Chapter 2D, Chapter 2E, Chapter 2G (other than Part 4) and Chapter 2M as if it were a public company subject to those Chapters.”.

Part 7.7

7. Part 7.7 of the Act applies in relation to OnePath as if sections 952BA and 953BA (as notionally inserted into the Act by the IDPS Class Order in relation to an operator of an IDPS within the meaning of that class order) were inserted into the Act.

Part 7.9

8. Part 7.9 of the Act applies in relation to OnePath as if subsection 1012IA(9) (as as notionally inserted into the Act by the IDPS Class Order in relation to an operator of an IDPS within the meaning of that class order) were inserted into the Act.

Chapter 6D

9. Chapter 6D of the Act applies in relation to OnePath as if section 704A (as notionally inserted into the Act by the IDPS Class Order in relation to an operator of an IDPS within the meaning of that class order) were inserted into the Act.

Chapters 6 and 6C

10. Chapters 6 and 6C applies in relation to OnePath as if subsections 609(17A) to (17D) (as notionally inserted into the Act by the IDPS Takeovers-Related Class Order in relation to an operator of an IDPS within the meaning of that class order) were inserted into the Act.

Interpretation

11. In this instrument:

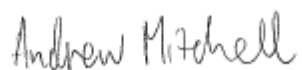
- (a) **IDPS Class Order** means ASIC Class Order [CO 13/763].

IDPS Takeovers-Related Class Order means ASIC Class Order [CO 04/523] as in force on 1 July 2014.

- (b) all other definitions (including, for the avoidance of doubt, definitions that are incorporated by reference to the IDPS Class Order) have the same meaning as in that class order.

15-0193

Dated this 9th day of March 2015

A handwritten signature in black ink that reads "Andrew Mitchell". The signature is written in a cursive, flowing style.

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

15-0194

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

Enabling Legislation

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

Title

2. This instrument is ASIC instrument [15-0194].

Commencement

3. This instrument commences on 10 March 2015.

Declaration

4. Chapter 6D of the Act applies to Wealth Defender Equities Limited ACN 602 517 528 (the **Company**) in the case specified in paragraph 5 as if Part 6D.2 were modified or varied by:
 - (a) omitting paragraph 723(3)(b) and substituting:

"(b) the securities are not admitted to quotation within 7 months after the date the Shares offered under the disclosure document are admitted to quotation;" and
 - (b) omitting subparagraph 724(1)(b)(ii) and substituting:

"(ii) the securities are not admitted to quotation within 7 months after the date the Shares offered under the disclosure document are admitted to quotation; or".

Where this instrument applies

5. This instrument applies in relation to an offer or issue of Loyalty Options by the Company under a disclosure document lodged with ASIC on or about the date of this instrument (**Offer**).

Interpretation

6. In this instrument:
 - (a) **Loyalty Option** means an option to acquire by way of issue a Share the terms of which are set out in the disclosure document and which:

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- (i) is offered for issue with Shares under the disclosure document in relation to the Offer, on the basis of one option for every one Share; and
 - (ii) will either Vest or lapse on the Vesting Date depending on whether certain Vesting conditions specified in the terms of the option are satisfied; and
 - (iii) will be offered under the disclosure document on the basis that no consideration is to be provided for the issue of the option.
- (b) **Share** means a fully paid ordinary share in the Company;
- (c) **Vest** in relation to a Loyalty Option means a process under the terms of the Loyalty Option under which the Loyalty Option may first be exercised for an underlying Share; and
- (d) **Vesting Date** means the date that is 6 months after the date that the Shares offered under the disclosure document are admitted to quotation.

Dated this 10th day of March 2015



Signed by Sarah-Jane Farlow
as a delegate of the Australian Securities and Investments Commission

15-0205

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0205.

Commencement

3. This instrument commences on 12 March 2015.

Exemption

4. The Affected Entities do not have to comply with subsection 734(2) of the Act.

Where the exemption applies

5. Subject to paragraph 6 of this instrument, this exemption applies to the following information communicated by any Affected Entities to Employees:
 - (a) information about the fact of, and proposed timetable for, the Initial Public Offer, including updates to the process and timetable for the Initial Public Offer;
 - (b) information about the ways in which Employees may participate in the Initial Public Offer;
 - (c) details of any employee share plan, employee option plan or employee incentive plan under which offers to Employees may be made at or about the same time as the Initial Public Offer;
 - (d) information relating to:
 - (i) changes which may be made to the structure and administration of each of the Affected Entities at or about the same time as the Initial Public Offer, including the continuation of the business of the Affected Trusts and its related bodies corporate, any major changes to be made to the business of any of the Affected Trusts and its related bodies corporate and the future employment of Employees;
 - (ii) the appointment of management and executive officers of any of the Affected Trusts; and

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- (e) information alerting them to impending announcements about the Initial Public Offer.

Conditions

- 6. This exemption does not apply if, in communicating any of the information set out in paragraph 5 of this instrument, the Affected Entities communicate any advantages, benefits or merits of the Initial Public Offer.

Cessation

- 7. This exemption shall remain effective, unless otherwise revoked, until the earlier of:
 - (a) the date on which Gateway lodges a prospectus for the Initial Public Offer with ASIC; and
 - (b) 30 June 2015.

Interpretation

- 8. In this instrument:

Affected Entities means:

- (a) Alceon Group No. 1 Pty. Limited ACN 152 766 768 in its capacity as trustee of Residential Parks Trust;
- (b) Alceon Group No.10 Pty Limited ACN 165 860 364 in its capacity as trustee of Residential Parks No.2 Trust;
- (c) Alceon Qld Pty Ltd ACN 160 745 871 in its capacity as trustee of Alceon Queensland Trust;
- (d) Gateway;
- (e) Harvest Investment No.4 Pty Ltd ACN 139 964 613 in its capacity as trustee of Seed Unit Trust No. 4;
- (f) Harvest LSWM Investment No. 1 Pty Ltd ACN 145 051 243 in its capacity as trustee of Harvest LSWM Bass Hill Trust;
- (g) Harvest Property Pty Ltd ACN 129 528 301 in its capacity as trustee of Gateway Lifestyle Villages (Goodna) Trust and Gateway Lifestyle Villages Redland Trust; and
- (h) PortNordica Limited ACN 109 872 228 in its capacity as trustee of Benalla Gateway Trust, Grafton Gateway Trust, LSWM Yamba Trust, Quattro Parks Operations Trust, Quattro Parks Trust and Tweed Park Trust.

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Affected Trusts means:

- (a) Alceon Queensland Trust;
- (b) Benalla Gateway Trust;
- (c) Gateway Lifestyle Villages (Goodna) Trust;
- (d) Gateway Lifestyle Villages Redland Trust;
- (e) Grafton Gateway Trust;
- (f) Harvest LSWM Bass Hill Trust;
- (g) LSWM Yamba Trust;
- (h) Quattro Parks Operations Trust;
- (i) Quattro Parks Trust;
- (j) Residential Parks No.2 Trust;
- (k) Residential Parks Trust;
- (l) Seed Unit Trust No. 4; and
- (m) Tweed Park Trust.

Employees means employees of the Affected Entities and its related bodies corporate.

Gateway means Gateway Lifestyle Residential Parks Pty Ltd (ACN 140 262 719) and its related bodies corporate.

Initial Public Offer means the proposed initial public offer of Stapled Securities.

Stapled Securities means a stapled security comprising of:

- (a) a share in a company to be incorporated and known as 'Gateway Operations Limited' and which will be the parent entity of Gateway Lifestyle Residential Parks Pty Ltd (ACN 140 262 719); and
- (b) a unit in Residential Parks No.2 Trust,

which will be stapled and traded together, or such a structure which may comprise the stapling of one or more Affected Entities and Affected Trusts.

Dated this 12th day of March 2015



Signed by Melissa Liu
as a delegate of the Australian Securities and Investments Commission

15-0212

Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 601QA(1), 741(1), 911A(2), 992B(1),
and 1020F(1) — Exemptions

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0212.

Commencement

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

Disclosure relief

4. The Specified Persons do not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to an offer of an eligible product to an eligible participant under the Plan.
5. A holder of an underlying eligible product that makes a sale offer of that product within 12 months after the issue of the product does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to an offer of an eligible product to an eligible participant under the Plan.

Personal advice given by advisers

6. An eligible product offered under the Plan is exempt from section 1012A of the Act to the extent that section requires a person to give a Product Disclosure Statement for an eligible product to an eligible participant, provided the person has no reason to believe the Plan is not covered by this instrument.

Licensing relief*General advice*

7. The Specified Persons do not have to comply with subsection 911A(1) of the Act in relation to the provision of a financial service consisting of general advice in connection with an offer of an eligible product to an eligible participant under the Plan.

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Dealing

8. The Specified Persons do not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the Plan:
- (a) issuing the eligible product;
 - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by the Company or a related body corporate occurs either:
 - (i) through a financial services licensee; or
 - (ii) outside this jurisdiction and through a person which is licensed or otherwise authorised to deal in financial products of that kind in the relevant place;
 - (c) dealing in an interest in a managed investment scheme covered by paragraph 12 of this instrument.

Custodial or depository services

9. The Specified Persons do not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the Plan:
- (a) a custodial or depository service in relation to the eligible product where the body performs their duties in good faith and has sufficient resources to perform those duties; and
 - (b) dealing in the eligible product in the course of providing a custodial or depository service covered by paragraph (a).

Hawking

10. The Specified Persons do not have to comply with sections 736, 992A or 992AA of the Act in relation to making an offer of an eligible product to an eligible participant in the course of, or because of, an unsolicited meeting or telephone call held or made in connection with the Plan.

Advertising

11. The Specified Persons do not have to comply with section 1018A of the Act in relation to an advertisement or publication that advertises, or publishes a statement that is reasonably likely to induce eligible participants to acquire, an

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eligible product under the Plan.

Managed investment scheme

12. The Specified Persons do not have to comply with section 601ED of the Act in relation to the operation of a managed investment scheme relating to offers of eligible products to eligible participants in connection with the Plan.

Conditions

Disclosure

13. The Company and its related bodies corporate must each ensure that an offer of an eligible product to an eligible participant under the Plan is made in, or is accompanied by, an offer document.

5% issue limit

14. A Specified Person making an offer of an eligible product under the Plan to an eligible participant in reliance on this instrument must, at the time of making the offer, have reasonable grounds to believe that the number of underlying eligible products in a class of underlying eligible products that form part of the issued capital of the Company that have been or may be issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of underlying eligible products in that class on issue:
- (a) underlying eligible products that may be issued under the offer;
 - (b) underlying eligible products issued or that may be issued as a result of offers made at any time during the previous 3 year period under:
 - (i) the Plan; or
 - (ii) an ASIC exempt arrangement of a similar kind to the Plan.

Loans

15. A Specified Person making an offer of an eligible product under the Plan to an eligible participant that involves a loan from the Company or a related body corporate to the eligible participant to acquire the product must ensure that under the terms of the loan:
- (a) no fees or interest is payable; and
 - (b) either:
 - (i) the lender has no recourse against the participant in relation to the repayment of the loan; or

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- (ii) the recourse of the lender against the participant in relation to the repayment of the loan is limited to forfeiture of the eligible products issued or transferred to, or held on behalf of, the participant in connection with the scheme.

FCPE structure

16. The Company must ensure that:

- (a) the Manager maintains written records on the administration of the FCPE including written records that identify the underlying eligible products held on an allocated basis for the specified eligible participant;
- (b) the Manager and the Custodian do not levy any fees or charges for administering the FCPE that are payable directly by any eligible participant or out of the assets of the FCPE, other than reasonable disbursements including brokerage and tax levied or incurred in connection with the FCPE or fees and charges otherwise provided for in the Rules as authorized under the laws of France;
- (c) the Manager does not, at its own discretion, exercise any voting rights attaching to any of the underlying eligible products held in the FCPE; and
- (d) the FCPE does not hold more than 5% of the voting shares or voting interests in the Company where such holdings relate to employee incentive schemes of the Company or a related body corporate in reliance on this instrument.

Regulation

- 17. The Specified Persons must at all times comply with the Rules.
- 18. The Manager and Custodian must at all times be approved by the Relevant Agency or as otherwise required by French law.
- 19. The FCPE and Plan must at all times:
 - (a) be approved and regulated by Relevant Agency; and
 - (b) be authorised under and comply with the laws of France.
- 20. Except where required by the laws of France, the Rules must not be modified or varied in any material respect that would adversely affect the rights and interests of eligible participants, unless ASIC gives prior written notice to the Company that it does not object to the modification or variation.

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21. The Company must notify ASIC as soon as practicable and in any event within 15 business days from the date it knew or should reasonably have known of the following notifiable matters:
- (a) any significant change to the authorisation granted by the Relevant Agency relating to the operation of the FCPE, including any exemptions or other relief granted to any of the Specified Persons; and
 - (b) the details of each significant investigation, disciplinary or enforcement action against any of the Specified Persons.

FCPE annual financial statements

22. The FCPE annual financial statements must be audited annually.
23. If requested by an eligible participant at any time during the period the eligible participant is participating in the Plan, the Company must provide and make available at the registered office or principal place of business of Saint-Gobain Abrasives, during normal business hours or such other time as is agreed with the eligible participant:
- (a) the most recent FCPE annual financial statements and accompanying auditors' report;
 - (b) a copy of the Rules;
 - (c) a copy of the offer document; and
 - (d) a response to any other reasonable request for information.

Redemption of eligible products

24. Saint-Gobain Abrasives must accept notices, correspondence and service of process on behalf of each of the Specified Persons at its registered office or principal place of business.
25. Saint-Gobain Abrasives must forward any notice received from an eligible participant in connection with the Plan, including a notice relating to the buy-back or redemption of eligible products as provided for in the Rules, to the Manager without delay.
26. The Company must notify ASIC within 5 business days of:
- (a) suspension or termination of the buy-back arrangements or redemption facilities of eligible products in the FCPE; or
 - (b) suspension of the quotation of the underlying eligible products of the Company on the eligible financial market.

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27. The Company must maintain, at the registered office or principal place of business of Saint-Gobain Abrasives, a register of eligible participants who are participating in the Plan that includes details of:
- (a) the names and addresses of each eligible participant;
 - (b) the extent of the holding of each eligible participant;
 - (c) the date at which the name of each eligible participant was entered in the register; and
 - (d) the date at which any eligible participant's interest ceased.

ASIC power to request documents

28. A Specified Person must, if requested by ASIC and in accordance with the request, make available to ASIC the offer document and all other accompanying information or documents given to eligible participants in connection with an offer that is made in reliance on this instrument, including:
- (a) records relating to the issue or sale of and the buy-back or redemption of eligible products in the FCPE to or from eligible participants; and
 - (b) if any document is not in English, a translation of that document into English which must be a certified translation if requested by ASIC.

Interpretation

29. In this instrument:

able to be traded has the meaning given by section 761A of the Act.

Company means Compagnie de Saint-Gobain, a body registered in France and listed on the eligible financial market.

Custodian means the custodian of the FCPE from time to time (presently CACEIS Bank France, a body registered in France), which, by way of contract with the Manager, acts for or on behalf of the Company in connection with an offer to an eligible participant under the Plan.

eligible financial market means the financial market specified in column 1 of Table A and, unless a contrary intention appears, is limited to the main board of that market.

eligible participant means, in relation to the Company or a related body corporate, a person specified in column 3 of Table A who is a resident in this jurisdiction.

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eligible product means a financial product of the Company specified in column 2 of Table A.

employee incentive scheme means an arrangement under which a listed body or a related body corporate makes offers of financial products of the listed body to persons that is designed to support interdependence between the body and those persons for their long-term mutual benefit.

FCPE means the Saint-Gobain PEG Monde FCPE (which includes the Saint-Gobain Avenir Monde compartment) or the Saint-Gobain Relais 2015 Monde, and its successor FCPEs that are formed on a temporary basis in order to make offers of eligible products to eligible participants under the Plan, governed by the Rules.

FCPE annual financial statement means the books of account maintained in respect of the activities of the FCPE (including the statement of assets and liabilities, balance sheet, income statement, together with the related notes) prepared in accordance with French accounting standards and the laws of France.

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.

Manager means the independent management company of the FCPE from time to time (presently Amundi, a body registered in the Paris Trade and Companies Registry, France under number 437 574 452), which, by way of contract with the Company, acts for or on behalf of the Company in connection with an offer to an eligible participant under the Plan.

offer, in relation to an eligible product, has a meaning affected by sections 700, 702 and 1010C of the Act and includes:

- (a) an offer to issue the eligible product;
- (b) an issue or grant of the eligible product;
- (c) an offer to transfer the eligible product;
- (d) a transfer of the eligible product; and
- (e) an offer to arrange for the issue or transfer of the eligible product.

offer document, in relation to an offer of eligible products under the Plan, means a document which includes, or is accompanied by, the following information, statements and explanations worded and presented in a clear, concise and effective manner:

- (a) prominent statements to the effect that:

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- (i) any advice given by any Specified Person in relation to eligible products offered under the Plan does not take into account an eligible participant's objectives, financial situation and needs;
 - (ii) eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice; and
 - (iii) the FCPE and Plan are regulated by the laws of France, and those laws differ from Australian laws;
- (b) either:
 - (i) a copy of the Rules; or
 - (ii) a summary of the Rules together with a statement that, at any time during the operation of the Plan, eligible participants may make a request to be given, without charge and within a reasonable time, a copy of the Rules;
- (c) general information about the risks of acquiring and holding an eligible product being offered under the Plan;
- (d) the acquisition price in Australian dollars or, where the acquisition price is to be worked out in the future under a formula, an explanation of how an eligible participant could calculate the acquisition price of the eligible products in Australian dollars were that formula applied at the date of the offer;
- (e) an explanation of how an eligible participant could, from time to time, ascertain the market price in Australian dollars of an underlying eligible product;
- (f) where the offer to an eligible participant under the Plan involves a loan from a Specified Person to an eligible participant to acquire the eligible product – a copy of the terms of the loan which includes the conditions, obligations and risks associated with the loan;
- (g) as the FCPE and the Plan are regulated by the laws of France, a brief description of the legal and practical effect (if any) this may have on the rights and ability of an eligible participant domiciled in Australia to make any claim or enforce any right arising out of or in connection with the offer of an eligible product;
- (h) an explanation of the nature of any special risks associated with cross-border investing, such as risks arising from foreign taxation requirements, foreign currency or time differences; and

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- (i) details of how the Rules provide for any fees or charges for administering the FCPE that are payable directly by any eligible participant or out of the assets of the FCPE.

Plan means the Saint-Gobain Group Savings Plan, incorporating the Plan in respect of which the FCPE is established pursuant to the Rules, which is substantially in the same form as provided to ASIC on 10 March 2015.

related body corporate has the meaning given in section 50 of the Act.

Relevant Agency means each of the Autorité des Marchés Financiers, the French Market Authority, or its predecessor the Commission des Opérations de Bourse (as applicable).

Rules means the rules of the FCPE approved by the Relevant Agency on 9 March 1999 as amended from time to time.

Saint-Gobain Abrasives means Saint-Gobain Abrasives Pty Ltd ACN 068 931 420.

Specified Persons means:

- (a) the Company;
- (b) the related bodies corporate of the Company;
- (c) the Custodian;
- (d) the Manager; and
- (e) any person who, by way of contract between the person and the Company, acts for or on behalf of the Company in connection with an offer of an eligible product to an eligible participant under the Plan.

underlying eligible product means an eligible product specified in paragraph (a) in column 2 of Table A.

30. In this instrument:

- (a) except where otherwise stated, references to provisions are to provisions of the Act; and
- (b) an offer of eligible products to an eligible participant under the Plan on terms that the eligible participant may renounce the offer in favour of a person covered by one of the following paragraphs is to be treated as an offer of eligible products to the eligible participant:

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- (i) an immediate family member of the eligible participant;
 - (ii) a company whose members comprise no persons other than the eligible participant or immediate family members of the participant;
 - (iii) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) where the eligible participant is a director of the trustee;
- (c) for the avoidance of doubt, a document or other writing to be given in connection with this instrument may be given by electronic means (including, in the case of a document or other writing to be given by a person relying on this instrument, by way of making it available on a website and notifying the intended recipient that it is available on the website).

Where this instrument applies

31. This instrument applies to offers of eligible products to eligible participants under the Plan made within 5 years of the commencement of this instrument.

Dated this 13th day of March 2015



Signed by Tanya Tang
as a delegate of the Australian Securities and Investments Commission

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Table A

Column 1 Eligible financial market	Column 2 Eligible product	Column 3 Eligible participant
Euronext Paris	<p>(a) a fully-paid share of the Company that is in a class of shares able to be traded on the eligible financial market;</p> <p>(b) unit in a financial product mentioned in (a);</p> <p>(c) a financial product that relates to a financial product mentioned in (a), where in relation to a product mentioned in paragraph (a):</p> <p>(d) the share is in the same class as shares which were able to be traded on the eligible financial market at all times in the 3 months before the day the offer document is first given to an eligible participant; and</p> <p>(e) the class of class of shares were not suspended for more than a total of 5 days during the shorter of the period during which the class of shares were able to be traded, and the period of 12 months before the day the offer document is first given to an eligible participant.</p>	<p>(a) a full-time or part-time employee (including an executive director);</p> <p>(b) a non-executive director.</p>

15-0213

Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 601QA(1), 741(1), 911A(2), 992B(1),
and 1020F(1) — Exemptions

Enabling legislation

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

Title

2. This instrument is ASIC Instrument [15-0213].

Commencement

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

Disclosure relief

4. The Specified Persons do not have to comply with Parts 6D.2, 6D.3 or Part 7.9 of the Act in relation to an offer of an eligible product to an eligible participant under the 2015 Plan.

Personal advice given by advisers

5. An eligible product offered under the 2015 Plan is exempt from section 1012A of the Act to the extent that section requires a person to give a Product Disclosure Statement for an eligible product to an eligible participant, provided the person has no reason to believe the 2015 Plan is not covered by this instrument.

Licensing relief*General advice*

6. The Specified Persons do not have to comply with subsection 911A(1) of the Act in relation to the provision of a financial service consisting of general advice in connection with an offer of an eligible product to an eligible participant under the 2015 Plan.

Dealing

7. The Specified Persons do not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the 2015 Plan:

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- (a) issuing the eligible product;
- (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by the Company or a related body corporate occurs either:
 - (i) through a financial services licensee; or
 - (ii) outside this jurisdiction and through a person which is licensed or otherwise authorised to deal in financial products of that kind in the relevant place;
- (c) dealing in an interest in a managed investment scheme covered by paragraph 11 of this instrument.

Custodial or depository services

8. The Specified Persons do not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the 2015 Plan:
- (a) a custodial or depository service in relation to the eligible product where the body performs their duties in good faith and has sufficient resources to perform those duties; and
 - (b) dealing in the eligible product in the course of providing a custodial or depository service covered by paragraph (a).

Hawking

9. The Specified Persons do not have to comply with sections 736, 992A or 992AA of the Act in relation to making an offer of an eligible product to an eligible participant in the course of, or because of, an unsolicited meeting or telephone call held or made in connection with the 2015 Plan.

Advertising

10. The Specified Persons do not have to comply with section 1018A of the Act in relation to an advertisement or publication that advertises, or publishes a statement that is reasonably likely to induce eligible participants to acquire, an eligible product under the 2015 Plan.

Managed investment scheme

11. The Specified Persons do not have to comply with section 601ED of the Act in relation to the operation of a managed investment scheme relating to offers of eligible products to eligible participants in connection with the 2015 Plan.

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Conditions*Disclosure*

12. The Company and its related bodies corporate must each ensure that an offer of an eligible product to an eligible participant under the 2015 Plan is made in, or is accompanied by, an offer document.

5% issue limit

13. A Specified Person making an offer of an eligible product under the 2015 Plan to an eligible participant must, at the time of making the offer, have reasonable grounds to believe that the number of underlying eligible products in a class of underlying eligible products that form part of the issued capital of the Company that have been or may be issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of underlying eligible products in that class on issue:
- (a) underlying eligible products that may be issued under the offer;
 - (b) underlying eligible products issued or that may be issued as a result of offers made at any time during the previous 3 year period under:
 - (i) the 2015 Plan; or
 - (ii) an ASIC exempt arrangement of a similar kind to the 2015 Plan.

Loans

14. A Specified Person making an offer of an eligible product under the 2015 Plan to an eligible participant that involves a loan from the Company or a related body corporate to the eligible participant to acquire the product must ensure that:
- (a) under the terms of the loan, no fees or interest is payable; and
 - (b) the loan is provided to the eligible participant on terms that are in substantially the same form as provided to ASIC on 11 March 2015.

FCPE structure

15. The Company must ensure that:
- (a) the Manager maintains written records on the administration of the FCPE including written records that identify the underlying eligible products held on an allocated basis for the specified eligible participant;

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- (b) the Manager and the Custodian do not levy any fees or charges for administering the FCPE that are payable directly by any eligible participant or out of the assets of the FCPE, other than:
 - (i) reasonable disbursements including brokerage and tax levied or incurred in connection with the FCPE; and
 - (ii) fees and charges otherwise provided for in the Rules as authorised under the laws of France;
- (c) the Manager does not, at its own discretion, exercise any voting rights attaching to any of the underlying eligible products that it holds on trust; and
- (d) not more than 5% of the voting shares or voting interests in the Company relate to employee incentive schemes of the Company or a related body corporate in reliance on this instrument.

Regulation

- 16. The Specified Persons must at all times comply with the Rules.
- 17. The Manager and Custodian must at all times be approved by the Relevant Agency.
- 18. The FCPE and 2015 Plan must at all times:
 - (a) be approved and regulated by Relevant Agency; and
 - (b) be authorised under and comply with the laws of France.
- 19. Except where required by the laws of France, the Rules must not be modified or varied in any material respect that would adversely affect the rights and interests of eligible participants, unless ASIC gives prior written notice to the Company that it does not object to the modification or variation.
- 20. The Company must notify ASIC as soon as practicable and in any event within 15 business days from the date it knew or should reasonably have known of the following notifiable matters:
 - (a) any significant change to the authorisation granted by the Relevant Agency relating to the operation of the FCPE, including any exemptions or other relief granted to any of the Specified Persons; and
 - (b) the details of each significant investigation, disciplinary or enforcement action against any of the Specified Persons.

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FCPE annual financial statements

21. The FCPE annual financial statements must be audited annually.
22. If requested by an eligible participant at any time during the period the eligible participant is participating in the 2015 Plan, the Company must provide and make available at the registered office or principal place of business of a Schneider Australian Subsidiary in this jurisdiction, during normal business hours or such other time as is agreed with the eligible participant:
 - (a) the most recent FCPE annual financial statements and accompanying auditors' report;
 - (b) a copy of the Rules;
 - (c) a copy of the offer document; and
 - (d) a response to any other reasonable request for information.

Redemption of eligible products

23. Each Schneider Australian Subsidiary must accept notices, correspondence and service of process on behalf of each of the Specified Persons at the registered office or principal place of business of each Schneider Australian Subsidiary in this jurisdiction.
24. Each Schneider Australian Subsidiary must forward any notice received from an eligible participant in connection with the 2015 Plan, including a notice relating to the buy-back or redemption of eligible products as provided for in the Rules, to the Manager without delay.
25. The Company must notify ASIC within 5 business days of:
 - (a) suspension or termination of the buy-back arrangements or redemption facilities of eligible products in the FCPE; or
 - (b) suspension of the quotation of the underlying eligible products of the Company on the eligible financial market.
26. The Company must maintain, at a registered office or principal place of business in this jurisdiction, a register of eligible participants who are participating in the 2015 Plan that includes details of:
 - (a) the names and addresses of each eligible participant;
 - (b) the extent of the holding of each eligible participant;
 - (c) the date at which the name of each eligible participant was entered in the register; and

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- (d) the date at which any eligible participant's interest ceased.

ASIC power to request documents

27. A Specified Person must, if requested by ASIC and in accordance with the request, make available to ASIC the offer document and all other accompanying information or documents given to eligible participants in connection with an offer that is made in reliance on this instrument, including:
- (a) records relating to the issue or sale of and the buy-back or redemption of eligible products in the FCPE to or from eligible participants; and
 - (b) if any document is not in English, a translation of that document into English (which must be a certified translation, if requested by ASIC).

Interpretation

28. In this instrument:

2015 Plan means the Schneider Electric Group Share Plan 2015, incorporating the Schneider Actionnariat Mondial Classic Plan of the FCPE established pursuant to the Rules, which is substantially in the same form as provided to ASIC on 10 February 2015.

able to be traded has the meaning given by section 761A of the Act.

ASIC exempt arrangement of a similar kind, in relation to the 2015 Plan, means an arrangement covered or previously covered by an instrument expressed to apply to the Specified Persons, and which grants or granted similar relief to the relief granted by this instrument.

Company means Schneider Electric S.E., a body registered in the Register of Companies for Nanterre, France under number 542 048 574, and listed on the eligible financial market.

Custodian means the custodian of the FCPE from time to time (presently CACEIS Bank France, a body registered in France), which, by way of contract with the Manager, acts for or on behalf of the Company in connection with an offer to an eligible participant under the 2015 Plan.

eligible financial market means the financial market specified in column 1 of Table A and, unless a contrary intention appears, is limited to the main board of that market.

eligible participant means, in relation to the Company or a related body corporate, a person specified in column 3 of Table A who is resident in this jurisdiction.

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eligible product means a financial product of the Company specified in column 2 of Table A.

employee incentive scheme means an arrangement under which a listed body or a related body corporate makes offers of financial products of the listed body to persons that is designed to support interdependence between the body and those persons for their long-term mutual benefit.

FCPE means the Schneider Actionnariat Mondial or the Schneider Relais International 2015 *Fonds Commun de Placement D'Entreprise* governed by the Rules.

FCPE annual financial statement means the books of account maintained in respect of the activities of the FCPE (including the statement of assets and liabilities, balance sheet, statement of income, together with the related notes) prepared in accordance with French accounting standards and the laws of France.

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.

Manager means the independent management company of the FCPE from time to time (presently Natixis Asset Management, a body registered in France, with the Paris Trade and Company Registrar under number 329 450 738), which, by way of contract with the Manager's corporate group Groupe BPCE (a body registered in France) and the Company, acts for or on behalf of the Company in connection with an offer to an eligible participant under the 2015 Plan.

offer, in relation to an eligible product, has a meaning affected by sections 700, 702 and 1010C of the Act and includes:

- (a) an offer to issue the eligible product;
- (b) an issue or grant of the eligible product;
- (c) an offer to transfer the eligible product;
- (d) a transfer of the eligible product; and
- (e) an offer to arrange for the issue or transfer of the eligible product.

offer document, in relation to an offer of eligible products under the 2015 Plan, means a document which includes, or is accompanied by, the following information, statements and explanations worded and presented in a clear, concise and effective manner:

- (a) prominent statements to the effect that:

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- (i) any advice given by any Specified Person in relation to eligible products offered under the 2015 Plan does not take into account an eligible participant's objectives, financial situation and needs;
 - (ii) eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice; and
 - (iii) the FCPE and 2015 Plan are regulated by the laws of France, and those laws differ from Australian laws;
- (b) either:
 - (i) a copy of the Rules; or
 - (ii) a summary of the Rules together with a statement that, at any time during the operation of the 2015 Plan, eligible participants may make a request to be given, without charge and within a reasonable time, a copy of the Rules;
- (c) general information about the risks of acquiring and holding an eligible product being offered under the 2015 Plan;
- (d) the acquisition price in Australian dollars or, where the acquisition price is to be worked out in the future under a formula, an explanation of how an eligible participant could calculate the acquisition price of the eligible products in Australian dollars were that formula applied at the date of the offer;
- (e) an explanation of how an eligible participant could, from time to time, ascertain the market price in Australian dollars of an underlying eligible product;
- (f) where the offer to an eligible participant under the 2015 Plan involves a loan from a Specified Person to an eligible participant to acquire the eligible product – a copy of the terms of the loan which includes the conditions, obligations and risks associated with the loan;
- (g) a brief description of the rights and remedies available to eligible participants under the laws of France and how those rights and remedies can be accessed;
- (h) an explanation of the nature of any special risks associated with cross-border investing, such as risks arising from foreign taxation requirements, foreign currency or time differences; and

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- (i) details of how the Rules provide for any fees or charges for administering the FCPE that are payable directly by any eligible participant or out of the assets of the FCPE.

related body corporate has the meaning given in section 50 of the Act.

Relevant Agency means the Autorité des Marchés Financiers, the French Market Authority, or its predecessor the Commission des Opérations de Bourse (as applicable).

Rules means each of the rules of the FCPE approved by the Relevant Agency on 18 July 1997 or 9 January 2015 (as applicable) as amended from time to time.

Schneider Australian Subsidiary means any of:

- (a) Schneider Electric (Australia) Pty Limited ACN 004 969 304;
- (b) Schneider Electric IT Australia Pty Ltd ACN 088 913 866;
- (c) Schneider Electric Buildings Australia Pty Ltd ACN 008 059 345;
- (d) Telvent Australia Pty Ltd ACN 009 299 870;
- (e) SolveIT Software Pty Ltd ACN 113 112 744;
- (f) M&C Energy Pty Ltd ACN 104 501 091; and
- (g) Invensys Process Systems (Australia) Pty Ltd ACN 000 522 261.

Specified Persons means:

- (a) the Company;
- (b) the related bodies corporate of the Company (including the Schneider Australian Subsidiaries);
- (c) the Custodian;
- (d) the Manager; and
- (e) any person who, by way of contract between the person and the Company, acts for or on behalf of the Company in connection with an offer of an eligible product to an eligible participant under the 2015 Plan.

underlying eligible product means an eligible product specified in paragraph (a) in column 2 of Table A.

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29. In this instrument:

- (a) except where otherwise stated, references to provisions are to provisions of the Act; and
- (b) an offer of eligible products to an eligible participant under the 2015 Plan on terms that the eligible participant may renounce the offer in favour of a person covered by one of the following paragraphs is to be treated as an offer of eligible products to the eligible participant:
 - (i) an immediate family member of the eligible participant;
 - (ii) a company whose members comprise no persons other than the eligible participant or immediate family members of the participant;
 - (iii) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) where the eligible participant is a director of the trustee;
- (c) for the avoidance of doubt, a document or other writing to be given in connection with this instrument may be given by electronic means (including, in the case of a document or other writing to be given by a person relying on this instrument, by way of making it available on a website and notifying the intended recipient that it is available on the website).

Dated this 13th day of March 2015



Signed by Tanya Tang
as a delegate of the Australian Securities and Investments Commission

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Table A

Column 1 Eligible financial market	Column 2 Eligible product	Column 3 Eligible participant
Euronext Paris	<p>(a) a fully-paid share of the Company that is in a class of shares able to be traded on the eligible financial market;</p> <p>(b) a unit in a financial product mentioned in (a);</p> <p>(c) a financial product that relates to a financial product mentioned in (a), where in relation to a product mentioned in paragraph (a):</p> <p>(d) the product is in the same class as financial products which were able to be traded on the eligible financial market at all times in the 3 months before the day the offer document is first given to an eligible participant; and</p> <p>(e) the class of products were not suspended for more than a total of 5 days during the shorter of the period during which the class of products were able to be traded, and the period of 12 months before the day the offer document is first given to an eligible participant.</p>	<p>(a) a full-time or part-time employee (including an executive director);</p> <p>(b) a non-executive director.</p>

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this thirteenth day of March 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

KAHN SCHEEPVAART B.V.

ARBN

156 563 950

CORPORATIONS ACT 2001

Section 601CC(3)

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

Dated this thirteenth day of March 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ADULT LEARNING AUSTRALIA INCORPORATED

ARBN

074 892 005

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.

AMBASSADOR OIL & GAS LIMITED

ACN 152 595 429 will change to a proprietary company limited by shares. The new name will be AMBASSADOR OIL & GAS PTY LIMITED ACN 152 595 429.

CHALET GROUP LTD ACN 008 905 253 will change to a proprietary company limited by shares. The new name will be CHALET GROUP PTY LTD ACN 008 905 253.

FINANCIAL PROJECT OF AUSTRALIA PTY LTD ACN 603 516 543 will change to a public company limited by shares. The new name will be FINANCIAL PROJECT OF AUSTRALIA LIMITED ACN 603 516 543.

PROFESSIONAL SELECTOR LIMITED

ACN 153 796 420 will change to a proprietary company limited by shares. The new name will be PROFESSIONAL SELECTOR PTY LTD ACN 153 796 420.

AUSTRALIAN PORK FARMS GROUP LTD

ACN 114 417 015 will change to a proprietary company limited by shares. The new name will be AUSTRALIAN PORK FARMS GROUP PTY LTD ACN 114 417 015.

ECOTECH MINING LIMITED ACN 153 028 623 will change to a proprietary company limited by shares. The new name will be ECOTECH MINING PROPRIETARY LIMITED ACN 153 028 623.

NANT DISTILLING COMPANY LIMITED

ACN 159 807 011 will change to a proprietary company limited by shares. The new name will be NANT DISTILLING COMPANY PTY LTD ACN 159 807 011.

TRIAUSMIN LIMITED ACN 062 002 475

will change to a proprietary company limited by shares. The new name will be TRIAUSMIN PTY LTD ACN 062 002 475.
