



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette  
No. A19/15, Tuesday, 5 May 2015

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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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ASIC

Australian Securities &amp; Investments Commission

15-0056

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

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

TO: Agrani Exchange Company (Australia) Pty Limited  
ACN 154 851 546 ("the Licensee")  
Level 36, 1 Macquarie Place  
Sydney NSW 2000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 423123 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated

17<sup>th</sup> April 2015

Signed

A handwritten signature in cursive script, appearing to read 'James Nott', written over a dotted line.

James Nott

A delegate of the Australian Securities and Investments Commission



15-0348

**ASIC**

Australian Securities &amp; Investments Commission

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

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

TO: KPMG TS Pty Limited  
ABN 65 003 891 718 ("the Licensee")  
P O Box H67  
Australia Square NSW 1215

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 245402 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated this 30 April 2015

Signed .....

A handwritten signature in cursive script that reads "James Nott".

James Nott  
A delegate of the Australian Securities and Investments Commission

15-0364

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

**Enabling legislation**

1. The Australian Securities and Investments Commission makes this exemption under subsection 655A(1)(a) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 15-0364.

**Commencement**

3. This instrument commences on 21 April 2015.

**Exemption**

4. PanAust Limited ACN 011 065 160 (**PanAust**) does not have to comply with section 638 of the Act to the extent that subsection 638(1A) of the Act has the effect that a target's statement must contain information that is known to Mr Zezhong Li of Huijing 28A Haizhu Bandao Garden Guangzhou 510260 China and Mr Qian Deng of Room 2602, Block H, Poly Garden Jinsui Road, Tianhe District Guangzhou Guan.

**Where this instrument applies**

5. The exemption in paragraph 4 applies where:
  - (a) Guangdong Rising Assets Management Co. Limited (**GRAM**) announced publicly on 30 March 2015 that its wholly-owned subsidiary, Guangdong Rising H.K (Holding) Limited ARBN 148 961 344 (**GRHK**) intends to acquire all of the ordinary shares in PanAust under an off-market takeover bid;
  - (b) Mr Zezhong Li is a non-executive director of PanAust and the President of GRAM. Mr Qian Deng is Mr Li's alternate non-executive director of PanAust and the Vice General Manager of Overseas Development of GRAM;
  - (c) PanAust has advised ASIC that Mr Li and Mr Deng have not at any time been involved in making decisions in relation to, or the consideration of PanAust's response to, the off-market bid by the GRHK;
  - (d) PanAust has advised ASIC that it will include in the target's statement information about the reasons for, and effect of, this instrument.

**15-0364**

Dated this 21 day of April 2015

A handwritten signature in black ink, appearing to read 'a.zeller', written over a horizontal line.

Signed by Amanda Zeller  
as a delegate of the Australian Securities and Investments Commission

15-0370

**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 [15-0370].

**Commencement**

3. This instrument commences on 23 April 2015.

**Exemption**

4. CBL Corporation Limited (New Zealand company number 3888838) (*Company*), and FIIG Securities Limited ACN 085 661 632 (*FIIG Securities*) do not have to comply with subsection 734(2) of the Act.

**Where this instrument applies**

5. Subject to paragraph 6, this exemption applies to the following information communicated by the Company and FIIG Securities to the Noteholders regarding:
  - (a) the Company's proposed IPO, including the amount of funds proposed to be raised by the IPO and the purpose of the IPO;
  - (b) the potential impact of the IPO on the Company, to the extent required for Noteholders to be able to consider whether to approve the proposed amendments to the terms of the Notes;
  - (c) the timetable for the IPO, including updates to the timetable for the IPO; and
  - (d) any impending corporate announcements in relation to the matters referred to in paragraphs 5(a) to (c) of this instrument (inclusive).

**Conditions**

6. This exemption does not apply if, in communicating any of the information set out in paragraph 5 of this instrument, the Company or FIIG Securities communicates any advantages, benefits, or merits of the IPO.

15-0370

**Cessation**

7. This exemption shall remain effective, unless otherwise revoked, for a period of six months from the date of this instrument.

**Interpretation**

In this instrument:

***IPO*** means the initial public offering of the Company's ordinary shares in New Zealand and Australia.

***Noteholder*** means an Australian resident holder of the Notes.

***Notes*** means the Company's medium term Australian dollar 8.25% institutional notes issued in April 2014, and due on 17 April 2019 (ISIN AU3CB0220341).

Dated this 23<sup>rd</sup> day of April 2015



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



ASIC

Australian Securities &amp; Investments Commission

15-0376

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

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

TO: Gladiator Funds Management Limited  
ACN 107 790 723 ("the AFS Licensee")  
GPO Box 4345  
SYDNEY NSW 2001

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 274483 held by the AFS Licensee with effect from the date on which this notice is given to the AFS Licensee.

Dated this 27 April 2015.

Signed .....

A handwritten signature in cursive script that reads "James Nott".

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



15-0387

**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 [15-0387].

**Commencement**

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

**Declaration**

4. Chapter 6D of the Act applies to Bendigo and Adelaide Bank Limited ACN 068 049 178 (*BABL*) as if section 713 of the Act were modified or varied as follows:
  - (a) at the end of paragraph 713(1)(b) insert “or”;
  - (b) after paragraph 713(1)(b) insert:
    - “(c) convertible securities convertible into continuously quoted securities of a body; or
    - (d) convertible securities convertible into securities of a body that has become the holding company of another company (“subsidiary”) as a result of a Part 5.1 arrangement between the subsidiary and its members provided that:
      - (i) the securities of the subsidiary were continuously quoted securities at the time of the Part 5.1 arrangement; and
      - (ii) the body’s securities are ED securities at the time of conversion.”
  - (c) at the end of paragraph 713(2)(d) omit “securities.” and substitute “securities; and”;
  - (d) after subparagraph 713(2)(d) insert:
    - “(e) if the securities are convertible securities – the rights and liabilities attaching to:
      - (i) the convertible securities themselves; and
      - (ii) the underlying securities.”
5. Chapter 6D of the Act applies to *BABL* as if the definition of “underlying securities” in section 9 of the Act were modified or varied as follows:
  - (a) at the end of subparagraph (b) omit “securities.” and substitute “securities; and”;

15-0387

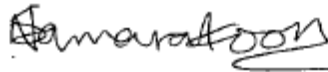
(b) after subparagraph (b), insert:

“(c) in relation to convertible securities – those securities into which the securities may be converted.”

**Where this instrument applies**

6. This instrument applies in relation to an offer by BABL to issue convertible securities where the terms of the issue are substantially the same as the terms provided to ASIC on 14 April 2015 and the offer is made pursuant to a prospectus lodged with ASIC on or about 27 April 2015 or a replacement prospectus lodged with ASIC on or about 5 May 2015.

Dated this 27<sup>th</sup> day of April 2015



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



15-0390

**ASIC**

Australian Securities &amp; Investments Commission

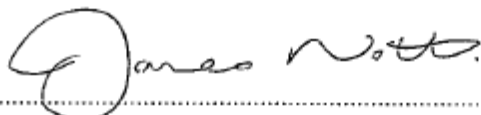
**Australian Securities and Investments Commission  
Corporations Act 2001 Section 915B**

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

TO: API Promotions Pty Ltd  
ACN 010 096 821 ("the AFS Licensee")  
PO Box 930  
SPRING HILL QLD 4004

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 240716 held by API Promotions Pty Ltd, with effect from the date on which this notice is given to the AFS Licensee.

Dated this 30 April 2015.

Signed 

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

15-0392

Notice is given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 27 April 2015

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION****IN THE MATTER of ATISH PRASAD****To: ATISH PRASAD****BANNING ORDER PURSUANT TO SECTIONS 920A and 920B OF THE  
CORPORATIONS ACT 2001**

Under s920A and s920B of the *Corporations Act 2001* the Australian Securities and Investments Commission prohibits ATISH PRASAD from providing any financial services for a period of 3 years from the date of service of this order.

Dated 24 April 2015.

Signed: 

MELANIE BAXTER

Delegate of the

Australian Securities and Investments Commission.

Your attention is drawn to s920C(2) of the Corporations Act 2001 which provides that a person must not engage in conduct which breaches a banning order that has been made against the person. Contravention of s920C (2) is an offence.

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**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 [15/0397].

**Commencement**

3. This instrument commences on gazettal.

**Disclosure relief***Offers made under an employee incentive scheme*

4. Seeing Machines Limited ACN 093 877 331 (*Seeing Machines*) or a related body corporate, 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 Executive Share Plan.
5. A trustee that holds or will hold underlying eligible products in connection with the Executive Share Plan and which makes an offer of a unit in the underlying eligible product to an eligible participant does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the offer of the unit.

*Subsequent sale offers*

6. 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 the sale offer where:
  - (a) the product was issued or otherwise granted:
    - (i) to an eligible participant under the Executive Share Plan; or
    - (ii) to a trustee in connection with the Executive Share Plan; and
  - (b) the person has no reason to believe the Executive Share Plan is not covered by this instrument.

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*Personal advice given by advisers*

7. An eligible product offered under the Executive Share 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 Executive Share Plan is not covered by this instrument.

**Licensing, hawking and other incidental relief***General advice*

8. Seeing Machines or a related body corporate does not have to comply with subsection 911A(1) of the Act in relation to the provision a financial service consisting of general advice in connection with an offer of an eligible product to an eligible participant under the Executive Share Plan.

*Dealing*

9. Seeing Machines or a related body corporate does 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 Executive Share Plan:
  - (a) issuing the eligible product;
  - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by Seeing Machines 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.

*Custodial or depository services*

10. Seeing Machines or a related body corporate does 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 Executive Share 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;
  - (b) dealing in the eligible product in the course of providing a custodial or depository service covered by paragraph (a).

*Hawking*

11. Seeing Machines or a related body corporate does not have to comply with section 736 or

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992A 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 Executive Share Plan.

*Advertising*

12. Seeing Machines or a related body corporate does 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 Executive Share Plan.

**Conditions***Disclosure*

13. Seeing Machines or a related body corporate must ensure that an offer of an eligible product to an eligible participant under the Executive Share Plan is made in, or is accompanied by, an offer document.

*5% issue limit*

14. Seeing Machines or a related body corporate must, at the time of making an offer of an eligible product under the Executive Share Plan, 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 Seeing Machines 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 Executive Share Plan; and
    - (ii) an ASIC exempt arrangement of a similar kind to the Executive Share Plan.

*Trusts*

15. Seeing Machines or a related body corporate that makes an offer of an underlying eligible product under the Executive Share Plan in relation to which a trustee holds or will hold the underlying eligible products must ensure:
  - (a) the activities of the trustee of the trust in that capacity are limited to the Executive Share Plan;
  - (b) the trustee maintains written records on the administration of the trust including, in the case of underlying eligible products being held for a specified eligible

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participant on an allocated basis, written records that identify the underlying eligible products held on an allocated basis for the specified eligible participant;

- (c) the trustee does not levy any fees or charges for administering the trust that are payable directly by any eligible participant or out of the assets of the trust, other than reasonable disbursements including brokerage and tax levied or incurred in connection with the trust;
- (d) if the trustee is Seeing Machines or an associate of Seeing Machines —the trustee does not, at its own discretion, exercise any voting rights attaching to any of the underlying eligible products that it holds on trust; and
- (e) the trustee, either alone or together with one or more other trustees, does not hold more than 5% of the voting shares or voting interests in Seeing Machines where such holdings relate to the Executive Share Plan.

#### *Contribution plans*

16. If an offer of an eligible product under the Executive Share Plan includes a contribution plan, Seeing Machines or a related body corporate must:

- (a) not allow an eligible participant to participate in the contribution plan unless the eligible participant has agreed in writing to the terms of the contribution plan;
- (b) not allow an eligible participant to participate in the contribution plan to acquire options or incentive rights;
- (c) ensure that any contributions (other than contributions in the form of future gross (before-tax) salary or wages or from a loan from Seeing Machines or a related body corporate to an eligible participant) under the terms of the contribution plan which are to be used but have not yet been used to acquire underlying eligible products are held by or on behalf of Seeing Machines or a related body corporate on trust for eligible participants, in an account with an Australian ADI that is used solely in connection with the Executive Share Plan, whether the account is maintained in this jurisdiction or elsewhere;
- (d) ensure that if underlying eligible products have been acquired using contributions made by an eligible participant under a contribution plan, the eligible participant has the right to:
  - (i) exercise, or to direct the holder of the underlying eligible products to exercise on their behalf, any voting rights attaching to the underlying eligible products; and
  - (ii) receive income deriving from the underlying eligible products, including dividends and distributions;



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- (e) ensure that an eligible participant may, by giving a notice to Seeing Machines, discontinue their participation in the contribution plan, the discontinuance to take effect no more than 45 days after the giving of the notice; and
- (f) ensure that if an eligible participant has discontinued their participation in the contribution plan, any contributions (other than contributions in the form of future gross (before-tax) salary or wages or from a loan from Seeing Machines or a related body corporate to an eligible participant) under the terms of the contribution plan that have not been used to acquire underlying eligible products, are repaid to or as directed by the participant as soon as practicable after the participant has discontinued their participation in the contribution plan (such repayment including any accumulated interest (if any), less any tax).

*Loans*

17. If an offer of an eligible product under the Executive Share Plan involves a loan from Seeing Machines or a related body corporate to an eligible participant to acquire the product, Seeing Machines or a related body corporate must:
- (a) ensure that the loan is not provided to acquire options or incentive rights; and
  - (b) ensure that under the terms of the loan:
    - (i) no fees or interest is payable; and
    - (ii) either:
      - (A) the lender has no recourse against the participant in relation to the repayment of the loan; or
      - (B) 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.

**ASIC power to request documents**

18. Seeing Machines or a related body corporate 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 under the Executive Share Plan that is made in reliance on this instrument.

**Interpretation**

19. In this instrument:
- (a) *AIM* means the market of that name operated by the London Stock Exchange;
- able to be traded* has the meaning given by section 761A of the Act;

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**ASIC exempt arrangement of a similar kind**, in relation to the Executive Share Plan, means an arrangement covered or previously covered by ASIC Class Order [CO 03/184] or an instrument expressed to apply to a specified person or persons and which grants or granted similar relief to the relief granted by this instrument;

**casual employee**, in relation to Seeing Machines or a related body corporate, means an individual who is, or might reasonably be expected to be, engaged to work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the body;

**contractor**, in relation to Seeing Machines or a related body corporate, means:

- (a) an individual with whom the body has entered into a contract for the provision of services under which the individual performs work for the body; or
- (b) a company with whom the body has entered into a contract for the provision of services under which an individual, who is a director of the company or their spouse, performs work for the body;

where the individual who performs the work under or in relation to the contract is, or might reasonably be expected to be, engaged to work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the body;

**contribution plan** means a plan under which an eligible participant may make monetary contributions towards the acquisition of underlying eligible products from one or more of the following:

- (a) gross (before-tax) wages or salary;
- (b) net (after-tax) wages or salary;
- (c) other monies;

**eligible participant**, in relation to Seeing Machines or a related body corporate, means a person specified in column 2 of Table A:

**eligible product** means a financial product of Seeing Machines specified in column 1 of Table A;

**Executive Share Plan** means the Seeing Machines Limited Executive Share Plan established 1 July 2010 which is in substantially the same form as the document entitled "Rules of the Seeing Machines Executive Share Plan" provided to ASIC on 13 March 2015;

**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;

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*incentive right* means a conditional right:

- (a) to acquire underlying eligible products;
- (b) to be paid a cash amount that is ultimately determined by reference to (wholly or in part):
  - (i) the price or value at a given time of the underlying eligible product to which the right relates;
  - (ii) a change in the price or value over a given period of the underlying eligible product to which the right relates;
  - (iii) the amount or value of dividends or distributions paid or payable in relation to the underlying eligible product to which the right relates; or
  - (iv) a change in the amount or value over a given period of time of dividends or distributions paid or payable in relation to the underlying eligible product to which the right relates; or
- (c) to acquire or to be paid a combination of underlying eligible products and a cash amount as determined in accordance with paragraph (b);

*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;
- (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 Executive Share 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:
  - (i) any advice given by Seeing Machines or a related body corporate in relation to eligible products offered under the Executive Share Plan does not take into account an eligible participant's objectives, financial situation and needs; and
  - (ii) eligible participants should consider obtaining their own financial

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product advice from a person who is licensed by ASIC to give such advice;

- (b) either:
- (i) a copy of the terms of the Executive Share Plan; or
  - (ii) a summary of the terms of the Executive Share Plan together with a statement that, on request and at no charge and within a reasonable time, the body will provide an eligible participant with a copy of the terms of the Executive Share Plan;
- (c) general information about the risks of acquiring and holding an eligible product being offered under the Executive Share Plan;
- (d) if a trustee will hold underlying eligible products in connection with the Executive Share Plan—either:
- (i) a copy of the trust deed; or
  - (ii) a summary of the terms of the trust deed together with a statement that, on request and at no charge and within a reasonable time, the body will provide an eligible participant with a copy of the trust deed;
- (e) if the Executive Share Plan involves a contribution plan—either:
- (i) a copy of the contribution plan; or
  - (ii) a summary of the terms of the contribution plan together with a statement that, on request and at no charge and within a reasonable time, the body will provide an eligible participant with a copy of the terms of the contribution plan;
- (f) if the Executive Share Plan involves a loan from Seeing Machines or an associated body corporate to an eligible participant to acquire the product—a copy of the terms of the loan;
- (g) the acquisition price of the eligible products 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;
- (h) an explanation of how an eligible participant could, from time to time, ascertain the market price of the underlying eligible products in Australian dollars;

***prospective participant***, in relation to an offer of an eligible product under the Executive Share Plan, means a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the

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person becoming covered by one of paragraphs (a) to (d) of column 2 of Table A;

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

*trustee* means a body that holds underlying eligible products on behalf of an eligible participant in accordance with the terms of the Executive Share Plan.

*underlying eligible product* means an eligible product specified in paragraphs (a) to (c) in column 1 of Table A;

- (b) an offer of eligible products to an eligible participant under the Executive Share 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 Seeing Machines or a related body corporate, by way of making it available on a website and notifying the intended recipient that it is available on the website).

Dated this 28<sup>th</sup> day of April 2015



Signed by Jessica Reid  
as a delegate of the Australian Securities and Investments Commission

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**Table A**

| Column 1<br><b>Eligible product</b>  | Column 2<br><b>Eligible participant</b>   |
|--|---|
| <p>(a) a fully paid share of Seeing Machines that is in a class of shares able to be traded on AIM;</p> <p>(b) a beneficial interest in a fully paid share of Seeing Machines where the interest is in a class of interests that is able to be traded on AIM;</p> <p>(c) a fully paid share of Seeing Machines in relation to which both of the following apply:</p> <p style="padding-left: 20px;">(i) a beneficial interest in a share of that class are in a class of interests that is able to be traded on AIM;</p> <p style="padding-left: 20px;">(ii) the share is convertible into the beneficial interest without charge or for a nominal fee;</p> <p>(d) a unit in a financial product mentioned in paragraphs (a) to (c);</p> <p>(e) an option to acquire, by way of issue or transfer, a financial product mentioned in paragraphs (a) to (c);</p> <p>(f) an incentive right granted in relation to a financial product mentioned in paragraphs (a) to (c),</p> <p>where in each case in relation to a product mentioned in paragraphs (a) to (c) that is in a class of products that is able to be traded on AIM:</p> <p>(g) the product is in the same class as financial products which were able to be traded on AIM at all times in the 3 months before the day of the offer document is first given to the eligible participant; and</p> <p>(h) 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 the eligible participant.</p> | <p>(a) a full-time or part-time employee (including an executive director);</p> <p>(b) a non-executive director;</p> <p>(c) a contractor;</p> <p>(d) a casual employee;</p> <p>(e) a prospective participant.</p> |

15-0399

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC instrument 15-0399.

**Commencement**

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

**Exemption**

4. Arena Investment Management Limited ACN 077 235 879 (*AIML*) as trustee of the Arena Property Fund ARSN 093 304 379 (*APF*) is exempt from complying with section 601ED of the Act to the extent that it may be required to register a scheme after it has been deregistered under the Act.

**Declaration**

5. Chapter 5C of the Act applies to AIML as if Chapter 5C were modified or varied as follows:
  - (a) omit "." at the end of paragraph 601PA(2)(c), substitute "; or";
  - (b) after subsection 601PA(2) insert:
    - “(d) all members on the register of members of the scheme:
      - (i) agree that the scheme should be deregistered under the Act;
      - (ii) were wholesale clients at the time they acquired (by way of issue or transfer) their interest in the scheme; and
      - (iii) are wholesale clients at the time an application for deregistration is lodged under subsection (1).”;and
  - (c) after subsection (2), insert:
    - “(2A) In paragraph (2)(d), *wholesale client* has the meaning given to that term by subsection 761G(4).”.

**Where this instrument applies**

6. The exemption in paragraph 4 and declaration in paragraph 5 of this instrument applies where:

15-0399

- (a) AIML applies to deregister APF following implementation of the Trust Scheme and under the terms of the SIA;
  - (b) all members on the register of members of APF at the time of the lodgement of the application for deregistration are wholesale clients;
  - (c) AIML in carrying out its duties in connection with the Escrow Monies and the Provisioned Amount:
    - (i) acts honestly; and
    - (ii) exercises the degree of care and diligence that a reasonable person would exercise if they were in AIML's position;
- until payment of the Escrow Monies and the Provisioned Amount.
7. It is a condition of the exemption in paragraph 4 that AIML must ensure that the Escrow Monies and the Provisioned Amount are paid to the holders of interests in APF as at the Record Date by 31 December 2015.

**Interpretation**

8. In this instrument:

**Deed Poll** means the Deed Poll to be executed by AIML and Sandhurst Trustees Limited ACN 004 030 737 (*Sandhurst*) in accordance with the SIA, which:

- (a) provides for AIML and Sandhurst to covenant in favour of the holders of interests in APF as at the Record Date that each of them will observe and perform the obligations attributed to each of them with respect to the Escrow Monies and the Provisioned Amount (as applicable) under the Deed Poll; and
- (b) may be enforced by holders of interests in APF as at the Record Date,

and which is in substantially the same form as that provided to ASIC on 16 March 2015.

**Explanatory Memorandum** means the explanatory memorandum dated 27 March 2015 and notice of meeting in relation to the Trust Scheme sent to holders of interests in APF and which is in substantially the same form as that provided to ASIC on 23 March 2015.

**Escrow Monies** has the same meaning as in the Deed Poll.

**KKR** means KKR Fund Holdings L.P. and Dorms Pte. Ltd.

**Provisioned Amount** has the same meaning as in the Deed Poll.

**Record Date** has the same meaning as that given in the Explanatory Memorandum.

**SIA** means the scheme implementation agreement dated 13 February 2015 between AIML and KKR.



15-0399

*Trust Scheme* means the arrangement under which KKR proposes to acquire all of the interests in APF as described in the Explanatory Memorandum, where the acquisition is approved by a resolution passed at a meeting of holders of interests in APF to approve amendments to the constitution of APF under subsection 601GC(1) of the Act.

*wholesale client* has the same meaning as in subsection 761G(4) of the Act.

Dated this 29<sup>th</sup> day of April 2015



Signed by Junghee Ryu

as a delegate of the Australian Securities and Investments Commission

15-0400

**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 [15-0400].

**Commencement**

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

**Exemptions**

4. The Gandel Group Pty Ltd (ACN 006 190 709) ("GGPL") is exempt from the requirement to hold an Australian financial services licence.

**Where exemptions apply**

5. The exemption in paragraph 4 applies where GGPL provides a financial service to a company and each of the following is satisfied:

- (a) the majority of directors of the company comprise the Gandel Family;

- (b) the company is controlled by the Gandel Family;

- (c) either:

- (i) in the case of a company limited by shares, the shares in the company or a holding company of the company are held by or on behalf of:

- (A) a company or entity directly or indirectly owned or controlled by the partners or principals of one or both of the Firms; or

- (B) a company or entity that is controlled by the Gandel Family, or an entity owned or controlled by the Gandel Family; or

- (C) a related entity of a company referred to in (A) or (B); or

- (D) the Gandel Family; or

- (E) a combination of (A), (B), (C) or (D);

- (ii) in the case of a company limited by guarantee, where the guarantors are members of the Gandel Family.

**Interpretation**

6. In this instrument:

*company* has the meaning given by section 9 of the Act.

*company limited by guarantee* has the meaning given by section 9 of the Act.

*company limited by shares* has the meaning given by section 9 of the Act.

*entity* has the meaning given by section 9 of the Act.

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

*Firms* means:

- (a) one or more of:
- (i) Arnold Bloch Leibler;
  - (ii) Pitcher Partners;
  - (iii) any law firm or accounting firm that provides services to the Gandel Family; or
  - (iv) a company controlled by (a)(i), (ii), or (iii); and
- (b) there is an understanding to transfer the shares in a company held by (a) at the request of the Gandel Family.

*Gandel Family* means one or more of:

- (a) Aaron Jonna Gandel;
- (b) Pauline Gandel; and
- (c) a relative of a person described in (a) or (b).

*holding company* has the meaning given by section 9 of the Act.

*related entity* has the meaning given by section 9 of the Act.

*relative* has the meaning given by section 9 of the Act.

Dated this 28<sup>th</sup> day of April 2015



Signed by Fitnat Taleb  
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 first day of May 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

LANSLOWNE PARTNERS LIMITED

**ARBN**

167 766 681

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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 first day of May 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

UNITED PASCAL HOLDINGS B.V.

110 294 409

VITERRA INC.

138 044 327

WORKSTRINGS INTERNATIONAL LIMITED

146 651 701

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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 first day of May 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

HENDERSON GLOBAL COMMODITIES FUND

**ARSN**

128 538 081

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CORPORATIONS ACT 2001

Subsection 601PA(3)

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

Dated this first day of May 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

FET SUB-TRUST NO.1

THE FALCON PAN ASIA FUND

**ARSN**

094 614 874

149 466 946

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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.

**CAPROCK LIMITED** ACN 098 630 972  
will change to a proprietary company limited by shares. The new name will be  
**CAPROCK PTY LIMITED** ACN 098 630 972.

**EASTWOOD CORPORATION LIMITED**  
ACN 006 738 585 will change to a proprietary company limited by shares. The new name will be **EASTWOOD CORPORATION PTY LTD** ACN 006 738 585.

**ISERVICE GLOBAL LIMITED** ACN 167 303 380  
will change to a proprietary company limited by shares. The new name will be **ISERVICE GLOBAL PTY LTD** ACN 167 303 380.

**NEUROSENSORY PTY LTD** ACN 060 595 155  
will change to a public company limited by shares. The new name will be **NEUROSENSORY LTD** ACN 060 595 155.

**PSC INSURANCE GROUP PTY LTD**  
ACN 147 812 164 will change to a public company limited by shares. The new name will be **PSC INSURANCE GROUP LIMITED** ACN 147 812 164.

**WINCHESTER RESOURCES NL**  
ACN 155 875 602 will change to a proprietary company limited by shares. The new name will be **WINCHESTER RESOURCES PTY LTD** ACN 155 875 602.

**DARWIN CLEAN FUELS LIMITED**  
ACN 108 526 790 will change to a proprietary company limited by shares. The new name will be **DARWIN CLEAN FUELS PTY LIMITED** ACN 108 526 790.

**ETAM INVESTMENTS PTY LTD**  
ACN 099 177 045 will change to a public company limited by shares. The new name will be **ETAM INVESTMENTS LIMITED** ACN 099 177 045.

**MOBY OIL & GAS LIMITED** ACN 106 653 794  
will change to a proprietary company limited by shares. The new name will be **MOBY OIL & GAS PTY LTD** ACN 106 653 794.

**OUTBACK METALS LIMITED** ACN 126 797 573  
will change to a proprietary company limited by shares. The new name will be **OUTBACK METALS PROPRIETARY LIMITED** ACN 126 797 573.

**TURNTIDE GOLD LIMITED** ACN 140 230 682  
will change to a proprietary company limited by shares. The new name will be **TURNTIDE GOLD PTY LTD** ACN 140 230 682.