



**ASIC**

Australian Securities &  
Investments Commission

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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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15-0188

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 15-0188.

**Commencement**

3. This instrument commences on 11 May 2015.

**Exemption**

4. ASIC exempts the following persons from section 606 of the Act:
  - (a) The Todd Corporation Limited, a body incorporated under the laws of New Zealand, and its subsidiaries (*Todd*); and
  - (b) Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) ACN 003 663 330 (*Nyco*).

**Where this instrument applies**

5. The exemption applies to an acquisition of a relevant interest in ordinary shares in Rutila Resources Limited ACN 139 886 187 (*RTA*) arising solely as a result of the entry by Todd and Nyco (*Joint Bidders*) into Transaction Documents dated on or about 11 May 2015 for the purposes of pursuing the Takeover Bid, where:
  - (a) the terms of the Transaction Documents are the same, in all material respects, as those set out in the draft Transaction Documents provided to ASIC on 8 May 2015; and
  - (b) immediately prior to entry into the Transaction Documents:
    - (i) Todd has a relevant interest in 46.08% of the issued voting shares in RTA, and has the ability to acquire approximately 13.39% of the issued voting shares in RTA if Todd converts its convertible loan over RTA on the terms of the facility loan agreement dated 12 May 2012, as amended and restated on 21 May 2014; and

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- (ii) Nyco has a relevant interest in 23.27% of the issued voting shares in RTA.

**Conditions**

6. This instrument is subject to the following conditions:

- (a) The Bid Implementation Agreement will contain provisions substantially in the form set out below:

*"Bona Fide Competing Transaction:*

- a. *if a proposal for a Competing Transaction (one which the Independent Directors acting reasonably consider to be a bona fide proposal) is publicly announced at any time from the date of the Bid Implementation Agreement until the end of the Offer Period under the Takeover Bid, RTA must ensure that RTA Shareholders are provided with all information which is known to RTA and which is material to the consideration of the Takeover Bid by RTA Shareholders, including any material information concerning the Competing Transaction (New Information);*
- b. *RTA must consult in a timely manner with ASIC in relation to the New Information and the time by which the New Information is to be dispatched to RTA Shareholders; and*
- c. *the Target's Statement will contain prominent disclosure of RTA's obligations under this clause."*

where "Competing Transaction", "Independent Directors", "Offer Period", "Target's Statement" and "RTA Shareholders" are defined in the Bid Implementation Agreement.

- (b) Todd and Nyco must use their best endeavours to ensure that RTA complies with the provision referred to in paragraph 6 above;
- (c) Todd and Nyco must immediately terminate, or procure the termination of, the Transaction Documents if the Takeover Bid does not proceed, or fails because of a defeating condition that has been neither satisfied nor waived;
- (d) The Joint Bidders must use their best endeavours to have RTA engage an independent expert to prepare a report on whether, in the expert's opinion, the Takeover Bid is fair and reasonable to RTA shareholders not associated with the Joint Bidders or their respective associates; and
- (e) Offers under the Takeover Bid must be subject to a defeating condition that, during or at the end of the Takeover Bid offer period, Todd (or a subsidiary of Todd) has received valid acceptances for not less than 50.1% of the bid class securities that Todd (or a subsidiary of Todd) offers to acquire under the Takeover Bid, not being

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bid class securities in which the Joint Bidders, and their respective associates, have a relevant interest in at the beginning of the Takeover Bid offer period, and the bidder's statement in respect of the Takeover Bid includes a statement that the defeating condition will not be waived.

**Interpretation**

In this instrument:

***Bid Implementation Agreement*** means a bid implementation agreement to be entered into between Todd and RTA in relation to the Takeover Bid

***Takeover Bid*** means an off-market takeover bid under Chapter 6 of the Act by Todd (or a subsidiary of Todd) for all of the ordinary shares in RTA

***Transaction Documents*** means:

- (a) a cooperation agreement between Todd (or its subsidiaries) and Nyco in relation to the Takeover Bid;
- (b) a Bid Implementation Agreement;
- (c) a shareholders' agreement between Todd (or its subsidiaries), RTA and Nyco; and
- (d) a restructure agreement between Todd (or its subsidiaries) and Nyco.

Dated this 11<sup>th</sup> day of May 2015



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



15-0345

**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: Heino Eric Ling  
ABN 91 201 775 148 ("the Licensee")  
55 Alana Drive  
WEST PENNANT HILLS NSW 2125

Pursuant to paragraph 915B(1)(e) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 441623 held by Heino Eric Ling, with effect from the date on which this notice is given to the Licensee.

Dated this 8 May 2015

Signed .....

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

James Nott  
A delegate of the Australian Securities and Investments Commission



15-0350

**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: Amcor Superannuation Fund Pty Ltd  
ACN 065 237 390 ("the Licensee")  
109 Burwood Road  
HAWTHORN VIC 3122

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 247336 held by Amcor Superannuation Fund Pty Ltd, with effect from the date on which this notice is given to the Licensee.

Dated 8 May 2015

Signed .....

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

James Nott  
A delegate of the Australian Securities and Investments Commission

15-0373

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 15-0373.

**Commencement**

3. This instrument commences on 24 April 2015.

**Declarations**

4. Chapters 6 and 6C of the Act apply to QMS Media Ltd ACN 603 037 341 (*QMS*) as if section 609 were modified or varied by, after subsection (13) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“(13A) A body corporate does not have a relevant interest in its own securities merely because, under an escrow arrangement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”

5. Chapters 6 and 6C of the Act apply to QMS as if section 9 were modified or varied by, after subparagraph (a)(ii)(C) in the definition of *substantial holding* (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“or

(D) subsection 609(13A) (securities subject to escrow arrangement);”

6. Chapter 6C of the Act applies to QMS as if section 671B were modified or varied by, omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“;or

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

**Where this instrument applies**

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

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

- (a) does not restrict the exercise of voting rights attaching to, the Escrowed Securities;
- (b) in the case of a takeover bid (including a proportional takeover bid):
  - (i) allows each Security Holder to accept into the takeover bid where holders of at least half of the bid class securities that are not subject to an Escrow Arrangement have accepted into the bid; and
  - (ii) requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
- (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
- (d) provides that the escrow period terminates on a date no later than the second anniversary of the date of the escrow agreement or deed; and
- (e) is substantially in the same form as the draft deed provided to ASIC on 21 April 2015.

#### Interpretation

8. In this instrument **Security Holder** means any of the following persons who hold shares in the Company:
  - (a) Wenvale Pty Ltd ACN 070 152 251 as trustee for Barclay Nettlefold Family Trust (Barclay Nettlefold)
  - (b) Mediascape Pty Ltd ACN 600 627 665 as trustee for the Mediascape Trust (Philip Merthen)
  - (c) John O'Neill Pty Ltd ACN 095 047 733 as trustee for O'Neill Pastoral Discretionary Trust (John O'Neill)
  - (d) David Edmonds
  - (e) Anne Hutton as trustee for Hutmond Family Trust (David Edmonds)
  - (f) Adam Trevena as trustee for The Trevena Family Trust (Adam Trevena)
  - (g) Dmack Pty Ltd ACN 150 665 339 as trustee for Danaher Media Discretionary Trust
  - (h) Malcolm Pearce as trustee for Pearce Family Trust (Malcolm Pearce)
  - (i) Mark Rowswell as trustee for Rowswell Family Trust (Mark Rowswell)
  - (j) Christian Zavec
  - (k) D & T Sutherland Pty Ltd ACN 604 855 030 as trustee for D & T Sutherland Trust (David Sutherland)
  - (l) Ochre Rock Australia Pty Ltd ACN 168 382 625 as trustee for SD Lappage Discretionary Trust (Sara Lappage)



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15-0373

Dated this 24th day of April 2015



Signed by Alphonsus De Roza  
as a delegate of the Australian Securities and Investments Commission



15-0404

**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: Citola Capital Pty Ltd  
ACN 159 147 074 ("the AFS Licensee")  
61 Bull Street  
BENDIGO VIC 3550

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 425636 held by Citola Capital Pty Ltd, with effect from the date of this notice.

Dated this 8 May 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



15-0414

**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: Wealth and Security Solutions Pty Ltd  
ACN 114 352 680 ("the AFS Licensee")  
PO Box 828  
TRARALGON VIC 3844

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 290146 held by Wealth and Security Solutions Pty Ltd, with effect from the date on which this notice is given to the AFS Licensee.

Dated this 8 May 2015.

Signed

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

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

15-0429

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 15-0429.

**Commencement**

3. This instrument commences on 7 May 2015.

**Exemption**

4. SkyFii Limited ACN 009 264 699 (the *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 22 May 2015, under a purchase plan.

**Declaration**

5. Chapter 6D of the Act applies to an offer for sale of ordinary shares in the issuer as if paragraph 708A(5)(b) of the Act were modified by deleting the words "during the shorter of the period during which the class was quoted, and the period of 12 months being the date on which the offer is made" and substituting the words "during the period from the date of its reinstatement to official quotation on the Australian Securities Exchange on 21 November 2014 up to the day on which the offer is made".

**Where this instrument applies**

6. The exemption in paragraph 4 applies where the issuer:
  - (a) meets the requirements and conditions of ASIC Class Order [CO 09/425] (the *class order*) except for sub-subparagraph 7(a)(ii); and
  - (b) would meet the requirement in sub-subparagraph 7(a)(ii) of the class order if that sub-subparagraph were to read:
    - “(ii) is not suspended from trading and was not suspended from trading on that market for more than a total of 5 trading days during the period from the date of its reinstatement to official quotation on the

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Australian Securities Exchange on 21 November 2014 up to the day on which the offer is made;".

7. The modification in paragraph 5 applies to an offer for sale of ordinary shares in the issuer where:
- (a) the ordinary shares were issued on or around 11 May 2015:
    - (i) to sophisticated and professional investors under an offer which did not require disclosure under Part 6D.2 of the Act because of subsection 708(8) or subsection 708(11) of the Act; or
    - (ii) under an offer made through a financial services licensee which did not require disclosure under Part 6D.2 of the Act because of subsection 708(10) of the Act; and
  - (b) the issuer has given ASX Limited ACN 008 624 691 a notice under paragraph 708A(5)(e) of the Act which complies with subsection 708A(6) of the Act.

#### Interpretation

8. In this instrument:

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

Dated this 7th day of May 2015



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

15-0430

**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 [15-0430].

**Commencement**

3. This instrument commences on 8 May 2015.

**Declaration**

4. Chapter 6D of the Act applies to Bank of Queensland Limited ACN 009 656 740 (*BOQ*), a body (the *NOHC*) that becomes the holding company of BOQ as a result of a compromise or arrangement under Part 5.1 of the Act approved at a meeting held as a result of an order made under subsection 411(1) or (1A) of the Act, a person who holds securities in BOQ and a person who holds securities in the NOHC as if:

(a) the definition of *continuously quoted securities* in section 9 of the Act, as notionally modified by ASIC Class Order [CO 10/322], were further modified or varied by omitting “prospectus or Product Disclosure Statement or notice given under paragraph 708A(12C)(e) or 1012DA(12C)(e)” (twice occurring) and substituting “prospectus, Product Disclosure Statement or notice given under paragraph 708A(12C)(e), 708A(12G)(e) or 1012DA(12C)(e)”; and

(b) section 708A, as notionally modified by ASIC Class Orders [CO 08/35] and [CO 10/322], were further modified or varied as follows:

(i) in paragraph (1)(a) omitting “(11), (12), (12A) or (12C),” and substituting “(11), (12), (12A), (12C) or (12G),”; and

(ii) after notional subsection (12F) (as inserted by ASIC Class Order [CO 10/322]) inserting:

*“Sale offer of certain securities issued on conversion of convertible notes*

(12G) The sale offer does not need disclosure to investors under this Part if:

## 15-0430

- (a) the relevant securities:
  - (i) were issued by reason of the conversion of convertible notes; and
  - (ii) are either note issuer securities or NOHC securities; and
- (b) on the day on which a notice in relation to the convertible notes was given under paragraph (e):
  - (i) securities in the same class as note issuer securities were continuously quoted securities; and
  - (ii) there was no determination under subsection 713(6) in force in respect of the note issuer; and
- (c) trading in securities in the class of note issuer securities on the prescribed financial market on which they are quoted was not suspended for more than a total of 5 days during the shorter of the period during which the class of note issuer securities were quoted, and the period of 12 months before the day on which the convertible notes were issued; and
- (d) the conversion of the convertible notes did not involve any further offer; and
- (e) the note issuer gave the relevant market operator for the note issuer a notice that complied with subsection (12H) on the same day as, or within 2 business days before, the day on which the convertible notes were issued.

(12H) A notice complies with this subsection if:

- (a) the notice contains the following information:
  - (i) for the convertible notes – the information required by subsection 713(2); and
  - (ii) for the note issuer securities – the information required by subsections 713(2) to (5);as if the notice were a prospectus; and
- (b) the information in the notice is worded and presented in a clear, concise and effective manner; and
- (c) where the notice includes a statement by a person, or a statement said in the notice to be based on a statement by a person:
  - (i) the person has consented to the statement being included in the notice in the form and context in which it is included; and
  - (ii) the notice states that the person has given this consent; and
  - (iii) the person has not withdrawn this consent before the notice is given to the relevant market operator.

## 15-0430

- (12I) If the note issuer gives a notice under paragraph (12G)(e) in relation to convertible notes, each financial report or directors' report required under section 298 of the note issuer or if the note issuer is a subsidiary of a NOHC, the NOHC, in relation to a financial year during which those convertible notes were on issue must contain the following information:
- (a) the:
    - (i) number of convertible notes in that class that have not converted as at the end of the financial year; and
    - (ii) number of note issuer securities or NOHC securities into which the convertible notes will convert; and
    - (iii) price (if any) to be paid on conversion; and
    - (iv) circumstances in which conversion may occur; and
  - (b) the remaining liability of the note issuer to make payments under convertible notes in that class as at the end of the financial year; and
  - (c) the average conversion price (if any) paid for any convertible notes in that class that were converted during the financial year and the number of note issuer securities or NOHC securities into which they converted; and
  - (d) any other matters relating to the convertible notes that holders of ED securities of the body (the *reporting body*) providing the financial report would reasonably require to make an informed assessment of the financial position of the reporting body and its prospects for future financial years.
- (12J) The financial report and directors' report may omit material that would otherwise be included under paragraph (12I)(d) if it is likely to result in unreasonable prejudice to:
- (a) the reporting body; or
  - (b) if consolidated financial statements are required – the consolidated entity or any entity (including the reporting body and, if the reporting body is the NOHC, the note issuer) that is part of the consolidated entity.

If material is omitted, the report must say so.

- (12K) For the purposes of subsections (12G), (12H), (12I), (12J) and (12K):

*NOHC* means a body that becomes the holding company of a note issuer as a result of a compromise or arrangement under Part 5.1 approved at a meeting held as a result of an order made under subsection 411(1) or (1A).

*NOHC securities* means securities of a NOHC.



15-0430

*note issuer* means, in relation to convertible notes, the issuer of the notes.

*note issuer securities* means securities of a note issuer.”.

**Where this instrument applies**

5. This instrument applies to an offer of securities in BOQ or the NOHC for sale by a holder of the securities where:
- (a) the securities were issued by reason of the conversion of convertible notes issued by BOQ and:
    - (i) immediately after conversion the securities were continuously quoted securities of BOQ; or
    - (ii) both the following are satisfied:
      - (A) immediately after conversion the securities were quoted ED securities of the NOHC; and
      - (B) ordinary shares in BOQ were continuously quoted securities at the time the NOHC became the holding company of BOQ; and
  - (b) the convertible notes were issued by BOQ in the period beginning on the date of this instrument and ending on the date that is the third anniversary of this instrument; and
  - (c) the offers of convertible notes did not require disclosure to investors under Part 6D.2 of the Act; and
  - (d) the terms of the convertible notes are substantially the same as the terms provided to ASIC on 7 May 2015.

Dated this 8<sup>th</sup> day of May 2015



Signed by Teegan Winters  
as a delegate of the Australian Securities and Investments Commission



ASIC 15-0432

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: Canterbury Funds Management Pty Ltd  
ABN 74 151 696 525 ("the Licensee")  
4 Parry Street  
Croydon VIC 3136

Pursuant to paragraph 915B (3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 411842 held by Canterbury Funds Management Pty Ltd with effect from the date on which this notice is given to the Licensee.

Dated // May 2015

Signed .....

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

James Nott  
A delegate of the Australian Securities and Investments Commission



15-0433

**ASIC**

Australian Securities &amp; Investments Commission

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

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

**TO:** A.C.N. 069 805 027 Pty Ltd  
(formerly: FTL Financial Advice Pty Limited)  
ACN 069 805 027 ("the AFS Licensee")  
Level 6  
412 Collins Street  
MELBOURNE VIC 3000

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels AFS Licence Number 229447 held by the AFS Licensee with effect from the date on which this notice is given to the AFS Licensee.

Dated this 14<sup>th</sup> May 2015.

Signed .....

A handwritten signature in cursive script, appearing to read 'James Nott'.

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

15-0445

**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 205G(6) – Order**

**Enabling legislation**

1. The Australian Securities and Investments Commission makes this order under subsection 205G(6) of the *Corporations Act 2001 (Act)*.

**Order**

2. Each director of Freelancer Limited ACN 141 959 042 (*Company*) listed in Schedule A is relieved from the obligation under section 205G(1) of the Act to notify ASX Limited ACN 008 624 691 (*ASX*) in relation to a relevant interest in the Employee Share Plan Restricted Securities which arises under subparagraph 608(3)(a) of the Act as a result of a Director having over 20% of the voting power in the Company. This order applies only in the following circumstances:
  - (a) the ASX has confirmed that the Company does not have to comply with Listing Rule 3.19A.2 in the circumstances of this relief; and
  - (b) the Company has disclosed the nature of this relief in an announcement to the ASX; andfor so long as:
  - (c) the Director has over 20% of the voting power in the Company; and
  - (d) the Company has a relevant interest in the Employee Share Plan Restricted Securities.

**Interpretation**

In this instrument:

**Director** or **Directors** (as the case may be) means each director of the Company listed in Schedule A.

**Employee Share Plan** means the Company's employee share plan adopted by a resolution of the Company's shareholders on 9 October 2013 and in substantially the same form as set out in the document entitled "Employee Share Plan" provided to ASIC by the Company on 6 March 2015.

**Employee Share Plan Restricted Securities** means securities issued under the Employee Share Plan to employees of the Company (other than securities issued under the Employee Share Plan to a Director or an associate of a Director) which are subject to disposal restrictions.

**Schedule A**

Robert Matthew Barrie  
Simon Alvin Clausen

15-0445

Dated this 12<sup>th</sup> day of May 2015



Signed by Jane Eccleston  
as a delegate of the Australian Securities and Investments Commission

15-0446

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 15-0446.

**Commencement**

3. This instrument commences on 12 May 2015.

**Declarations**

4. Chapters 6 and 6C of the Act apply to Readify Limited (ACN 097 323 781) (*the Company*) as if section 609 of the Act was modified, or varied, by inserting after subsection (13), as notionally inserted by ASIC Class Order [CO 13/520]:

“(13A) A body corporate does not have a relevant interest in its own securities merely because, under an escrow arrangement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”.

5. Chapters 6 and 6C of the Act apply to the Company as if section 9 of the Act was modified, or varied, by inserting after subparagraph (a)(ii)(C) in the definition of *substantial holding*, as notionally inserted by ASIC Class Order [CO 13/520]:

“or

(D) subsection 609(13A) (securities subject to escrow arrangement);”.

6. Chapter 6C of the Act applies to the Company as if section 671B of the Act was modified, or varied, by omitting “.” in paragraph (7)(c), as notionally inserted by ASIC Class Order [CO 13/520], and inserting:

“;or

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

**Where this instrument applies**

7. This instrument applies in relation to relevant interests the Company has in securities of the Company (*Escrowed Securities*) merely because it has entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*) with a *Security Holder* in connection with the proposed admission of the

15-0446

Company's securities to the official list of the Australian Securities Exchange (ASX) where each Escrow Arrangement:

- (a) does not restrict the exercise of voting rights attaching to the Escrowed Securities;
- (b) in the case of a takeover bid (including a proportional takeover bid):
  - (i) allows each Security Holder to accept into the takeover bid where holders of at least half of the bid class securities, that are not subject to an Escrow Arrangement, have accepted into the bid; and
  - (ii) requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
- (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
- (d) is substantially in the same form as the draft agreement provided to ASIC on 23 April 2015; and
- (e) terminates on whichever date occurs first:
  - (i) the date on which the Company announces its annual results, for the financial year ending 30 June 2016, to the ASX in accordance with Listing Rule 4.3A; or
  - (ii) 30 September 2016.

#### Interpretation

8. In this instrument, *Security Holder* means any of the following persons who hold shares in the Company:
  - i. Blue Sky Private Equity Limited (ACN 125 223 958) as trustee for Blue Sky Private Equity Software Services Fund.
  - ii. Blue Sky Private Equity Limited (ACN 125 223 958) as trustee for Blue Sky Private Equity Software Services Fund II.
  - iii. Jagatek Pty Ltd (ACN 006 248 906).
  - iv. Algonquin Investments Pty Ltd (ACN 006 409 847) as trustee for the Yardley Family Trust.
  - v. Yardley Family Superannuation Pty Ltd (ACN 163 911 715) as trustee for the Yardley Family Superannuation Fund.
  - vi. Michael Broadhead.

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- vii. Fraser Bearsley.
- viii. Shirley Harrod.
- ix. Michelle Ridsdale.
- x. Mark Leopold.
- xi. Tatham Oddie.
- xii. Mitch Denny.
- xiii. Frank Stranges.
- xiv. Frank Stranges and Tania Stranges as trustees for the IFPS Superannuation Fund.
- xv. Miller Family Investments Pty Ltd (ACN 161 202 213) as trustee for the Miller Family Trust.

Dated this 12<sup>th</sup> day of May 2015



Signed by Joshua Fisher  
as a delegate of the Australian Securities and Investments Commission



15-0447

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [15-0447].

**Commencement**

3. This instrument commences on 12 May 2015.

**Declarations**

4. Chapters 6 and 6C of the Act apply to Donaco International Limited ACN 007 424 777 (*Donaco*) as if section 609 were modified or varied by, after subsection (13) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“(13A) A body corporate does not have a relevant interest in its own securities merely because, under an escrow arrangement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”.

5. Chapters 6 and 6C of the Act apply to Donaco as if section 9 were modified or varied by, after subparagraph (a)(ii)(C) in the definition of *substantial holding* (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“or

(D) subsection 609(13A) (securities subject to escrow arrangement);”.

6. Chapter 6C of the Act applies to Donaco as if section 671B were modified or varied by, omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“;or

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

**Where this instrument applies**

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

15-0447

**Security Holder** in connection with the share sale agreement executed by Donaco and Somboon Sukjaroenkraisri and Lee Bug Tong dated 23 January 2015 where each Escrow Arrangement:

- (a) does not restrict the exercise of voting rights attaching to, the Escrowed Securities;
- (b) in the case of a takeover bid (including a proportional takeover bid):
  - (i) allows each Security Holder to accept into the Takeover Bid where holders of at least half of the bid class securities that are not subject to an Escrow Arrangement have accepted into the bid; and
  - (ii) requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
- (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
- (d) terminates on the date that is that is no more than 24 months after the date that the Escrowed Securities are issued; and
- (e) is substantially in the same form as the draft agreement provided to ASIC on 18 March 2015.

#### **Interpretation**

8. In this instrument **Security Holder** means any of the following persons who hold shares in the Company:
- i. Lee Bug Hui in the capacity as nominee for Somboon Sukjaroenkraisri
  - ii. Lee Bug Tong

Dated this 12<sup>th</sup> day of May 2015



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

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**NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001**

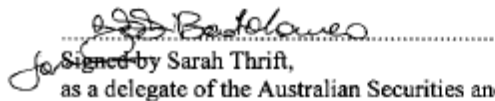
Notice is given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has taken the action set out in the Notice below, which action took effect on 4 May 2015.

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

To: Rainbow Legend Group Pty Limited

Under s915C(1) of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby cancels Australian financial services licence number 423034 held by Rainbow Legend Group Pty Limited ACN 145 048 577 .

Dated this 30<sup>th</sup> day of April 2015

  
Signed by Sarah Thrift,  
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 fifteenth day of May 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

<b>Name of Company</b>	<b>ARBN</b>
ALPHA DOMUS LIMITED	129 330 990
ARMANO HOME & GARDEN COLLECTIONS LIMITED	137 134 742
ARROW PRODUCTS NZ LIMITED	107 996 074
AUSSIE PING, INC.	164 693 896
CLIMATE CHANGE CAPITAL LIMITED	130 613 017
CSD DEVELOPERS PTY LIMITED	152 979 274
DEQ SYSTEMS CORP.	162 316 734
DESCISYS LIMITED	092 048 970
ETAILER LIMITED	150 791 521
E W SINTON LIMITED	098 342 208
FJA-US, INC.	105 734 254
FOREX COMMERCIAL LIMITED	114 368 973
GENESIS RESEARCH AND DEVELOPMENT CORPORATION LIMITED	092 515 369
HAMPTON JONES PROPERTY CONSULTANCY PTY LIMITED	155 386 888
LEADSTREAM MEDIA, LLC	167 398 674
MA RISK SOLUTIONS NZ LIMITED	139 128 493
MEDICAL UNIFORMS AUSTRALIA LIMITED	143 932 049
MELANION LIMITED	110 210 378
MTS PACKAGING SYSTEMS, INC.	150 384 044
NELSON & CO (AUSTRALASIA) LIMITED	129 730 301
NEVILL KEATING MCILROY LIMITED	123 054 115
NINON MODES LIMITED	054 547 901
PETER LICATA ENTERPRISES LIMITED	155 909 363
SENIOR EVENTS LIMITED	158 798 086
SHARETHEPOINT LIMITED	141 432 242
SOPRA BANKING SOFTWARE BELGIUM	134 328 699

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<b>Name of Company</b>	<b>ARBN</b>
TE PARI PRODUCTS LIMITED	158 167 045
THE NEW ZEALAND INSTITUTE FOR PLANT AND FOOD RESEARCH LIMITED	077 905 634
TJGL HOLDINGS (AUSTRALIA) LIMITED	107 426 406
TORCHLIGHT REAL ESTATE FUND LIMITED	155 307 172
WELLINGTON INTERNATIONAL MANAGEMENT COMPANY PTE LTD	075 981 270
W H GROVE & SONS LIMITED	094 045 397

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CORPORATIONS ACT 2001

Subsection 601CC(4)

ASIC has struck the registered Australian bodies listed below off the register.

Dated this fifteenth day of May 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

AUSTRALIAN INSTITUTE OF GRAPHOLOGY INC

**ARBN**

121 497 809

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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 fifteenth day of May 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

<b>Name of Company</b>	<b>ARBN</b>
AGRIVENTURE GLOBAL LTD	150 962 431
AMIKA PRASAD & SONS LIMITED	155 549 385
ANKE SMART CITY (HK) LIMITED	154 919 650
AON BENFIELD SECURITIES, INC.	151 055 275
APPCELERATOR, INC.	167 356 818
ARICENT TECHNOLOGIES MAURITIUS LTD	155 715 889
ASHBURTON GLOBAL FUNDS PCC	101 872 066
ASSURED GUARANTY CORP.	128 867 407
AUSTRALIA AND NEW ZEALAND EXPLORATION COMPANY	111 941 050
BSP REWARDS, INC.	143 664 957
BULLHORN INTERNATIONAL, INC.	145 859 552
CADAN RESOURCES CORPORATION	156 135 241
CODERA TECHNOLOGIES PRIVATE LIMITED	142 783 935
DOF SUBSEA UK LIMITED	154 840 990
ENGCON HOLDING AB	156 252 701
ENTRUST INTERNATIONAL LLC	120 901 055
EUROTIRE, INC	121 790 976
EVOLVE PARTNERS, LLC	158 167 107
GABBA RPR B.V.	114 325 067
GLOBAL SOLUTIONS (INTL) LIMITED	117 806 078
GOLDSTAKE EXPLORATIONS INC.	096 597 947
HARREN & PARTNER SCHIFFAHRTS GMBH & CO. KG MS "COMBI DOCK I"	155 943 632
HEALTHIER NEWS, LLC	139 052 501
HERMES DATACOMMUNICATIONS INTERNATIONAL LIMITED	156 619 920

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<b>Name of Company</b>	<b>ARBN</b>
HUMAN GENOME SCIENCES, INC.	119 083 760
IMPLUS PACIFIC RIM, LLC	158 168 293
INTER BETEILIGUNGSVERWALTUNGS-GESELLSCHAFT MBH	121 235 532
INTERNATIONAL LACTATION CONSULTANT ASSOCIATION	149 712 309
INTERNATIONAL TME RESOURCES INC.	155 085 608
KANGARAX ESTATE DEVELOPMENT LLC	155 720 308
LATITUDES GROUP INTERNATIONAL MANAGEMENT PTE. LTD.	135 022 034
LESTER AUSTRALIA LIMITED	092 613 511
LSC GROUP LIMITED	158 693 442
MAERSK SUPPLY SERVICE CANADA LTD.	158 429 291
MARSHALL MILLER & ASSOCIATES INC.	146 493 478
MASSTECH GROUP INC.	110 982 780
MEDIA EDGE COMMUNICATIONS INC.	141 066 284
MINING TECHNOLOGIES INTERNATIONAL INC.	070 550 524
MISC BERHAD	007 510 214
NEIL F. LAMPSON, INC.	003 849 956
PEERTRANSFER GLOBAL PAYMENTS CORP.	155 799 358
PETRIS TECHNOLOGY, LTD.	136 935 129
PLAZA HOME IMPORTS (SINGAPORE) PTE. LTD.	145 625 529
POONG LIM INDUSTRIAL CO., LTD.	111 327 309
PREMIUM CITY INTERNET SERVICES LTD.	155 731 561
TCM ASIA DISTRIBUTION COMPANY LIMITED	156 135 901

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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 fifteenth day of May 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

IMMS MORTGAGE FUND

**ARSN**

091 586 042

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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.

**ACL INDUSTRIAL PTY** ACN 113 608 236 will change to a proprietary company limited by shares. The new name will be **ACL INDUSTRIAL PTY LTD** ACN 113 608 236.

**AWI FUNDS LIMITED** ACN 600 721 980 will change to a proprietary company limited by shares. The new name will be **AWI FUNDS PTY LTD** ACN 600 721 980.

**LAGUNA GOLD PTY LTD** ACN 164 553 780 will change to a public company limited by shares. The new name will be **LAGUNA GOLD LIMITED** ACN 164 553 780.

**NICKEL DEVELOPMENTS LIMITED** ACN 119 671 886 will change to a proprietary company limited by shares. The new name will be **NICKEL DEVELOPMENTS PTY LIMITED** ACN 119 671 886.

**AVATAR RESOURCES LTD** ACN 142 457 056 will change to a proprietary company limited by shares. The new name will be **BARLEE MINERALS PTY LTD** ACN 142 457 056.

**AWI VENTURES LIMITED** ACN 167 955 606 will change to a proprietary company limited by shares. The new name will be **AWI VENTURES PTY LTD** ACN 167 955 606.

**MIWATCH HOLDINGS LIMITED** ACN 154 692 645 will change to a proprietary company limited by shares. The new name will be **MIWATCH HOLDINGS PTY LTD** ACN 154 692 645.

**TASMAN LIFESTYLE CONTINUUM LIMITED** ACN 168 777 491 will change to a proprietary company limited by shares. The new name will be **TASMAN LIFESTYLE CONTINUUM PTY LIMITED** ACN 168 777 491.