



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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15-0461

**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 15-0461.

Commencement

3. This instrument commences on 22 May 2015.

Declarations

4. Chapters 6 and 6C of the Act apply to Home & Decor Holdings Limited ACN 147 375 451 (the *Company*) 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 the Company 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 the Company 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).”.

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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 the Company has entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*) with each *Security Holder* in connection with the proposed admission of the 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) terminates on or prior to the date that the Company's full year accounts for the period ending 2 July 2017 are released to the ASX; and
 - (e) is substantially in the same form as the draft agreement provided to ASIC on 22 April 2015.

Interpretation

8. In this instrument *Security Holder* means any of the following persons who hold shares in the Company:
- i. Catalyst Buyout Fund 2A Pty Ltd ACN 126 936 703;
 - ii. Catalyst Buyout Fund 2B Pty Ltd ACN 126 936 712;
 - iii. Catalyst General Partner 2 Limited;
 - iv. BB Retail Capital Pty Ltd ACN 006 175 033;
 - v. David MacLean Investments Pty Ltd ACN 065 412 731;
 - vi. Michael Cherubino Investments Pty Ltd ACN 128 535 811;

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- vii. Mark Ronan;
- viii. Mark Ronan and Emily Black as trustees of the Ronan-Black Family Trust;
- ix. Fay Hatzis;
- x. Paul Randall;
- xi. Utadi Murphy; and
- xii. Jenny Hides.

Dated this 22nd day of May 2015



Signed by Ashley Brown
as a delegate of the Australian Securities and Investments Commission

15-0466

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0466.

Commencement

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

Declaration

4. Chapter 5C of the Act applies to OneVue Limited ACN 072 262 312 (the *responsible entity*) in its capacity as responsible entity of the OneVue Managed Account ARSN 112 517 656 (the *scheme*) as if section 601FL were modified or varied as follows:

- (a) in subsection (1) omit all the text after the word “it”, substitute:

“must either:

- (a) call a members’ meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or
 - (b) propose a related body corporate of the responsible entity to be the new responsible entity in accordance with subsection (1A).”;

- (b) after subsection (1) insert:

“(1A) The requirements for proposing a related body corporate (the *proposed responsible entity*) to be the new responsible entity are as follows:

- (a) The responsible entity must give members of the scheme notice of a proposal to choose the proposed responsible entity, to be the scheme’s new responsible entity.
 - (b) The notice to members must:

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- (i) set out the following information:
 - (A) the responsible entity's reasons for wanting to retire;
 - (B) such information as can reasonably be expected to be material to a member in forming a view as to the choice of the proposed responsible entity;
 - (C) information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur;
 - (D) how members can access on the responsible entity's website current information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur; and
- (ii) state prominently that if:
 - (A) members who together hold at least 5% of the total value of the interests held by members; or
 - (B) 100 members,

who would be entitled to vote if the proposal were put as a proposed resolution to a meeting of members under paragraph (1)(a), ask for a vote on the choice of the proposed responsible entity by giving written notice received by the responsible entity within 21 days from the date the notice is sent, the responsible entity will either arrange a postal vote or convene a meeting to vote on a resolution for the choice of the proposed responsible entity; and
- (iii) be accompanied by a form which can be ticked to ask for a vote; and
- (iv) state prominently a reply paid address of the responsible entity to which the form may be sent.

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- (c) The responsible entity must prominently disclose on its website current information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur.
 - (d) If sufficient members ask for a vote in accordance with the notice, the responsible entity must arrange for a postal vote or, if the responsible entity chooses, convene a meeting in accordance with Part 2G.4 to vote on the choice of the proposed responsible entity as soon as possible.
 - (e) If there is a postal vote:
 - (i) a voting paper must be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent; and
 - (ii) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
 - (A) the proposed responsible entity will be chosen as the new responsible entity if at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the choice; and
 - (B) only votes received by the responsible entity within 28 days after the sending of the voting paper will be counted.
 - (f) If a meeting is convened the resolution to choose the new responsible entity must be an extraordinary resolution if the scheme is not listed.”;
- (c) after subsection (2) insert:
- “(2A) If a postal vote is arranged under paragraph (1A)(d) and at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the proposed responsible entity, that entity is taken for the purposes of subsection (2) to have been chosen by a resolution of members on the last day on which postal votes may be received in order to be counted.

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(2B) If:

- (a) a related body corporate is proposed to be the new responsible entity in accordance with subsection (1A); and
- (b) insufficient members ask for a vote to choose the entity in accordance with the notice referred to in paragraph (1A)(b); and
- (c) the entity has consented in writing to becoming the scheme's responsible entity,

then:

- (d) as soon as practicable and in any event within 2 business days after the end of the period in which a member may ask for such a vote, the current responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme's registration to name the proposed responsible entity as the scheme's responsible entity; and
- (e) the notice must be accompanied by a certificate from the current responsible entity that it reasonably considers that the appointment of the proposed responsible entity would be in the best interests of members with a summary of the responsible entity's reasons as to why this is the case.
- (f) unless ASIC reasonably believes that the appointment of the proposed responsible entity would not be in the best interests of members, ASIC must comply with the notice as soon as practicable after the notice and summary are lodged.”.

Where this declaration applies

- 5. This declaration applies where OneVue RE Services Limited ACN 101 103 011 has consented in writing to becoming the new responsible entity of the scheme.
- 6. This declaration ceases to apply on 31 July 2015.

Dated this 20th day of May 2015

Signed by Tony Tran

as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

15-0471

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Collie Miners Credit Union Ltd
ACN 087 651 821 ("the Licensee")
125 Throssell Street
COLLIE WA 6225

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 243505 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated

25 May 2015

Signed

John Connor

A delegate of the Australian Securities and Investments Commission

15-0473

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 655A(1)(a) and 673(1)(a)– Revocation and
Exemptions**

Enabling legislation

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

Title

2. This declaration is ASIC Instrument [15-0473].

Commencement

3. This instrument commences on date of signing.

Revocation

4. ASIC revokes ASIC instrument [15-0228] dated 17 March 2015.

Exemptions

5. BHP Billiton Plc and its wholly owned subsidiaries do not have to comply with section 606(1) of the Act in relation to the acquisitions of relevant interests in South32 Shares as part of the implementation of the Demerger between 22 May 2015 and 2 June 2015.
6. BHP Billiton Plc and its wholly owned subsidiaries do not have to comply with section 671B(1) of the Act in relation to the acquisitions of relevant interests in South32 Shares as part of implementation of the Demerger between 22 May 2015 and 2 June 2015.

Interpretation

7. In this instrument:

Demerger means the in-specie distribution of South32 Shares which is in substantially the same form as set out in the Shareholder Circular.

Shareholder Circular means the shareholder circular relating to the Demerger substantially in the same form as the shareholder circular (and accompanying notice of meeting) provided to ASIC on 5 March 2015.

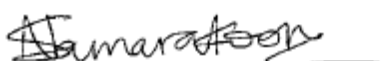
South32 means South32 Limited ACN 093 732 597.

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South32 Shares means fully paid ordinary shares in South32.

wholly owned subsidiary has the meaning given by section 9 of the Act.

Dated this 22nd day of May 2015



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

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NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

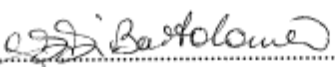
Notice is given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has taken the action set out in the Notice below, which action took effect on 19 May 2015.

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

To: TCI Capital Advisers Pty Ltd ACN 086 231 441
MPR Group Pty Ltd
HWT Tower, Level 19
40 City Road
SOUTHBANK VIC 3006

Under s915C(1) of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby cancels Australian financial services licence number 289998 held by TCI Capital Advisers Pty Ltd ACN 086 231 441.

Dated this 14th day of May 2015


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



15 - 0477

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

RICHFIELD INTERNATIONAL LIMITED

CIRCUMSTANCES

1. Richfield International Limited (**Richfield**) is an ASX listed company incorporated in Australia.
2. Sinotrans Investment Co Ltd (**Sinotrans**) and Grand Orient Capital Co Ltd (**Grand Orient**) are companies incorporated in the British Virgin Islands.
3. On 4 April 2013, Poh Choo Lim (**PC Lim**), a director of Richfield, filed an Appendix 3Y Change of Director's Interest Notice disclosing that on 3 April 2013 she disposed of 22,500,000 shares in Richfield for \$3,712,500 (16.5 cents per share) by an *'Off market sale transfer to overseas Chinese interests based investment companies'*.
4. On 5 April 2013, Sinotrans filed a Notice of Initial Substantial Holder disclosing that on 3 April 2013 it became:
 - (a) a substantial holder in Richfield and
 - (b) the registered holder of, and had a relevant interest in, 11,000,000 shares in Richfield with voting power of 17.48%.
5. On 5 April 2013, Grand Orient filed a Notice of Initial Substantial Holder disclosing that on 3 April 2013 it became:
 - (a) a substantial holder in Richfield and
 - (b) the registered holder of, and had a relevant interest in, 11,500,000 shares in Richfield with voting power of 17.49%.
6. On 3 October 2013, PC Lim filed a Form 605 Notice of Ceasing to be a Substantial Holder disclosing that on 3 April 2013:
 - (a) she ceased to be a substantial holder in Richfield and
 - (b) her relevant interest in Richfield decreased to 881,500 shares (1.4%) due to an *'Off market transfer'* of 22,500,000 shares.
7. Material provided to the Panel indicates that, on or around 3 April 2013:
 - (a) Sinotrans and PC Lim entered into a security and funding arrangement with a Chinese financier, pursuant to which:
 - (i) the financier may have an interest in the shares in Richfield held by Sinotrans and

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- (ii) PC Lim is entitled to have the Richfield shares transferred back to her or direct they be sold in certain circumstances and
- (b) Grand Orient and PC Lim entered into a security and funding arrangement with a Chinese financier (which may be different to the financier in paragraph 7(a)), pursuant to which:
 - (i) the financier may have an interest in the shares in Richfield held by Grand Orient and
 - (ii) PC Lim is entitled to have the Richfield shares transferred back to her or direct they be sold in certain circumstances.
- 8. No written agreements evidencing the security and funding arrangements referred to in paragraph 7 have been provided to the Panel. Further, no details have been provided to the Panel as to the identity of the financiers.
- 9. Siew Tze Lim (ST Lim) is the sole shareholder and director of Sinotrans and Grand Orient and therefore has a relevant interest in the shares of those companies, and controls each of those companies.
- 10. Sinotrans holds 11,000,000 shares in Richfield and therefore has a relevant interest in those shares.
- 11. Grand Orient holds 11,500,000 shares in Richfield and therefore has a relevant interest in those shares.
- 12. No material has been provided to the Panel to establish that section 609¹ applies such that:
 - (a) ST Lim does not have a relevant interest in all the shares of Sinotrans and Grand Orient or
 - (b) Sinotrans, Grand Orient and ST Lim do not have a relevant interest in Richfield.
- 13. No material has been provided to the Panel to establish that ST Lim does not control Sinotrans and Grand Orient. Therefore Sinotrans and Grand Orient are associated under section 12(2)(a)(iii) and:
 - (a) ST Lim has a relevant interest in 35.77% of Richfield shares by operation of section 608(3)(a) and (b) and
 - (b) Sinotrans and Grand Orient have voting power of 35.77% in Richfield.
- 14. The transactions by Sinotrans and Grand Orient occurred simultaneously resulting in Sinotrans, Grand Orient and ST Lim's voting power in Richfield increasing from 0% to more than 20%, other than through one of the exceptions in section 611, contravening section 606.
- 15. In the alternative, either Sinotrans or Grand Orient's acquisition of shares in Richfield resulted in Sinotrans, Grand Orient and ST Lim's voting power in Richfield increasing from below 20% to more than 20%, other than through one of the exceptions in section 611, contravening section 606.

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

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16. Sinotrans' substantial holder notice has failed to disclose information required by section 671B, including:
 - (a) details of the security and funding arrangement referred to in paragraph 7(a) and
 - (b) that Grand Orient was an associate of Sinotrans, the nature of that association and Grand Orient's relevant interest in Richfield.
17. Grand Orient's substantial holder notice has failed to disclose information required by section 671B, including:
 - (a) details of the security and funding arrangement referred to in paragraph 7(b) and
 - (b) that Sinotrans was an associate of Grand Orient, the nature of that association and Sinotrans' relevant interest in Richfield.
18. ST Lim has a relevant interest in 35.77% of Richfield and has failed to disclose her substantial holding in Richfield as required by section 671B.
19. Further, the failure to disclose the identity of the financiers by Sinotrans, Grand Orient, ST Lim and PC Lim was contrary to an efficient, competitive and informed market in relation to the acquisition of control of Richfield.
20. PC Lim has disclosed to the market, in her Notice of Ceasing to be a Substantial Holder on 3 October 2013, that she disposed of a substantial holding in Richfield (35.77%) but did not disclose that she had a right to have the shares held by Sinotrans and Grand Orient transferred back to her or sold at her direction in certain circumstances. This was contrary to an efficient, competitive and informed market in relation to the acquisition of control of Richfield.
21. It appears to the Panel that the circumstances are unacceptable:
 - (a) having regard to:
 - (i) the effect that the Panel is satisfied the circumstances have had, are having, will have or are likely to have on:
 - (A) the control, or potential control, of Richfield or
 - (B) the acquisition by a person of a substantial interest in Richfield
 - (ii) the purposes of Chapter 6 set out in section 602 and
 - (iii) because they gave or give rise to contraventions of provisions of Chapter 6 and 6C of the Act.
22. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3).

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DECLARATION

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



Allan Bulman

Director

with authority of Peter Day

President of the sitting Panel

Dated 22 April 2015



Australian Government

Takeovers Panel

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**CORPORATIONS ACT
SECTION 657D
ORDERS**

RICHFIELD INTERNATIONAL LIMITED

The Panel made a declaration of unacceptable circumstances on Wednesday, 22 April 2015.

THE PANEL ORDERS**Interpretation**

A. In these orders the following terms apply.

Appointed Seller	an investment bank or stock broker
ASIC	Australian Securities and Investments Commission, as agent of the Commonwealth
Company	Richfield International Limited
Grand Orient	Grand Orient Capital Co Ltd.
Grand Orient Retained Shares	6,429,452 ordinary shares (10.22%) in the issued capital of the Company held by Grand Orient
Sale Shares	4,850,090 ordinary shares (7.71%) in the issued capital of the Company held by Sinotrans
	5,070,548 ordinary shares (8.06%) in the issued capital of the Company held by Grand Orient
Sinotrans	Sinotrans Investment Co Ltd
Sinotrans Retained Shares	6,149,910 ordinary shares (9.78%) in the issued capital of the Company held by Sinotrans

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Divestment Order

1. The Sale Shares are vested in the Commonwealth on trust for each of Sinotrans and Grand Orient in respect of their Sale Shares.
2. ASIC must:
 - (a) sell the Sale Shares in accordance with these orders and
 - (b) account to Sinotrans and Grand Orient for the proceeds of sale, net of:
 - (i) the costs, fees and expenses of the sale and any costs, fees and expenses incurred by ASIC and the Commonwealth (if any) and
 - (ii) ASIC's costs incurred in its enquiries and in the course of the proceedings, in the following proportions:
 - (A) Sinotrans: \$16,668 and
 - (B) Grand Orient: \$16,668.
3. ASIC must:
 - (a) retain an Appointed Seller to conduct the sale and
 - (b) instruct the Appointed Seller:
 - (i) to use the most appropriate sale method to secure the best available sale price for the Sale Shares that is reasonably available at that time in the context of complying with these orders, including the stipulated timeframe for the sale and the requirement that none of Poh Choo Lim, Siew Tze Lim, Sinotrans and Grand Orient or their respective associates may acquire, directly or indirectly, any of the Sale Shares
 - (ii) to provide to ASIC a statutory declaration that, having made proper inquiries, the Appointed Seller is not aware of any interest, past, present, or prospective which could conflict with the proper performance of the Appointed Seller's functions in relation to the disposal of the Sale Shares
 - (iii) unless the Appointed Seller sells the Sale Shares on market, that it obtain from any prospective purchaser of Sale Shares a statutory declaration that it is not associated with any of Poh Choo Lim, Siew Tze Lim, Sinotrans or Grand Orient and
 - (iv) to dispose all of the Sale Shares within 4 months from the date of its engagement.
4. The Company, Poh Choo Lim, Siew Tze Lim, Sinotrans and Grand Orient must do all things necessary to give effect to these orders, including:
 - (a) doing whatever is necessary to ensure that the Commonwealth is registered with title to the Sale Shares in the form approved by ASIC and
 - (b) until the Commonwealth is registered, complying with any request by ASIC in relation to the Sale Shares.
5. None of Poh Choo Lim, Siew Tze Lim, Sinotrans and Grand Orient, or their respective associates may, directly or indirectly, acquire any of the Sale Shares.

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6. Sinotrans and Grand Orient must not otherwise dispose of, transfer, charge or vote any of the Sale Shares.
7. Nothing in these orders obliges ASIC to invest, or ensure interest accrues on, any money held in trust under these orders.

Voting orders

8. Until completion of orders 13, 14, 15, 16 and 17, Sinotrans must not exercise, and the Company must disregard, any voting rights in respect of the Sinotrans Retained Shares.
9. Until completion of orders 13, 14, 15, 16 and 17, Grand Orient must not exercise, and the Company must disregard, any voting rights in respect of the Grand Orient Retained Shares.

Dealing orders

10. Until completion of orders 13, 14, 15, 16 and 17, Sinotrans must not dispose of, transfer or grant any security interest in respect of the Sinotrans Retained Shares, or agree to any such disposal, transfer or grant.
11. Until completion of orders 13, 14, 15, 16 and 17, Grand Orient must not dispose of, transfer or grant any security interest in respect of the Grand Orient Retained Shares, or agree to any such disposal, transfer or grant.
12. If, notwithstanding orders 10 or 11, a transfer of any shares held in the Company by Sinotrans or Grand Orient in respect of the Sinotrans Retained Shares or Grand Orient Retained Shares is lodged, the Company must not register, or allow to be registered, the transfer.

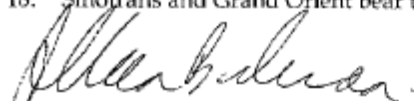
Substantial holding disclosure order

13. Sinotrans must as soon as practicable, and in any case no later than one week from the date of these orders, give to the Company and ASX a restated version of its substantial holding notice dated on or about 3 April 2013 in relation to the Company and an explanatory covering letter, including the information referred to in paragraph 17 and in each case in a form acceptable to ASIC.
14. Grand Orient must as soon as practicable, and in any case no later than one week from the date of these orders, give to the Company and ASX a restated version of its substantial holding notice dated on or about 3 April 2013 in relation to the Company and an explanatory covering letter, including the information referred to in paragraph 17 and in each case in a form acceptable to ASIC.
15. Siew Tze Lim must as soon as practicable, and in any case no later than one week from the date of these orders, give to the Company and ASX a substantial holding notice in relation to the Company in respect of the substantial holding she began to have on or around 3 April 2013 and an explanatory covering letter, including the information referred to in paragraph 17 and in each case in a form acceptable to ASIC.
16. Poh Choo Lim must as soon as practicable, and in any case no later than one week from the date of these orders, give to the Company and ASX a notice withdrawing or

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restating her substantial holding notice in relation to the Company dated on or around 2 October 2013 and an explanatory covering letter, including the information referred to in paragraph 17 and in each case in a form acceptable to ASIC.

17. Sinotrans, Grand Orient, Siew Tze Lim and Poh Choo Lim must as soon as practicable give to ASIC drafts of the notices and letters referred to in orders 13, 14, 15 and 16 which:
- (a) in the case of Sinotrans, Grand Orient and Siew Tze Lim, must disclose:
 - (i) the name of each associate who has, or had, a relevant interest in voting shares in the Company
 - (ii) the nature of the substantial holder's association with each associate
 - (iii) the substantial holder's relevant interest and the relevant interests of each of its associates and
 - (iv) full and accurate details of any existing or previous security and financing arrangements entered into in respect of voting shares in the Company held by the substantial holder, including the identity of any existing or previous financier and
 - (b) in the case of Poh Choo Lim, must disclose full and accurate details of any relevant agreement through which she has, or had, a relevant interest in the voting shares of the Company, including full and accurate details of:
 - (i) any right or option to acquire those voting shares
 - (ii) any existing or previous security and funding arrangements relating to the voting shares in the Company held by Sinotrans, including the identity of any existing or previous financier and
 - (iii) any existing or previous security and funding arrangements relating to the voting shares in the Company held by Grand Orient, including the identity of any existing or previous financier.
18. Sinotrans and Grand Orient bear the costs of ASIC as described in paragraph 2(b)(ii).



Allan Bulman

Director

with authority of Peter Day

President of the sitting Panel

Dated 30 April 2015



Australian Government

Takeovers Panel

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**CORPORATIONS ACT
SECTION 657D
VARIATION OF ORDERS**

RICHFIELD INTERNATIONAL LTD

The Panel made a declaration of unacceptable circumstances on 22 April 2015 and orders on 30 April 2015.

VARIATION

The Panel orders that the orders made on 30 April 2015 in relation to the matter of Richfield International Ltd be varied by deleting paragraphs 8 to 12 (the voting and dealing orders).

A handwritten signature in black ink, appearing to read 'Allan Bulman'.

Allan Bulman
Director
with authority of Peter Day
President of the sitting Panel
Dated 25 May 2015


15-0481

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 21 May 2015

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

Under s920A(1)(e), s920A(1)(f) and s920B(2) of the *Corporations Act 2001* the Australian Securities and Investments Commission prohibits PAUL DUNCAN from providing any financial services for a period of 4 years from the date of service of this order.

Dated 20 May 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.

15-0482

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

1. Under paragraph 601QA(1)(a) of the *Corporations Act 2001* (the **Act**), the Australian Securities and Investments Commission (**ASIC**) exempts the person referred to in Schedule A from section 601ED of the Act in the case referred to in Schedule B.
2. Under paragraphs 911A(2)(l) and 1020F(1)(a) of the Act, ASIC exempts the person referred to in Schedule A in the case referred to in Schedule B from:
 - (a) section 1017F of the Act; and
 - (b) the requirement to hold an Australian financial services licence for the provision of financial services by that person in relation to dealing in interests in a managed investment scheme of the kind and offered on the basis referred to in Schedule B.
3. Under paragraph 992B(1)(b) of the Act ASIC exempts an interest in the managed investment scheme referred to in Schedule B from section 992AA of the Act:
 - (a) where the interest is being offered by the person referred to in Schedule A — in the case referred to in Schedule B; and
 - (b) where the interest is being offered for sale (other than by the person referred to in Schedule A) — in the case where paragraphs (e), (f) and (i) of Schedule B appear to be complied with.

SCHEDULE A – WHO IS EXEMPT

Robert Hamood Nominees Pty Ltd ACN 008 121 480(*Operator*)

SCHEDULE B – SCHEME EXEMPTED

The Operator operates a managed investment scheme (**scheme**) which involves an owner (**investor**) of real property (**strata unit**), in the investor's discretion, making their strata unit available for use by the Operator as part of a complex located at 34 Macrossan Street, Port Douglas, Queensland comprising Community Titles Scheme No. 24568 and known as "Le Cher Du Monde" and in relation to which on 23 October 2006 there was no person who had bought or agreed to buy a strata unit who, before agreeing to buy, had been offered an interest in the scheme, where all of the following apply:

- (a) the sale of the strata unit is not and was not conditional on participation in the serviced strata scheme;

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- (b) each investor and the operator may withdraw from participation in the scheme on no more than 90 days notice and an investor that withdraws will not be bound after that notice expires to allow use of their strata unit except for occupation of the strata unit:
 - (i) by a person other than the operator or an associate of the operator; and
 - (ii) under an agreement that the operator made with that person before the notice of withdrawal was given;
- (c) each investor may, if the investor withdraws from participation in the scheme, appoint another person to manage their strata unit;
- (d) the operator is licensed in relation to the conduct of the letting services under the law of a State or Territory or is a financial services licensee;
- (e) the operator takes reasonable steps to ensure that any part of the scheme property held in cash or on deposit with an Australian ADI or another financial institution is held on trust by the operator for the members in a trust account and subject to audit as to whether the moneys have been dealt with in accordance with the terms of the trust by a registered company auditor at least annually;
- (f) if an FFE Fund has been established for an investor, the operator takes reasonable steps to ensure that:
 - (i) the money comprising the FFE Fund is held on trust for the investor in a trust account and subject to audit as to whether the money has been dealt with in accordance with the terms of the trust by a registered company auditor at least annually; and
 - (ii) the balance of the FFE Fund is promptly returned to the investor at the termination of the scheme or upon the investor's withdrawal from the scheme, whichever occurs first;
- (g) no payment is liable to be made by an investor to participate in the scheme other than:
 - (i) payment of money to buy the strata unit;
 - (ii) one or more payments of the investor's reasonable proportion of the operator's fees and expenses with respect to the management of the scheme where in any 3 month period the total of such payments relates to a period of no more than 3 months and where:
 - (A) that total is reasonably commensurate with the work done or to be done, or the expenses incurred or likely to be incurred (as the case may be), by the operator during the period to which the payments relate; and

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- (B) where an FFE Fund has been established for the investor — no payment or part thereof is used for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit in relation to the period to which the payment relates unless all money in the FFE Fund has first been expended; and
- (iii) where an FFE Fund has been established for the investor — one or more payments into the Fund where:
 - (A) each payment is by way of a deduction from rental income of the scheme that would otherwise be paid to the investor in relation to a period and does not exceed 3% of the gross rent attributable to the investor for the period; and
 - (B) the balance of the Fund at all times does not exceed \$5,000 for each strata unit made available by the investor for use as part of the scheme;
- (h) there is no obligation on any person to ensure that other owners of strata units agree to participate in the scheme;
- (i) the complex is operated in accordance with a written agreement entered into or to be entered into between an operator and each investor which agreement includes the provisions set out in Schedule C; and
- (j) each person that is involved in making an offer of interests in the scheme for issue does not engage in any misleading or deceptive conduct or conduct that is likely to mislead or deceive in connection with those offers.

SCHEDULE C — PROCEDURES FOR TRANSFERRING MANAGEMENT RIGHTS

1. *Transfer of management rights*
 - (a) If a majority of scheme members advise the operator in writing that they wish to terminate the operator's engagement, the operator must within 9 months transfer the management rights to a person that is chosen by the operator that has not been involved in the operation (including promotion) of the scheme and is not controlled by a person that has been involved in the operation (including promotion) of the scheme.
 - (b) If an operator fails to complete that transfer within the 9 month period, the operator must cause the transfer of the management rights to a replacement operator named in a written notice given by a majority of scheme members, at a price specified in the notice.
-

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- (c) A transfer referred to in paragraphs (a) or (b) must be done as soon as practicable, but if there is a body corporate for the real property to which the scheme relates, there must be a reasonable time for members of the body corporate to consider whether to make a decision referred to in paragraph 2(b) unless the body corporate has consented to the transfer.

2. *Consent of body corporate to new care-taking arrangements*

- (a) If an operator receives a notice under paragraph 1(b) of this Schedule, the operator must advise all body corporate members of the name of the person to whom the transfer is to be made.
- (b) Unless the body corporate has consented to the transfer, an operator does not have to transfer the management rights to the person named in the notice described in paragraph 1(b) of this Schedule if a majority of body corporate members state in writing to the operator that the person should not be engaged by the body corporate to perform care-taking functions.
- (c) If a majority of body corporate members make a decision referred to in paragraph 2(b) of this Schedule, a majority of scheme members may then at any time name a replacement operator by a written notice, to whom the operator must transfer the management rights at a price specified in the notice and the notice will be taken to be given in accordance with paragraph 1(b) of this Schedule.
- (d) This paragraph 2 does not apply if the body corporate or a majority of body corporate members agree in writing to the transfer to the person named in a notice under paragraph 1(b) or 2(c) of this Schedule before that notice is given to the operator.

3. *Price payable on transfer*

The price scheme members specify in a notice under paragraph 1(b) of this Schedule must be one of the following:

- (a) the average of two valuations of the management rights by independent qualified valuers nominated by the Australian Property Institute (or another relevant independent professional body approved by ASIC); or
- (b) the highest bona fide bid for the management rights (excluding a bid by the operator or its associates) at an auction of which at least 60 days notice had been given; or
- (c) the highest bona fide amount tendered (excluding any tender by the operator or its associates) for the management rights following reasonable efforts to market the property for at least 60 days.

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4. *Voting*

- (a) In determining if there is a majority of scheme members or body corporate members, the operator and its associates and any person nominated as a replacement operator and associates of that person must not be counted.
- (b) For scheme members, a majority is based on their entitlement to vote at body corporate meetings if there is a body corporate for the property to which the scheme relates, and otherwise each member shall have one vote.
- (c) For body corporate members, a majority is based on their entitlement to vote at body corporate meetings.
- (d) A scheme member or a body corporate member makes a decision by signing a document that sets out the decision.

5. *Costs*

- (a) Any member may arrange a valuation or auction of, or may market, the management rights before or after the expiration of the 9 month period
- (b) referred to in paragraph 1(a) of this Schedule for the purposes of determining a price to be specified in a notice under paragraph 1(b) of this Schedule.
- (c) If a member incurs any reasonable valuation, auction or marketing costs under paragraph 5(a) of this Schedule that member is entitled to be reimbursed out of the price payable by any person nominated by the members as transferee of the management rights when the price is paid to the operator.

6. *Assistance*

The operator must give reasonable assistance to enable the transferee to operate the resort, hotel, motel or serviced apartment complex including making available information concerning any prospective bookings.

7. *Definitions*

In this Schedule:

scheme members means investors in the scheme excluding the operator and its associates;

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management rights means all real or personal property (including contractual rights) held by the operator or any of its associates that facilitates the operation of the scheme; and

transfer in relation to management rights means to assign or transfer the management rights or to cause another person to become the holder of those rights or rights substantially the same as those rights.

Interpretation

In this instrument:


FFE Fund means a fund established for an investor consisting of money paid by the investor and any interest accrued on that money, to be used from time to time in accordance with the written agreement referred to in paragraph (i) of Schedule B for the replacement, repair or refurbishment of furniture, fittings and equipment of the strata unit made available by the investor for use as part of the scheme; and

offer is to be interpreted in accordance with subsection 1010C(2) of the Act.

Commencement

This instrument commences upon its publication in the Gazette.

Dated this 26th day of May 2015



Signed by Jonathan Hatch
as delegate of the Australian Securities and Investments Commission

15-0484

Australian Securities and Investments Commission**Corporations Act 2001 – Corporations Act 2001 — Paragraphs 601QA(1)(a), 911A(2)(l),
992B(1)(b) and 1020F(1)(a) — Revocation****Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 601QA(1)(b); 911A(2)(l); 992B(1)(b); 1017F and 1020F(1)(a) of the *Corporations Act 2001*.

Title

2. This instrument is ASIC Instrument 15-0484.

Commencement

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

Revocation

ASIC revokes ASIC instrument 06-1098 dated 5 December 2006; and

Dated this 26th day of May 2015



Signed by Jonathan Hatch
as a delegate of the Australian Securities and Investments Commission

15-0485

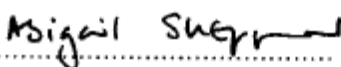
Australian Securities and Investments Commission**Corporations Act 2001 - subsection 713(6) - Determination**

Under section 713(6) of the *Corporations Act 2001* (the Act) the Australian Securities and Investments Commission determines that the person specified in the Schedule may not rely on section 713 of the Act from the date of this instrument until 21 May 2016.

Schedule

Kaboko Mining Limited ACN 107 316 683

Dated this 21st day of May 2015.

Signed:

Abigail Sheppard

as a delegate of the Australian Securities and Investments Commission

15-0495

**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 15-0495.

Commencement

3. This instrument commences on 27 May 2015.

Declaration

4. Chapter 6 and Chapter 6C of the Act applies to Mitula Group Limited ACN 604 677 796 (*Mitula Group*) 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 Mitula Group 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 Mitula Group 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)."

15-0495

Where this instrument applies

7. This instrument applies in relation to relevant interests Mitula Group has in securities of Mitula Group (*Escrowed Securities*) merely because Mitula Group has entered into one or more voluntary escrow arrangements or deeds (each an *Escrow Arrangement*) with each *Security Holder* in connection with the proposed admission of the Mitula Group to the official list of the Australian Securities Exchange (*ASX*) and where each Escrow Arrangement:
- (a) does not restrict the exercise of voting rights attaching to, the Escrowed Securities;
 - (b) terminates on a date that is no later than 1 business day after the date that Mitula Group's financial results for the half year ending 30 June 2016 are released to ASX;
 - (c) 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;
 - (d) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of a compromise or arrangement under Part 5.1 of the Act;
 - (e) is substantially in the form provided to ASIC on 19 May 2015.

Interpretation

8. In this instrument *Security Holder* means any of the following persons who hold securities in the Mitula Group:
- (1) Gonzalo del Pozo Sánchez
 - (2) Basilan Investments, S.L.
 - (3) Marcelo Badimón Reverter
 - (4) Velingadu, S.L.
 - (5) Gonzalo Ortiz Sanz
 - (6) Tecmedia Servicios y Consultoria, S.L.
 - (7) Bruno Consultores, S.L.

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- (8) CAV Investment Holdings HK Ltd
- (9) Atherley Investments Pty Ltd
- (10) Fernando Pinillos Burgos
- (11) Ricardo Gómez de Olea Artacho
- (12) Javier Ernesto Heras Colás
- (13) Javier Ortiz Sanz
- (14) Pablo Mulas Gómez
- (15) Sergio Velasco
- (16) Víctor Sánchez
- (17) Edward Freyfogle
- (18) Javier Etxebeste
- (19) Gura Investments, S.L.
- (20) Norangoiz, S.L.
- (21) Poralet Desarrollos, S.L.

Dated this 27th day of May 2015



Signed by Sebastian Strykowski
as a delegate of the Australian Securities and Investments Commission

15-0496

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0496.

Commencement

3. This instrument commences on 27 May 2015.

Exemption

4. A fully paid Stapled Security in Gateway is exempt from subsection 1020B(2) of the Act.

Where this instrument applies

5. The exemption applies to a sale of Stapled Securities where all of the following are satisfied:
 - (a) ASX has declared a conditional market in relation to the trading of the Stapled Securities in accordance with the ASX operating rules;
 - (b) the Stapled Securities are sold within the period covered by the declaration where:
 - (i) the sale occurs on a financial market operated by ASX or Chi-X; or
 - (ii) the sale is required to be reported to an operator of a financial market under the *ASIC Market Integrity Rules (Competition in Exchange Markets) 2011*;
 - (c) the seller of those Stapled Securities has, before the time of sale, entered into a contract to buy those Stapled Securities (including a contract formed under the Offer Document) and has a right to have those Stapled Securities vested in the seller that is conditional only upon all or any of the following:
 - (i) payment of the consideration in respect of the purchase;
 - (ii) the receipt by the seller of a proper instrument of transfer in respect of the Stapled Securities;
 - (iii) the transfer to SaleCo of some or all Existing Stapled Securities held by Selling Securityholders;

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- (iv) the issue of New Stapled Securities by Gateway to successful applicants under the Offer Document;
- (v) the transfer of Existing Stapled Securities by SaleCo to successful applicants under the Offer Document.

Interpretation

6. In this instrument:

ASX means ASX Limited ACN 008 624 691.

ASX operating rules means the operating rules of ASX as in force as at the date of this instrument.

Chi-X means Chi-X Australia Pty Limited ACN 129 584 667.

Existing Stapled Securities means Stapled Securities held by Securityholders as at 27 May 2015.

Gateway means the stapled entity comprising of Gateway Lifestyle Operations Limited ACN 605 543 968 and Residential Parks No.2 Trust ARSN 605 803 414.

New Stapled Securities means Stapled Securities to be issued under the Offer Document.

Offer Document means the combined prospectus and product disclosure statement in respect of the initial public offering of Stapled Securities lodged with ASIC on 21 May 2015.

SaleCo means Gateway SaleCo Limited ACN 604 817 343.

sell has a meaning affected by subsection 1020B(7) of the Act.

Selling Securityholders means those Securityholders who are specified in the Offer Document as having agreed to sell some or all of their Existing Stapled Securities to SaleCo prior to Gateway being listed on the financial market operated by ASX.

Securityholder means a holder of Stapled Securities.

Stapled Security means an ordinary share in Gateway Lifestyle Operations Limited ACN 605 543 968 and an interest in Residential Parks No. 2 Trust ARSN 605 803 414 which, under the terms on which each is to be traded, must only be transferred together.

Dated this 27th day of May 2015



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

15-0497

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15- 0497.

Commencement

3. This instrument commences on upon execution.

Declaration

4. Part 7.9 of the Act applies to the Responsible Entity, Company and SaleCo as if subsection 1017E(2) as notionally inserted by subregulation 7.9.08(4) of the *Corporations Regulations 2001* were modified or varied as follows:

- (a) at the beginning of paragraph 1017E(2)(b), insert "subject to paragraph (ba),"; and

- (b) after paragraph 1017E(2)(b), insert:

"(ba) any money may be paid into the account, provided that:

- (i) money paid to acquire the financial product together with any securities or financial products that must, under the terms on which the financial product is to be traded, be transferred with the financial product; and
- (ii) any other money to which this section applies; and
- (iii) interest on the amount from time to time standing to the credit of the account,

is identified and held in accordance with all other provisions of this section; and".

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Where this instrument applies

5. This instrument applies where:
- (a) each ordinary interest in the Trust and each ordinary share in the Company, must, under the terms on which each is to be traded, only be transferred together; and
 - (b) the Responsible Entity, Company or SaleCo receive money paid to acquire Stapled Securities.

Where this declaration ceases to apply

6. This declaration ceases to apply if:
- (a) at any time, a component of a Stapled Security is issued which on the terms on which it is traded, can be transferred separately without also transferring any other component; or
 - (b) any interest in the Trust (other than an ordinary interest), or any share in the Company (other than an ordinary share), is issued where such interest or share is a quoted security.

7. In this instrument:

Company means Gateway Lifestyle Operations Limited ACN 605 543 968;

Responsible Entity means One Managed Funds Investment Limited ACN 117 400 987 as responsible entity of the Trust;

SaleCo means Gateway SaleCo Limited ACN 604 817 343.

Stapled Securities means:

- (a) a share in the Company; and
- (b) a unit in the Trust,

which will be stapled and traded together, or such other structure which may comprise the stapling of one or more entities in the Gateway group.

Trust means the Residential Parks No. 2 Trust ARSN 605 803 414 established under an instrument of trust dated 19 September.

15-0497

Dated this 28th day of May 2015

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

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

15-0498

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0498.

Commencement

3. This instrument commences on execution.

Exemptions

4. The following persons are exempt from section 606 of the Act :
 - (a) Gateway SaleCo Limited (ACN 604 817 343) (*Sale Facility Operator*);
 - (b) the Sale Facility Operator's directors;
 - (c) the Sale Facility Operator's shareholders;
 - (d) Gateway Lifestyle Operations Limited (ACN 605 543 968) (*Company*); and
 - (e) One Managed Funds Investment Limited ACN 117 400 987 as responsible entity of the Trust (*Responsible Entity*),(each, an *Applicant*).

Where this instrument applies

5. This instrument applies where:
 - (a) the acquisition of a relevant interest in Stapled Securities from a Selling Securityholder occurs as a result of the Selling Securityholder participating in a facility or other arrangement established by the Sale Facility Operator under which:
 - (i) the Selling Securityholder sells or transfers their Stapled Securities to the Sale Facility Operator and agrees not to dispose of their Stapled Securities;
 - (ii) the Sale Facility Operator sells or transfers the Stapled Securities under offers made under the Offer Document; and
 - (iii) the Sale Facility Operator provides consideration to Selling Securityholders for the sale or transfer referred to in paragraph (i) which is referable to the consideration received by the Sale Facility Operator for the sale or transfer referred to in paragraph (ii), subject to the payment by the Sale Facility Operator of any underwriting fees and other transaction costs associated with the sale or transfer referred to in paragraph (ii), including the entry into a

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deed providing for the sale or transfer of Stapled Securities to the Sale Facility Operator on the above terms;

- (b) the Sale Facility Operator will cease to have a relevant interest in Stapled Securities which the Sale Facility Operator acquired under the facility or arrangement described in paragraph (a) above by the earlier of:
- (i) the date on which Stapled Securities are issued or sold (as the case may be) under an offer of Stapled Securities for issue or sale (as the case may be) in respect of which the Offer Document is lodged with ASIC; and
 - (ii) 30 days from the date the Sale Facility Operator acquires the Stapled Securities under the facility or arrangement from the Selling Securityholder;
- (c) the Sale Facility Operator does not sell a Stapled Security to a person if it knows or believes that person would contravene section 606 of the Act by acquiring the Stapled Security;
- (d) the Sale Facility Operator does not exercise any voting rights attaching to Stapled Securities which it acquires under the facility or arrangement described in paragraph (a), without ASIC's consent;
- (e) the Sale Facility Operator and the Company use their best endeavours to obtain as wide a placement of the Stapled Securities as practicable;
- (f) if the Sale Facility Operator has voting power of more than 5% in the Company and the Trust at 9.30am on the fifth business day after the date on which Stapled Securities are issued or transferred (as the case may be) pursuant to the Offer Document, that person must then comply with section 671B of the Act.

Interpretation

In this instrument:

Offer Document means the combined prospectus and product disclosure statement issued in connection with the offer to issue and sell Stapled Securities;

Selling Securityholder means a holder of Stapled Securities, who elects to sell their Stapled Securities to the Sale Facility Operator, who in turn sells those Stapled Securities as part of the initial public offering;

Stapled Securities means:

- (a) fully paid ordinary shares in the Company; and
- (b) units in the Trust;

Trust means the Residential Parks No. 2 Trust ARSN 605 803 414 established under an instrument of trust dated 19 September 2013.

15-0498

Dated this 28th day of May 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



ASIC

Australian Securities & Investments Commission

15-0499

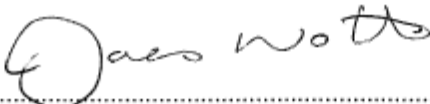
**Australian Securities and Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: WealthSure Pty Ltd
ACN 097 405 108 ("the Licensee")
Seanet Building
28 Southside Drive
Hillarys WA 6025

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 238030 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 28th May 2015

Signed 

James Nott
A delegate of the Australian Securities and Investments Commission

15-0500

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0500.

Commencement

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

Declaration

4. Chapter 5C of the Act applies to One Managed Funds Investment Limited ACN 117 400 987 in its capacity as the responsible entity of Residential Parks No.2 Trust ARSN 605 803 414 (the *scheme*) as if the following provisions of that Chapter were modified or varied:

- (a) after section 601FE insert:

“601FEA Modification of duties: stapled securities

- (1) This section applies to a registered scheme where the interests in the scheme and shares in a company are components of stapled securities.
- (2) For the purposes of paragraphs 601FC(1)(c) and 601FD(1)(c), an obligation to act in the best interests of the members of the scheme is an obligation to act in the best interests of the members of the scheme having regard to their interests as members of the scheme and of the company.
- (3) For the purposes of paragraphs 601FC(1)(e), 601FD(1)(d) and 601FD(1)(e), and subsection 601FE(1), an obligation to not make use of information, or not make improper use of position, in order to cause detriment to the members of the scheme is an obligation not to do those things in order to cause detriment to the members of the scheme having regard to their membership of both the scheme and the company.”;

- (b) after subsection 208(2) as notionally inserted by section 601LC, insert:

- “(2A) Member approval is not required for the giving of a financial benefit and the benefit need not be given within 15 months if all the following conditions are satisfied:

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- (a) the benefit either:
 - (i) is given out of the scheme property of a registered scheme; or
 - (ii) could endanger the scheme property;
 - (b) all of the interests in the scheme and all of the shares in a company are components of stapled securities;
 - (c) the benefit is given by:
 - (i) the responsible entity of the scheme; or
 - (ii) an entity that the responsible entity controls; or
 - (iii) an agent of, or person engaged by, the responsible entity;
 - (d) the benefit is given to:
 - (i) an entity wholly owned, whether directly or indirectly, by the scheme; or
 - (ii) the company or an entity that is wholly owned, whether directly or indirectly, by the company; or
 - (iii) an entity wholly owned, whether directly or indirectly, jointly by the scheme and the company.
- (2B) For the purposes of this section:
- (a) an entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by, or held by a nominee for (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second-mentioned entity or a wholly owned entity of it; and
 - (b) a reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”;

15-0500

- (c) insert after section 601PC:

"601PD Stapled securities

For the purposes of this Chapter:

stapled securities means two or more financial products including at least one interest in a registered scheme where:

- (a) under the terms on which each of the products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately."

Where this declaration applies

5. This declaration applies where each interest in the scheme and each share in Gateway Lifestyle Operations Limited (ACN 605 543 968) must, under the terms of which each is to be traded, only be transferred together ("**Stapled Security**").

Where this declaration ceases to apply

6. This declaration ceases to apply if a component of a Stapled Security can, under the terms upon which it is to be traded, be transferred without also transferring any other component of a Stapled Security.

Dated this 28th day of May 2015



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

15-0504

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 741(1) and 1020F(1) - Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission makes this instrument under subsections 741(1) and 1020F(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 15- 0504.

Commencement

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

Declaration

4. Chapter 6D of the Act applies to Gateway Lifestyle Operations Limited (ACN 605 543 968) (the *body*) as if that Chapter were modified or varied by omitting paragraph 708(13)(b) and substituting:
 - “(b) an offer of fully-paid shares in a body to 1 or more existing holders of shares in the body, under a plan for the reinvestment of at least one of the following:
 - (i) dividends in respect of shares in the body;
 - (ii) distributions in respect of managed investment products which, under the terms on which they may be traded, must only be transferred together with shares in the body.”.
5. Part 7.9 of the Act applies in relation to One Managed Funds Investment Limited (ACN 117 400 987) in its capacity as responsible entity of Residential Parks No.2 Trust ARSN 605 803 414 (the *scheme*) as if paragraph 1012D(3)(b) were modified or varied as follows:
 - (a) omit “either.”, substitute “one or more of the following applies.”;
 - (b) in subparagraph (i) omit “or” (second occurring);
 - (c) in subparagraph (ii) omit “facility.”, substituting “facility.”;
 - (d) after subparagraph (ii) insert:
 - “(iii) in a recommendation situation—the advice that constitutes the relevant conduct relates to an offer of managed investment products, under a plan for the reinvestment of at least one of the following:

15-0504

- (A) distributions in respect of the managed investment products;
- (B) dividends in respect of shares in a body which, under the terms on which they may be traded, must only be transferred together with the managed investment products;
- (iv) in an issue situation—the offer or issue that constitutes the relevant conduct is an offer or issue of managed investment products, under a plan for the reinvestment of at least one of the following:
 - (A) distributions in respect of the managed investment products;
 - (B) dividends in respect of shares in a body which, under the terms on which they may be traded, must only be transferred together with the managed investment products.”.

Where this declaration applies

6. This declaration applies to offers or issues of, and recommendations to acquire, shares in the body or interests in the scheme, under a plan for the reinvestment of dividends in respect of shares in the body or distributions in respect of interests in the scheme, where under the terms on which a share in the body and an interest in the scheme are to be traded, they must only be transferred together.

Dated this 28th day of May 2015.

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

15-0505

**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 15-0505.

Commencement

3. This instrument commences on 28 May 2015.

Exemption

4. Lake Imaging does not have to comply with subsection 734(2) of the *Act*.

Where this exemption applies

5. Subject to paragraph 6, the exemption applies to the following information communicated by Lake Imaging to:
 - a. Shareholders:
 - (i) communications, in relation to an offer of Shares in Lake Imaging, in connection with an invitation to Shareholders to sell or dispose of their Shares in Lake Imaging (*vendor sell down*) (including, without limitation, the process and implications for Shareholders in relation to selling or disposing of their interests in Shares under the vendor sell down);
 - (ii) information about the structure of the offer and the offer periods under the IPO;
 - (iii) the timetable of the IPO, and any proposed updates to the timetable;
 - (iv) information regarding Shareholders' escrow arrangements, with respect to Shares they hold in Lake Imaging after the IPO;
 - (v) any information alerting Shareholders to impending announcements about the IPO; and
 - (vi) information required to obtain shareholder approval for the IPO;
 - b. to employees of the Lake Imaging Group:
 - (i) changes to the internal administration of the Lake Imaging Group;
 - (ii) details of any employee share plan, employee option plan or similar employee incentive plan under which offers to employees of the Lake Imaging Group will be made at, or about, the same time as the IPO;

15-0505

- (iii) the timetable of the IPO, and any proposed updates to the timetable;
- (iv) information about impending announcements in relation to the IPO; and
- (v) details of the potential participation of employees in the issue of Shares as part of the IPO.

Conditions

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

Cessation

7. This exemption ceases to apply on the earlier of:
- (a) the date on which the IPO Prospectus is lodged with ASIC; or
 - (b) 8 October 2015.

Interpretation

In this instrument:

Lake Imaging means Lake Imaging Holdings Pty Ltd (ACN 130 832 816).

Lake Imaging Group means Lake Imaging and its related entities.

IPO means an initial public offering of Shares.

IPO Prospectus means the prospectus proposed to be lodged with ASIC by Lake Imaging on, or around, 8 October 2015.

Shareholders means any person holding Shares.

Shares means fully paid ordinary shares in Lake Imaging.

Dated this 28th day of May 2015



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

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this twenty-ninth day of May 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company**ARBN**

EIM (UNITED KINGDOM) LIMITED

139 557 314

FUTURA S.P.A.

168 804 742

FX ALLIANCE INTERNATIONAL,LLC

097 253 640

GEA PROCESS ENGINEERING (FRANCE)

155 097 626

SFHH ADR INC.

097 880 816

CORPORATIONS ACT 2001

Section 601CL(4)

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

Dated this twenty-ninth day of May 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

AMEC AMERICAS LIMITED

007 508 741

JPT CAPITAL PCC

149 972 270

OUTDOOR REVOLUTION AUSTRALIA LIMITED

135 687 660

PENOLA INC.

145 503 304

PROCTER & GAMBLE INTERNATIONAL OPERATIONS PTE LTD

127 555 702

VALUAIR LIMITED

111 525 458

CORPORATIONS ACT 2001

Subsection 601PB(2)

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

Dated this twenty-ninth day of May 2015

Rosanne Bell

DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

APN VIENNA RETAIL FUND	119 990 840
COMMONWEALTH SPECIALIST FUND 21	134 829 164
DIVERSIFIED PROPERTY POOL	096 054 974
SENTINEL PROPERTY TRUST	137 392 780

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.

FLINDERS TRUSTEES LIMITED

ACN 081 567 204 will change to a proprietary company limited by shares. The new name will be FLINDERS TRUSTEES PTY LTD ACN 081 567 204.

OSWILL LIMITED ACN 155 677 517 will change to a proprietary company limited by shares. The new name will be OSWILL PTY LIMITED ACN 155 677 517.

PROSPERITY SQUARE LTD ACN 166 008 715 will change to a proprietary company limited by shares. The new name will be PROSPERITY SQUARE PTY LTD ACN 166 008 715.
