



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette

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# ASIC Gazette

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#### RIGHTS OF REVIEW

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

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15-0928

**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 340(1) and 601QA – Exemption and Declaration**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsections 340(1) and 601QA(1) of the Corporations Act 2001 (the *Act*).

**Title**

2. This instrument is ASIC Instrument [15/0928].

**Commencement**

3. This instrument commences on the date of signing.

**Exemption**

4. FEA Plantations Limited (subject to Deed of Company Arrangement) ACN 055 969 429) in its capacity as responsible entity (the *responsible entity*) of Tasmanian Forests Trust No 2 ARSN 093 165 505 (the *scheme*), does not have to comply with Part 2M.3 of the Act in relation to a financial year or half-year of the scheme where, by no later than 30 November 2015:
  - (a) the responsible entity has lodged a notice under regulation 5C.9.01 of the *Corporations Regulations 2001 (Regulations)* in the approved form telling ASIC that the winding up of the scheme has commenced; or
  - (b) the person appointed under subsection 601NF(1) of the Act has lodged a notice telling ASIC that the person has been appointed by the Court to take responsibility for ensuring the scheme is wound up in accordance with the scheme's constitution.
5. The responsible entity also does not have to comply with:
  - (a) Part 2M.3 of the Act in relation to:
    - (i) any subsequent financial year or half-year of the scheme; or
    - (ii) any earlier financial year or half-year of the scheme, but only to the extent that Part would have imposed, but for this subparagraph (ii), a continuing obligation on the responsible entity on or after the day that paragraph (4) is satisfied; and
  - (b) section 601HG of the Act in relation to:
    - (i) the financial year or any subsequent financial year of the scheme; or
    - (ii) any earlier financial year of the scheme, but only to the extent that section would have imposed, but for this subparagraph (ii), a

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continuing obligation on the responsible entity on or after the day that paragraph (4) is satisfied; and

- (c) an approved form made for the purposes of regulation 5C.9.01 of the Regulations to the extent the form requires the lodgment of a copy of the scheme's audited financial report and auditor's report prepared for the period since the date of the last financial report and completion of the winding up of the scheme.

#### Declaration

6. Chapter 5C of the Act applies to the responsible entity as if the following section were inserted after section 601NF:

#### "601NFA Reporting obligations during winding up

- (1) This section applies to:
  - (a) a responsible entity of a registered scheme being wound up; or
  - (b) a person (the *responsible person*) appointed under subsection 601NF(1) to take responsibility for ensuring a registered scheme is wound up in accordance with the scheme's constitution.
- (2) The responsible entity or responsible person must prepare a report for each relevant period during the winding up and on the completion of the winding up, which includes the following information unless disclosure of that information would be prejudicial to the winding up:
  - (a) information about the progress and status of the winding up of the scheme, including details (as applicable) of:
    - (i) the actions taken during the period;
    - (ii) the actions required to complete the winding up;
    - (iii) the actions proposed to be taken in the next 12 months;
    - (iv) the expected time to complete the winding up; and
  - (b) financial information about receipts and payments for the scheme during the period; and
  - (c) the following information as at the end of the period:
    - (i) the value of scheme property; and
    - (ii) any potential return to scheme members.

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- (3) A report required to be prepared under this section in relation to a relevant period must be made available to scheme members within 3 months after the end of the relevant period.
- (4) The responsible entity or responsible person must have adequate arrangements in place to answer, within a reasonable period of time and without charge, any reasonable questions asked by a member of the scheme about the winding up.
- (5) In this section:  
**relevant period**, in relation to a report, means:
  - (a) for a report on the completion of a winding up that has taken less than 12 months to complete—the period commencing from the day the winding up commenced and ending on the day of completion of the winding up;
  - (b) for a report on the completion of a winding up that has taken more than 12 months to complete—the period commencing on the day after the end of the immediately preceding relevant period and ending on the day of the completion of the winding up;
  - (c) for a report during the winding up—each period of 12 months.”.

**Where this order ceases to apply**

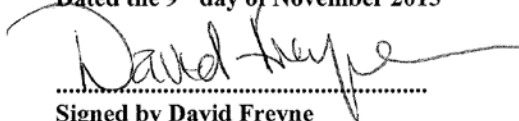
- 7. This instrument ceases to apply on the date of the termination of the Deed of Company Arrangement.

**Interpretation**

- 8. In this instrument:

**Deed of Company Arrangement** for the purposes of this instrument means the appointment of Brian Silvia and Peter Krejci of BRI Ferrier Chartered Accountants as deed administrators.

Dated the 9<sup>th</sup> day of November 2015



Signed by David Freyne

as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities &amp; Investments Commission

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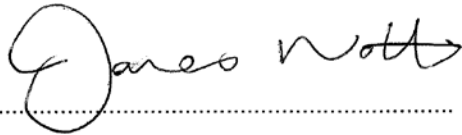
**Australian Securities and Investments Commission  
Corporations Act 2001 Section 915B**

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

TO: Goldman Sachs Australia Futures Pty Ltd  
ACN 006 862 808 ("the AFS Licensee")  
GPO Box 2050  
MELBOURNE VIC 3001

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 247134 held by Goldman Sachs Australia Futures Pty Ltd, with effect from the date on which this notice is given to the Licensee.

Dated this <sup>4<sup>th</sup></sup> day of November  
~~October~~ 2015

Signed ..... 

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

15-0984

**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 (Act)*.

**Title**

2. This instrument is ASIC Instrument 15-0984.

**Commencement**

3. This instrument commences on 28 October 2015.

**Declaration**

4. Chapter 6D of the Act applies to an offer for sale of ordinary shares in 3D Medical Limited (ACN 007 817 192) (*Issuer*) as if subsection 708A(5) of the Act, as notionally modified by ASIC Class Order [CO 08/25], was further modified or varied as follows:

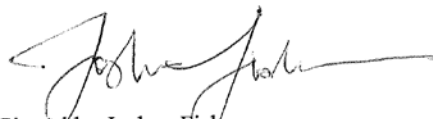
- (a) omit subparagraph 708A(5)(b)(i), substitute:

“(i) if this section applies because of subsection (1) — the period from the date of its reinstatement to official quotation on the Australian Securities Exchange on 16 February 2015 up to the day on which the relevant securities were issued; or”.

**Where this instrument applies**

5. This instrument applies to an offer for sale of shares in the Issuer where:
  - (a) the shares were issued on or around 5 November 2015, under an offer which did not require disclosure under Part 6D.2 of the Act because of subsection 708(8), subsection 708(10), or subsection 708(11) 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.

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



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

15-0987

**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 15-0987.

**Commencement**

3. This instrument commences on 6 November 2015.

**Declarations**

4. Chapters 6 and 6C of the Act apply to China Dairy Corporation Limited ARBN 607 996 449 (*China Dairy*) 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 China Dairy 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 China Dairy 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 China Dairy has in securities of China Dairy (*Escrowed Securities*) merely because China Dairy 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 China Dairy's securities to the official list of the Australian Securities Exchange (*ASX*) where each Escrow Arrangement:
- (a) does not restrict the exercise of voting rights attaching to, the Escrowed Securities;
  - (b) in the case of a takeover bid (including a proportional takeover bid):
    - (i) allows each Security Holder to accept into the Takeover Bid where holders of at least half of the bid class securities that are not subject to an Escrow Arrangement have accepted into the bid; and
    - (ii) requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
  - (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
  - (d) terminates on the date no later than 24 months after the date that China Dairy is admitted to the Official List of the ASX; and
  - (e) is substantially in the same form as the draft agreements provided to ASIC on 1 September 2015.

**Interpretation**

8. In this instrument:
- (a) *ASX* means ASX Limited ACN 008 624 691.
  - (b) *Security Holder* means any of the following persons who hold securities in the Company:
    - i. Hope Dairy Holdings Ltd;
    - ii. Dingxi (Shanghai) Equity Investment Fund Management Co., Limited; and
    - iii. Zhiyuan International Holding Co., Limited.



15-0987

Dated this 6<sup>th</sup> day of November 2015

A handwritten signature in black ink, consisting of a stylized 'M' followed by a long horizontal stroke.

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

15-0989

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 669(1)(b) – Declaration**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 669(1)(b) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 15-0989.

**Commencement**

3. This instrument commences on 27 October 2015.

**Declaration**

4. Section 666B of the Act applies to Glory Resources Pty Ltd ACN 142 870 102 (*Glory*) as if:
  - (a) subsection 666B(2)(b) of the Act were modified or varied by inserting after the words "*hold the consideration received under subsection (1) in trust*" the following words:

", or transfer such consideration back to the person acquiring the securities for such person to hold the consideration in trust,";
  - (b) section 666B of the Act were modified or varied by inserting after subsection 666B(4) of the Act the following subsection:

"(5) If the company that issued the securities transfers the consideration received under subsection (1) to the person acquiring the securities in accordance with subsection 666B(2)(b), the company is then discharged from liability to any person in respect of the consideration."
5. Section 668A and section 668B of the Act apply to Glory as if section 668A and section 668B of the Act were modified or varied by inserting the words ", or if the company transferred such consideration back to the person acquiring such securities in accordance with subsection 666B(2)(b), such person," after each reference to "*company*" in section 668A and section 668B of the Act other than the first reference to "*company*" in subsection 668A(1) of the Act.

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**Where this instrument applies**

6. This instrument applies where:

- (a) Eldorado Gold Cooperatief UA (Commercial Register No. 53699351) (*Eldorado*) has made an off-market takeover bid for all the ordinary shares in Glory which Eldorado did not own in respect of which a bidder's statement was lodged with ASIC on 22 November 2013 (*Takeover Bid*);
- (b) Eldorado compulsorily acquired securities in the same bid class as the Takeover Bid pursuant to subsection 661A(1) of the Act and completed such compulsory acquisition on 14 March 2014; and
- (c) Eldorado has executed a deed poll in favour of the former shareholders whose consideration it receives under subsection 666B(2)(b) of the Act (as modified) in terms of which it undertakes to comply with its obligations in subsection 666B(2)(b), section 668A and section 668B of the Act (as modified).

Dated this 27<sup>th</sup> day of October 2015.



.....  
Signed by Shaw Nomura  
as a delegate of the Australian Securities and Investments Commission

15-0993

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 15-0993.

**Commencement**

3. This instrument commences on 12 November 2015.

**Exemption**

4. 3D Medical Limited (ACN 007 817 192) (*Issuer*) does not have to comply with Parts 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 14 December 2015, under a purchase plan.

**Where this instrument applies**

5. This instrument applies where the Issuer:
  - (a) satisfies the requirements and conditions of ASIC Class Order [CO 09/425] (the *class order*) except for sub-subparagraph 7(a)(ii); and
  - (b) would satisfy 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 Australian Securities Exchange on 16 February 2015 up to the day on which the offer is made;”.

**Interpretation**

6. In this instrument:

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

Dated this 12<sup>th</sup> day of November



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

15-0994

**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 (Act)*.

**Title**

2. This instrument is ASIC Instrument 15-0994.

**Commencement**

3. This instrument commences on 29 October 2015.

**Declaration**

4. Chapter 6D of the Act applies to Mitula Group Limited (ACN 604 677 796) (*Company*), and any person who makes an offer of the Company's securities for sale, as if paragraph 708A(5)(d) of the Act, as modified or varied by ASIC Class Order [CO 04/672], was further modified or varied by, after "340", inserting "(other than the orders in ASIC Instrument [15-0574])".

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



Signed by Joshua Fisher

as a delegate of the Australian Securities and Investments Commission

15-1019

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

**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 15-1019.

**Commencement**

3. This instrument commences on 3 November 2015.

**Exemption**

4. Aspen Group Limited ACN 004 160 927 (*AGL*) does not have to comply with subsections 711(6), 722(1), 723(1) and 734(5) of the Act.

**Where this instrument applies**

5. The exemption in paragraph 4 of this instrument only applies in relation to an offer of shares in AGL under a prospectus lodged by AGL with ASIC on or about 3 November 2015 in connection with the Merger Proposal.

**Interpretation**

6. In this instrument:

*AFML* means Aspen Funds Management Limited ACN 104 322 278 in its capacity as responsible entity of APT and APPT;

*APPML* means Aspen Parks Property Management Ltd ACN 096 790 331;

*APPT* means Aspen Parks Property Trust ARSN 108 328 669;

*APT* means Aspen Property Trust ARSN104 807 767;

*Aspen Group* means the stapled group listed on ASX and comprising AGL and APT;

*Aspen Parks Property Fund* means the unlisted stapled group comprising APPML and APPT;

*Merger Proposal* means the proposed merger of Aspen Group with Aspen Parks Property Fund the terms of which are:

15-1019

- (a) contained in the agreement dated 14 September 2015 (as amended) entered into between APPML, AGL and AFML (in its capacities as responsible entity of APT and APPT); and
- (b) described in an explanatory statement under section 411 of the Act that is in substantially the same form as that provided to ASIC by APPML on 30 October 2015.

Dated this 3<sup>rd</sup> day of November 2015



Signed by Nathania Nero  
as a delegate of the Australian Securities and Investments Commission



15-1020

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

**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 15-1020.

**Commencement**

3. This instrument commences on 3 November 2015.

**Exemption**

4. Aspen Parks Property Management Ltd ACN 096 790 331 (*APPML*) does not have to comply with subsections 711(6), 722(1), 723(1) and 734(5) of the *Act*.

**Where this instrument applies**

5. The exemption in paragraph 4 of this instrument only applies in relation to an offer of shares in APPML under a prospectus lodged by APPML with ASIC on or about 3 November 2015 in connection with the Merger Proposal.

**Interpretation**

6. In this instrument:

*AFML* means Aspen Funds Management Limited ACN 104 322 278 in its capacity as responsible entity of APT and APPT;

*AGL* means Aspen Group Limited ACN 004 160 927;

*APPT* means Aspen Parks Property Trust ARSN 108 328 669;

*APT* means Aspen Parks Trust ARSN104 807 767;

*Aspen Group* means the stapled group listed on ASX and comprising AGL and APT;

*Aspen Parks Property Fund* means the unlisted stapled group comprising APPML and APPT;

*Merger Proposal* means the proposed merger of Aspen Group with Aspen Parks Property Fund the terms of which are:

15-1020

- (a) contained in the agreement dated 14 September 2015 (as amended) entered into between APPML, AGL and AFML (in its capacities as responsible entity of APT and APPT); and
- (b) described in an explanatory statement under section 411 of the Act that is in substantially the same form as that provided to ASIC by AGL on 30 October 2015.

Dated this 3<sup>rd</sup> day of November 2015



Signed by Nathania Nero  
as a delegate of the Australian Securities and Investments Commission

15-1025

**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 (Act)*.

**Title**

2. This instrument is ASIC Instrument 15-1025.

**Commencement**

3. This instrument commences on 4 November 2015.

**Declaration**

4. Chapter 6D of the Act applies to Absolute Equity Performance Fund Limited (ACN 608 552 496) (*Company*), in accordance with paragraph 5 of this instrument, as if Part 6D.2 was modified or varied by:
  - (a) omitting paragraph 723(3)(b), and substituting:

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

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

**Where this instrument applies**

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

**Interpretation**

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

15-1025

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

Dated this 4<sup>th</sup> day of November 2015



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



ASIC

Australian Securities &amp; Investments Commission

15-1028

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

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

TO: Torrens Limited  
ACN 089 873 601 ("the AFS Licensee")  
c/- Compliance & Risk Services Pty Ltd  
PO Box 18009 Collins Street East  
MELBOURNE VIC 8003

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 246605 held by Torrens Limited, with effect from the date on which this notice is given to the Licensee.

Dated this *17* day of November 2015

Signed .....

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



ASIC

Australian Securities &amp; Investments Commission

15-1033

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

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

TO: Tranzact Investment Services Pty Limited  
ACN 096 150 800 ("the AFS Licensee")  
PO Box R173  
ROYAL EXCHANGE NSW 1225

Pursuant to section 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 225409 held by Tranzact Investment Services Pty Limited, with effect from the date on which this notice is given to the Licensee.

Dated this 6<sup>th</sup> November 2015

Signed .....

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

15-1039

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 15-1039.

**Commencement**

3. This instrument commences on 6 November 2015.

**Declaration**

4. Chapter 6D of the Act applies to Global Fortune Investment Limited ACN 149 001 347 (the *Issuer*) as if Part 6D.2 were modified or varied as follows:

- (a) omit paragraph 723(3)(b), substitute:

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

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

- (b) in paragraph 724(1)(a), omit the words "and that condition is not satisfied within 4 months after the date of the disclosure document", substitute:

"and that condition is not satisfied within 3 months after the later of:

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

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



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

(A) the date of the disclosure document; and

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

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

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

(i) that supplementary disclosure document; and

(ii) 1 month to withdraw their application and be repaid."

**Where this instrument applies**

5. This instrument applies in relation to an offer or issue of securities of the Issuer under a disclosure document lodged with ASIC on 8 July 2015 as replaced by the replacement document lodged with ASIC on 22 July 2015 where the Issuer has lodged a supplementary disclosure document on 6 November 2015 which describes the need for, and effect of, the relief provided in this instrument.

Dated this 6<sup>th</sup> day of November 2015



Signed by Kwan Leung

as a delegate of the Australian Securities and Investments Commission

15-1040

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 15-1040.

**Commencement**

3. This instrument commences on 9 November 2015.

**Declaration**

4. Chapter 6D of the Act applies to Santos Limited ACN 007 550 923 (*Santos*) as if subsection 9A(4) (as notionally modified by ASIC Class Order [CO 08/35]) of the Act were modified or varied as follows:
  - (a) in paragraph 9A(4)(e), omit “.”, substitute “; and”; and
  - (b) after paragraph 9A(4)(e), insert:

“(f) persons who are offered securities other than as exempt investors may be entitled to trade rights to be issued with securities during a period of time ending before the time by which they may accept the offer.”

**Where this instrument applies**

5. This declaration applies to an offer by Santos of fully paid ordinary shares in Santos for issue to be made on or around 9 November 2015.

Dated this 9th day of November 2015



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



Australian Government

Takeovers Panel

15-1041

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

**AFFINITY EDUCATION GROUP LIMITED**

**CIRCUMSTANCES**

1. Affinity Education Group Limited (**Affinity**) is an ASX listed company (ASX code: AFJ).
2. On 2 July 2015, G8 Education Limited (**G8**), an ASX listed company (ASX Code: GEM), acquired 16.41% of Affinity shares. G8's chairperson is Ms Jennifer Hutson.
3. On 3 July 2015, G8 acquired further Affinity shares, increasing its interest to 19.89% of Affinity shares.
4. On the same day G8 announced to the market its intention to make an off-market takeover bid for all of Affinity's shares. The consideration offered was to be one G8 share for every 4.61 Affinity shares (implied value of \$0.703) (**scrip bid**).
5. On 6 July 2015, JB Super Fund Pty Ltd (**JB Super**) acquired 97,500 Affinity shares (0.04%). The sole director and shareholder of JB Super is Dr Jane Hutson, Ms Jennifer Hutson's sister.
6. On 9 and 10 July 2015, Taxonomy Pty Ltd (**Taxonomy**) acquired in total 10,500,000 Affinity shares (4.54%). The sole shareholder of Taxonomy is Bamson Pty Ltd, which is owned by Mr Alwyn Pepper and his wife, Ms Karen Pepper. The sole director of Taxonomy is Mr Pepper.
7. Between 13 July and 28 July 2015, West Bridge Holdings Pty Ltd (**West Bridge**) acquired 11,300,000 Affinity shares (4.88%). The sole director and shareholder of West Bridge is Mr Nigel Elias.
8. On 30 July 2015, G8 lodged a bidder's statement in relation to the scrip bid.
9. On 3 August 2015, G8 increased the consideration under the scrip bid to one G8 share for every 4.25 Affinity shares (implied value of \$0.80). It also freed the bid from all conditions. It lodged a supplementary bidder's statement and a replacement bidder's statement. It also announced an on-market offer at \$0.80.
10. On the same day Affinity announced that its directors were in discussions with an interested third party.
11. On 21 August 2015, offers under the scrip bid opened.
12. On 24 August 2015, G8 lodged a substantial holder notice indicating that it had acquired a relevant interest in 4.58% of Affinity shares through acceptances of the scrip bid, taking its interest to 24.48%.

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13. On 28 August 2015, G8 lodged a further substantial holder notice indicating that it had acceptances taking its interest to 24.55% of Affinity shares, the details of which included an acceptance for 97,500 shares.

*Taxonomy*

14. There are, or have been, structural links and common investments and dealings between Ms Jennifer Hutson and Mr Pepper. Funding for Taxonomy's acquisition of Affinity shares was provided by a company whose principal has structural links to Ms Jennifer Hutson. Further, Taxonomy's acquisition was facilitated through intermediaries who have structural links with Ms Jennifer Hutson. These same intermediaries acted for both West Bridge and Taxonomy, with one of the intermediaries acting for G8, West Bridge and Taxonomy on the acquisition of shares.
15. The acceptance of the scrip bid by Taxonomy occurred in uncommercial circumstances, on the first day the scrip bid was open, before more information about Affinity's potential alternative proposal was available, and where substantial additional profits were forgone.

*West Bridge*

16. There are structural links and common investments and dealings between Ms Jennifer Hutson and Mr Elias. The funds for West Bridge's acquisition of Affinity shares were paid through an intermediary that has links to Ms Hutson. Further, West Bridge's acquisition was facilitated through intermediaries who have structural links with Ms Jennifer Hutson. As mentioned above, these same intermediaries acted for both West Bridge and Taxonomy, with one of the intermediaries acting for G8, West Bridge and Taxonomy on the acquisition of shares.

*JB Super*

17. There are structural and family links and common investments and dealings between Ms Jennifer Hutson and Dr Hutson.
18. The acceptance of the scrip bid by JB Super occurred in uncommercial circumstances, on either the first or second day the scrip bid was open, before more information about Affinity's potential alternative proposal was available, and where additional profits were forgone.

*G8*

19. The Panel considers that G8 has (or had) a relevant agreement, or is (or was) acting in concert, in connection with the acquisition of Affinity shares and acceptance of those shares in to the scrip bid. Accordingly, G8:
- (a) has (or had) a relevant agreement for the purpose of the conduct of Affinity's affairs with each of Taxonomy, West Bridge and JB Super and is associated with each of them under section 12(2)(b)<sup>1</sup> or

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<sup>1</sup> References are to the *Corporations Act 2001* (Cth) unless otherwise indicated

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- (b) is (or was) acting in concert for the purpose of the conduct of Affinity's affairs with each of Taxonomy, West Bridge and JB Super and is associated with each of them under section 12(2)(c).

*Unacceptable circumstances*

20. The acquisitions of Affinity shares by Taxonomy (4.54%), West Bridge (4.88%) and JB Super (0.04%) occurred when G8 had a relevant interest in Affinity shares of 19.89%.
21. As a result of the acquisition by Taxonomy:
- (a) G8's voting power increased to more than 20% of Affinity and Taxonomy contravened s606
  - (b) G8 acquired a relevant interest in Taxonomy's Affinity shares and contravened s606
  - (c) Taxonomy began to have a substantial holding but did not lodge a substantial holder notice and contravened s671B and
  - (d) G8 increased its substantial holding by more than 1% but did not lodge a change of substantial holder notice and contravened s671B.
22. As a result of the acquisition by West Bridge:
- (a) G8's voting power increased from above 20% and below 90% of Affinity and West Bridge contravened s606
  - (b) G8 acquired a relevant interest in West Bridge's Affinity shares and contravened s606
  - (c) West Bridge began to have a substantial holding but did not lodge a substantial holder notice and contravened s671B and
  - (d) G8 increased its substantial holding by more than 1% but did not lodge a change of substantial holder notice and contravened s671B.
23. Further, G8's bidder's statement, supplementary bidder's statement and replacement bidder's statement did not include:
- (a) information regarding the amount per security paid by its associates for securities acquired in the 4 months before the date of the scrip bid and G8 contravened s636(1)(h) and
  - (b) information regarding the bidder's voting power and G8 contravened s636(1)(l).
24. The Panel considers that the circumstances surrounding the acquisitions by Taxonomy, West Bridge and JB Super are unacceptable because:
- (a) they constitute or give rise to contraventions of Chapters 6 and 6C
  - (b) the acquisition of control over Affinity shares did not take place in an efficient, competitive and informed market and
  - (c) Affinity shareholders were not given enough information to enable them to assess the merits of the scrip bid proposal.
25. It appears to the Panel that the circumstances are unacceptable:

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- (a) having regard to the effect that the Panel is satisfied the circumstances have had on:
    - (i) the control, or potential control, of Affinity or
    - (ii) the acquisition, or proposed acquisition, by a person of a substantial interest in Affinity and
  - (b) having regard to the purposes of Chapter 6 set out in section 602 and
  - (c) because they constituted, constitute, or gave or give rise to, contraventions of a provision of Chapter 6 or Chapter 6C.
26. 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).

**DECLARATION**

The Panel declares that the circumstances constitute unacceptable circumstances in relation to the affairs of Affinity Education Group Limited.



Alan Shaw  
Counsel  
with authority of Geoff Brunson  
President of the sitting Panel  
Dated 5 October 2015





Australian Government

Takeovers Panel

15-1042

CORPORATIONS ACT  
SECTION 657D  
ORDERS

## AFFINITY EDUCATION GROUP LIMITED

The Panel made a declaration of unacceptable circumstances on 5 October 2015.

## THE PANEL ORDERS

## 1. Sale Order

- 1.1. G8 must dispose of the Associate Shares within 21 days of the date these orders.
- 1.2. To give effect to order 1.1, G8 must:
- (a) process the acceptances from, and issue the consideration to, Taxonomy and JB Super under the scrip bid as soon as practicable
  - (b) appoint an investment bank or stock broker, to whom ASIC has (and continues to have) no objection, to effect the sale of the Associate Shares
  - (c) instruct the appointed seller to -
    - (i) sell the shares on-market (as defined in the *Corporations Act 2001* (Cth)) or by special crossing or by off-market transfer
    - (ii) if any of the shares are sold by special crossing or off-market transfer, provide a statutory declaration to ASIC that, having undertaken all reasonable enquiries, it has determined that the buyer of the shares by way of special crossing or off-market transfer is not G8, Ms Jennifer Hutson or any of their associates
    - (iii) provide a written report to ASIC at the close of each trading day on which Associate Shares are sold setting out the number of shares sold, the prices and whether the sale was on market, by special crossing or off-market transfer
    - (iv) provide a written report to ASIC on the business day after the last of the Associate Shares are sold setting out the total amount remitted to G8 and confirming its compliance with the instructions in this order and
    - (v) provide to ASIC, as soon as practicable, any information ASIC requests of the appointed seller in connection with Order 1
  - (d) inform ASIC, as soon as practicable, of the instructions, and of any change of instructions, it has given the appointed seller and
  - (e) provide to ASIC, as soon as practicable, any information ASIC requests in connection with Order 1.



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- 1.3. None of G8, Ms Jennifer Hutson or any of their associates may acquire any of the Associate Shares.
- 1.4. In the event of a dispute in connection with Order 1, ASIC must refer the dispute to the Panel within 2 business days for decision.

## 2. Withdrawal Order

- 2.1. In respect of any acceptances by Accepting Shareholders pursuant to the scrip bid that have been processed by G8, each contract of purchase of Affinity Shares by G8 entered into with Affinity Shareholders pursuant to the scrip bid is voidable at the election of each Accepting Shareholder.
- 2.2. To give effect to Order 2.1, G8 must:
  - (a) send a notice to each Accepting Shareholder no later than the end of the business day after the date of these orders:
    - (i) advising of their right to avoid the contract
    - (ii) enclosing an election form and any required transfer forms for exercise of that right
    - (iii) advising that to elect to avoid the contract the Accepting Shareholder must take the following steps:
      - (A) return the completed form to G8 before 7pm on the date that is 21 days after the date of dispatch of the form and
      - (B) give G8 any certificates and transfer documents needed to effect the return of the Affinity Shares and the securities issued as consideration or complying with Corporations Regulation 6.6.01(2), as the case may be and
    - (iv) explaining the effect of the Panel's declaration and orders and
  - (b) take all reasonable steps necessary to promptly give effect to the exercise of a right to avoid the contract by an Accepting Shareholder.
- 2.3. G8 must comply with Corporations Regulation 6.6.01(3) in relation to each Affinity shareholder who avoids the contract, as if the Regulation applies to this Order.
- 2.4. In respect of each avoided contract the G8 securities issued as consideration are cancelled.
- 2.5. In respect of any acceptances by Accepting Shareholders pursuant to the scrip bid that have not been processed by G8, each Accepting Shareholder who has accepted the scrip bid has a right to withdraw their acceptance.
- 2.6. To give effect to Order 2.5, G8 must:
  - (a) comply with the requirements of Order 2.2, with such modifications as are necessary and
  - (b) promptly take all reasonable steps necessary to give effect to the exercise of a right to withdraw by an Accepting Shareholder.

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**3. Disclosure order**

- 3.1. G8 must as soon as practicable, and in any event within two business days after the date of these orders, provide a draft of corrective disclosure for release on ASX to the Panel.
- 3.2. G8 must make the corrective disclosure, in a form approved by the Panel, forthwith after approval setting out:
- (a) a summary of the Panel's declaration of unacceptable circumstances and orders, including -
    - (i) the associations found by the Panel
    - (ii) the name of each associate who has, or had, a relevant interest in Affinity Shares
    - (iii) the nature of G8's association with each associate and
    - (iv) details of any relevant agreement through which they have a relevant interest in Affinity's shares and the relevant interests of each of G8, Taxonomy, West Bridge and JB Super
  - (b) that the disclosure corrects the substantial holding notice released by G8 dated 30 July 2015 and subsequent notices in the 4 months preceding the date of the scrip bid, for each of Taxonomy, West Bridge and JB Super:
    - (i) the number of shares in Affinity purchased
    - (ii) the dates on which the shares in Affinity were purchased and
    - (iii) the amount per share paid in consideration for the Affinity shares
  - (c) G8's voting power in Affinity and
  - (d) the number of securities in the bid class that G8 had a relevant interest in immediately before the first offer was sent (expressed as a number of securities or as a percentage of the total number of securities in the class).

**4. Interpretation**

- 4.1. In these orders the following terms apply.

<b>Accepting Shareholders</b>	Affinity shareholders who accepted the scrip bid other than Taxonomy and JB Super
<b>Affinity</b>	Affinity Education Group Limited
<b>ASIC</b>	Australian Securities and Investments Commission, as agent of the Commonwealth
<b>Associate Shares</b>	10,366,114 ordinary shares in Affinity, representing the shares held by G8 as a result of the acceptance into the scrip bid by Taxonomy in excess of 20%
<b>G8</b>	G8 Education Limited

15-1042

JB Super

JB Super Fund Pty Ltd

Scrip bid

G8's off-market takeover bid for Affinity  
announced by G8 on or about 3 July 2015  
(revised on or about 3 August 2015)

Taxonomy

Taxonomy Pty Ltd

West Bridge

West Bridge Holdings Pty Ltd



Alan Shaw  
Counsel

with authority of Geoff Brunsdon  
President of the sitting Panel  
Dated 15 October 2015

15-1042

JB Super

JB Super Fund Pty Ltd

Scrip bid

G8's off-market takeover bid for Affinity  
announced by G8 on or about 3 July 2015  
(revised on or about 3 August 2015)

Taxonomy

Taxonomy Pty Ltd

West Bridge

West Bridge Holdings Pty Ltd



Alan Shaw  
Counsel

with authority of Geoff Brunsdon  
President of the sitting Panel  
Dated 15 October 2015

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## 6. The Prospectus:

- (a) must contain the following statements and information:
  - (i) a statement that the Reinvestment Offer is open until the closing date set out in the Prospectus; and
  - (ii) information about the minimum and maximum number (if any) of 2011 Notes an Eligible 2011 Note holder can sell through the Reinvestment Offer; and
  - (iii) a statement that the market price of 2011 Notes is subject to change from time to time; and
  - (iv) a statement that an Eligible 2011 Note holder may be able to sell or dispose of their 2011 Notes at a price higher or lower than the price they would receive if they were to sell their 2011 Notes through the Reinvestment Offer; and
  - (v) information about how to obtain up-to-date information on the market price of 2011 Notes; and
  - (vi) information about any other significant characteristics or features of the Reinvestment Offer or of the rights and obligations of Eligible 2011 Note holders who elect to participate in the Reinvestment Offer; and
  - (vii) information about any alternatives that the Eligible 2011 Note holder may have to participating in the Reinvestment Offer; and
- (b) must be worded and presented in a clear concise and effective manner;
- (c) may be given in printed or electronic form and, if given in electronic form, must, as far as practicable, be given in a way that will allow the holder to print or save a copy of it; and
- (d) may be made up of 2 or more separate documents that are given at the same time and by the same means.

Dated this 9<sup>th</sup> day of November 2015

Signed by Nathania Nero  
as a delegate of the Australian Securities and Investments Commission

15-1044

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 3 November 2015

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

**TAKE NOTICE** that the Australian Securities and Investments Commission **PROHIBITS MARION JOAN PEARSON PERMANENTLY** from providing any financial services pursuant to sections 920A and 920B of the Corporations Act 2001 from the date of service of this Banning Order.

Dated this 3<sup>rd</sup> day of November 2015.

Signed:   
GADI BARTOLOMEO

Delegate of the  
Australian Securities and Investments Commission.

15-1047

**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 [15/1047].

**Commencement**

3. This instrument commences on 10 November 2015.

**Declaration**

4. Chapter 6D of the Act applies to Suncorp Group Limited ACN 145 290 124 (*Suncorp*), AAI Limited ACN 005 297 807 (*AAI*), a body (*NOHC*) that becomes the holding company of Suncorp 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), and a person who holds securities in Suncorp 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 Orders [CO 01/1455] and [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)”;
  - (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:

- (a) the relevant securities:
  - (i) were issued by reason of the conversion of convertible notes; and
  - (ii) are either listed entity securities or NOHC securities; and



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- (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 the listed entity securities were continuously quoted securities; and
  - (ii) there was no determination under subsection 713(6) in force in respect of the listed entity; and
- (c) trading in securities in the class of listed entity 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 listed entity 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 listed entity and note issuer jointly gave the relevant market operator for the listed entity 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 listed entity 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.

(12I) If the listed entity and note issuer jointly give a notice under paragraph (12G)(e) in relation to convertible notes, each financial report or directors' report required under section 298 of the listed entity or if the listed entity is a subsidiary of a NOHC, the NOHC, in relation to a

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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 listed entity 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 listed entity 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 and the listed entity) 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):

**listed entity** means, in relation to convertible notes, the issuer of the securities into which the convertible notes may convert.

**listed entity securities** means securities of a listed entity.

**NOHC** means a body that becomes the holding company of a listed entity 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.

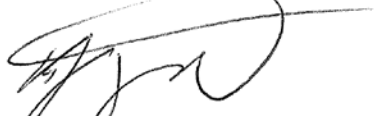
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*note issuer* means, in relation to convertible notes, the issuer of the notes.”.

**Where this instrument applies**

5. This instrument applies to an offer of securities in Suncorp 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 AAI and:
    - (i) immediately after conversion the securities were continuously quoted securities of Suncorp; 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 Suncorp were continuously quoted securities at the time the NOHC became the holding company of Suncorp; and
  - (b) the convertible notes were issued by AAI on or about 18 or 19 November 2015; 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 6 November 2015.

Dated 10 November 2015



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

15-1051

**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) the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 15-1051.

**Commencement**

3. This instrument commences on 12 November 2015.

**Exemption**

4. McGrath Limited ACN 091 455 711 (*Company*) does not have to comply with subsection 734(2) of the Act.

**Where this instrument applies**

5. Subject to paragraph 6, this instrument applies to the following information communicated by the Company to:
  - (a) Employees:
    - (i) details of any employee share plan, employee option plan, employee incentive plan or employee offer under which offers to employees may be made at or about the same time as the Initial Public Offer;
    - (ii) information about the timetable for the Initial Public Offer, including updates to the timetable for the Initial Public Offer;
    - (iii) information alerting them to impending announcements about the Initial Public Offer;
    - (iv) information relating to changes which may be made to the structure and administration of the Company or a related body corporate at or about the same time as the Initial Public Offer; and
    - (v) information relating to the appointment of management, executive officers and directors of the Company or a related body corporate; and

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- (b) Agents, Franchisees and employees of Franchisees:
  - (i) details of the timing of the Initial Public Offer; and
  - (ii) information alerting them to impending announcements about the Initial Public Offer.

**Conditions**

- 6. This exemption does not apply if, in communicating any of the information set out in paragraph 5 of this instrument, the Company communicates:
  - (a) any advantages, benefits or merits of the Initial Public Offer; or
  - (b) the existence of any priority offer or preferential allocation targeting certain applicants under the Initial Public Offer.

**Cessation**

- 7. This exemption shall remain effective, unless otherwise revoked, until the earlier of:
  - (a) date on which the Company or a related body corporate lodges a prospectus for the Initial Public Offer with ASIC; or
  - (b) 12 December 2015.

**Interpretation**

- 8. In this instrument:

*Agents* means real estate agents engaged by the Company or a Franchisee as an independent contractor;

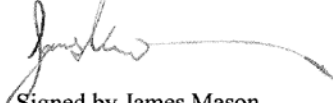
*Employees* means employees of the Company or a related body corporate;

*Franchisee* means an entity that has entered into a residential real estate franchise agreement with the Company; and

15-1051

*Initial Public Offer* means the proposed initial public offer of fully paid ordinary shares in the Company or a related body corporate.

Dated this 12 November 2015

A handwritten signature in dark ink, appearing to read 'James Mason', followed by a long horizontal flourish.

Signed by James Mason  
as a delegate of the Australian Securities and Investments Commission

15-1052

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 15-1052.

**Commencement**

3. This instrument commences on 12 November 2015.

**Declarations**

4. Chapter 6 of the Act applies to McGrath Holding Company Limited ACN 608 153 779 (**McGrath**) as if section 609 of the Act were modified or varied by, adding after subsection (13), as notionally inserted by ASIC Class Order [CO 13/520] (**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. Chapter 6C of the Act applies to McGrath as if section 671B of the Act were modified or varied by, omitting “.” in paragraph (7)(c) (as notionally inserted by CO 13/520), and inserting:  
  
“; or  
  
(d) subsection 609(13A) (securities subject to escrow arrangement).”.
6. Chapters 6 and 6C of the Act apply to McGrath as if section 9 of the Act were modified or varied by, after subparagraph (a)(ii)(C) in the definition of **substantial holding** (as notionally inserted by 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 McGrath's acquisition of a relevant interest in 72,252,353 ordinary shares in McGrath (***Escrowed Securities***) arising as a result of Security Holders holding ordinary shares in McGrath that are subject to escrow arrangements (***Escrow Arrangements***) in connection with the proposed admission of the McGrath's securities to the official list of the financial market operated by ASX Limited ACN 008 624 691 (***ASX***) and where each Escrow Arrangement:
- (a) restricts disposal of, but not 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 takeover 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 no later than ten business days from the date on which McGrath provides its full year financial results for the period ending 30 June 2017 to ASX; and
  - (e) is substantially in the same form as the draft agreements provided to ASIC on 4 September 2015.

**Interpretation**

8. In this instrument ***Security Holder*** means any of the following persons who hold shares in McGrath:
- (a) John McGrath;
  - (b) Fondorru Pty Ltd ACN 003 939 839 as trustee for John McGrath;
  - (c) MAK Property Group Pty Ltd ACN 126 541 571 as trustee for the Mak Trust;
  - (d) Teldar Real Estate Pty Ltd ACN 061 660 375 as trustee for the M J Lahood Family Trust;
  - (e) B.A.S.T Corporation Pty Ltd ACN 126 192 569 as trustee for TFR Family Trust;

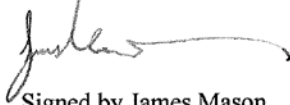
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- (f) SEMC2 Pty Ltd ACN 126 492 733 as trustee for the Chen Asset Trust;
- (g) Earl BG Pty Ltd ACN 163 927 535 as trustee for the Earl BG Trust;
- (h) CLK Consultancy Pty Ltd ACN 136 753 323 as trustee for the Kennedy Family Trust;
- (i) The Rockshore Horizon Investment Company Pty Ltd ACN 086 210 693 as trustee for BO Investments Family Trust;
- (j) G & N Lucas Investments Pty Ltd ACN 100 564 645 as trustee for The Lucas Family Trust;
- (k) CAV & Associates Pty Ltd ACN 125 998 156 as trustee for the Volpatti Family Trust;
- (l) Ben Collier Investment Pty Ltd ACN 149 089 154 as trustee for the Ben Collier Investments Family Trust;
- (m) Scott Anthony Kennedy-Green and Angela Kennedy-Green as trustees for the Kennedy Green Family Superfund ABN 64 210 433 484;
- (n) Sale-O Group Pty Limited ACN 113 675 611 as trustee of the Kennedy-Green Investments Unit Trust;
- (o) Alexandra Stamatiou-Buda;
- (p) Smollen Property Pty Limited ACN 120 499 041;
- (q) Smollen Property Pty Limited ACN 120 499 041 as trustee for the Smollen Property Family Trust;
- (r) Vaughan Investment Group Pty Ltd ACN 159 701 201 as trustee for the Vaughan Investment Group Trust;
- (s) Peter Chauncy Investments Pty Ltd ACN 159 805 795 as trustee for the Peter Chauncy Investments Trust;

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- (t) Paranchi Investments Pty Ltd ACN 159 805 017 as trustee for the Paranchi Investments Trust;
- (u) Tracey Dixon Investments Pty Ltd ACN 159 805 008 as trustee for the Tracey Dixon Investments Trust; and
- (v) Courtney Holdings Pty Limited ACN 159 760 460 as trustee for the Courtney Investment Trust.

Dated this 12 November 2015



Signed by James Mason  
as a delegate of the Australian Securities and Investments Commission

15-1053

**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsection 173(6) – Exemption**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 173(6) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 15-1053.

**Commencement**

3. This instrument commences on 11 November 2015.

**Exemption**

4. Motoring Club Finance Limited ACN 167 246 899 (*Company*) is exempt from subsections 173(1) and 173(3) of the Act in respect of information in the Company's register of debenture holders (*Register*) about debentures that are not convertible into shares or options over unissued shares.

**Where this instrument does not apply**

5. This instrument does not apply in relation to an inspection, or request for a copy, of the Register by a registered debenture holder to the extent that the inspection or request relates to that part of the Register which contains particulars of that person's holdings.
6. This instrument does not apply in relation to an inspection, or request for a copy, of the debenture holders' names and addresses recorded on the Register by a person if the person has provided the Company with a written undertaking, duly signed by that person, to the effect that
  - (a) the person will not use the copy of, or information obtained from, the Register for any purpose other than:
    - (i) calling a meeting of registered debenture holders;
    - (ii) forming an action group that is relevant to the holding of the interests recorded in the Register or the exercise of the rights attaching to them;
    - (iii) making an offer to a registered debenture holder to acquire debentures held by that person, other than an offer or invitation that

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would be a prescribed purpose under Regulation 2C.1.03(d) and (e) of the Corporations Regulations 2001;

- (iv) notifying a registered debenture holder of a matter relating to the carrying out by the Company or the trustee of the trust deed relating to the debentures of its functions and duties under that deed or the Act;
  - (v) communicating with debenture holders about their potential rights to bring or join an action that is relevant to the holding of the interests recorded in the Register or the exercise of the rights attaching to them;
  - (vi) undertaking bona fide statistical or analytical research; or
  - (vii) any other purpose approved in writing by the Australian Securities and Investments Commission; and
- (b) the person will not disclose the copy of, or information obtained from, the Register to any other person except a person identified in the undertaking by name and address and except solely for the purposes specified in paragraph (a).

Dated this 11th day of November 2015



Signed by Megan Dillon  
as a delegate of the Australian Securities and Investments Commission

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 15-1059.

**Commencement**

3. This instrument commences on 12 November 2015.

**Declaration**

4. Chapter 6D of the Act applies to an offer for sale of securities in Big Un Limited ACN 106 399 311 (the *Company*) as if paragraph 708A(5)(b) of the Act were modified by deleting the words "5 days" and substituting the words "28 days".

**Where this instrument applies**

5. This instrument applies to an offer for sale of securities in the Company where:
  - (a) the securities were issued following shareholder approval at an annual general meeting of shareholders of the Company held on or around 27 November 2015 to:
    - (i) senior managers of the Company or a related body or their spouses, parents, children, brothers or sisters under an offer which did not require disclosure under Part 6D.2 of the Act because of subsection 708(12)(a) of the Act; and
    - (ii) a body corporate controlled by a person referred to in paragraph 5(a)(i) under an offer which did not require disclosure under Part 6D.2 of the Act because of subsection 708(12)(b) of the Act; and

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- (b) the Company 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.

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



Signed by Kwan Leung  
as a delegate of the Australian Securities and Investments Commission



CORPORATIONS ACT 2001

Subsection 601PA(3)

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

Dated this thirteenth day of November 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

**ARSN**

CVC PROPERTY FUND

107 276 184

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CORPORATIONS ACT 2001

Subsection 601CC(4)

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

Dated this thirteenth day of November 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

INSTITUTE OF FINANCIAL SERVICES INC.

124 697 178

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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.

**AMCOM TELECOMMUNICATIONS LIMITED**

ACN 062 046 217 will change to a proprietary company limited by shares. The new name will be AMCOM TELECOMMUNICATIONS PTY LIMITED ACN 062 046 217.

**BBI GROUP LIMITED** ACN 139 886 187 will

change to a proprietary company limited by shares. The new name will be BBI GROUP PTY LTD ACN 139 886 187.

**FIFTH ELEMENT RESOURCES LIMITED**

ACN 166 025 047 will change to a proprietary company limited by shares. The new name will be FIFTH ELEMENT RESOURCES PTY LIMITED ACN 166 025 047.

**NEW WAVE ENERGY LTD** ACN 602 847 549 will

change to a proprietary company limited by shares. The new name will be NEW WAVE ENERGY PTY LTD ACN 602 847 549.

**PACIFIC RESOURCES LIMITED**

ACN 141 427 429 will change to a proprietary company limited by shares. The new name will be PACIFIC RESOURCES PTY LTD ACN 141 427 429.