



**ASIC**

Australian Securities &  
Investments Commission

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# ASIC Gazette

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### Company/scheme deregistrations

#### 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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16-0416

**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 13 May 2016.

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

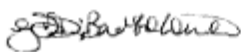
To: Marigold Falconer International Ltd

Under to paragraphs 915C(1)(a) and 915C(1)(aa) of the *Corporations Act 2001* (the Act), the Australian Securities and Investments Commission (ASIC) hereby suspends Australian financial services licence number 244315 held by Marigold Falconer International Limited ACN 006 970 930 (the Licence) until 31 May 2016.

Under s915H of the Act, ASIC specifies that the Licence continues in effect, while suspended, as though the suspension had not happened for the purposes of paragraph 912A(1)(g) of the Act to the extent that it requires Marigold Falconer International Ltd to have a disputes resolution system complying with s912A(2)(b) of the Act (which requires Marigold Falconer International Ltd to be a member of one or more external dispute resolution schemes).

Dated this 11<sup>th</sup> day of May 2016.

Signed:



Gai Di Bartolomeo  
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 20 May 2016.

## AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

VARIATION OF NOTICE OF SUSPENSION OF  
AUSTRALIAN FINANCIAL SERVICES LICENCE

To: Australian Capital Markets Advisory Services Pty Ltd ACN 150 530 331

Under s915B of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby varies ASIC Instrument 15-0742, as varied by ASIC Instrument 15-1010, ASIC Instrument 15-1139 and ASIC Instrument 16-0161, by replacing the date "26 May 2016" with the date "26 October 2016".

Dated this 20<sup>th</sup> day of May 2016

Signed:.....CC~W.....

Christine Croft, a delegate of the Australian Securities and Investments Commission

16-0422

**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 (Act)*.

**Title**

2. This instrument is ASIC Instrument 16-0422.

**Commencement**

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

**Declaration**

4. Chapter 6D of the Act applies to an offer for sale of shares where those shares were issued upon the conversion of convertible notes in Zingmobile Group Limited (ARBN 126 494 880), a foreign company registered in its original jurisdiction of Singapore as Pixie Group Limited (*Company*) as if paragraph 708A(5)(b) of the Act were modified by deleting the words "5 days" and substituting the words "40 days".

**Where this instrument applies**

5. This instrument applies where:
  - (a) the convertible notes were issued on or around 23 March, 7 and 21 April and 11 May 2016:
    - i. to sophisticated and professional investors under an offer which did not require disclosure under Part 6D.2 of the Act because of subsection 708(8) or subsection 708(11) of the Act; or
    - ii. under an offer made through a financial services licensee which did not require disclosure under Part 6D.2 of the Act because of subsection 708(10) of the Act; and
  - (b) the 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 24<sup>th</sup> day of May 2016



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

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**NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001**

Notice is hereby given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order, a copy of which is set out below, which order took effect on the date of service of the order on the person to whom it relates, being 23 May 2016.

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION****IN THE MATTER OF KENNETH DAVID DRAKE****SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001**

To: Mr Kenneth David Drake

**ORDER UNDER SECTIONS 920A AND 920B OF THE  
CORPORATIONS ACT 2001**

**TAKE NOTICE** that under paragraph 920A(1)(c) and section 920B of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits Kenneth David Drake permanently from providing any financial services.

Dated this 16th day of May 2016.

Signed:   
Graeme Darcy Plath  
Delegate of the Australian Securities and  
Investments Commission

Your attention is drawn to sections 920C and 1311 of the Corporations Act 2001 that provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty \$2,750 or imprisonment for 6 months or both).

16-0424

**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 paragraph 665A(1)(a) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 16-0424.

**Commencement**

3. This instrument commences on 25 May 2016.

**Exemption**

4. ASIC exempts Bendigo Telco Ltd ACN 089 782 203 (**BT**) from section 606 of the Act.

**Where this instrument applies**

5. The exemption applies to an acquisition of a relevant interest in ordinary shares in Vicwest Community Telco Ltd ACN 140 604 039 (**Vicwest**) held by Bendigo and Adelaide Bank Limited ACN 068 049 178 (**BEN**) arising solely as a result of the entry by Vicwest, BT and BEN into a Transaction Framework Agreement for the purpose of pursuing the Scheme of Arrangement, where:
  - (a) the terms of the Transaction Framework Agreement are the same, in all material respects, as those set out in the Transaction Framework Agreement provided to ASIC on 20 May 2016;
  - (b) the Transaction Framework Agreement contains an undertaking by BEN to BT (but not to Vicwest) that it will not vote its shares in Vicwest at the Scheme Meeting for the proposed Scheme of Arrangement;
  - (c) immediately prior to entry into the Transaction Framework Agreement:
    - (i) BEN has a relevant interest in 50% of the issued voting shares in Vicwest; and
    - (ii) BT has a relevant interest in 0% of the issued voting shares in Vicwest.

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**Conditions**

6. This instrument is subject to the following conditions:

- (a) The Transaction Framework Agreement will contain a provision substantially in the form set out below:

***“Third Party Proposal***

- (a) *If a Third Party Proposal (including, for the avoidance of doubt, any publicly announced takeover bid or scheme of arrangement in relation to the acquisition of all Vicwest shares) is publicly announced at any time between the date on which the Scheme Booklet is dispatched to Scheme Shareholders and the date on which the Scheme Meeting is to be held, Vicwest must ensure that Scheme Shareholders are provided with all information which is known to Vicwest and which is material to the Scheme Shareholders' consideration of the Scheme, including any material information concerning the Third Party Proposal (New Information).*
- (b) *Vicwest agrees to consult in a timely manner with ASIC in relation to the New Information and the time by which the New Information is to be dispatched to Scheme Shareholders prior to the date on which the Scheme Meeting is to be held.*
- (c) *Where New Information is dispatched to Scheme Shareholders in accordance with paragraphs (a) and (b), Vicwest will, as required by applicable legal requirements and ASIC policy, take such steps as reasonably required to adjourn the holding of the Scheme Meeting to allow the Scheme Shareholders at least 10 business days prior to the last date on which proxies may be lodged with Vicwest in relation to the Scheme Meeting to consider the New Information including, as required, making such applications to the Court as Vicwest is advised in connection with such adjournment.*
- (d) *The parties agree that the Scheme Booklet will contain a prominent disclosure of Vicwest's obligations under this clause 2.7.”*
- (b) BT must use its best endeavours to ensure that Vicwest complies with the provision referred to in paragraph (a) above;

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- (c) BT must use its best endeavours to have Vicwest engage an independent expert to prepare a report on whether the Scheme of Arrangement is in the best interests of Vicwest's shareholders; and
- (d) BT must immediately terminate, or procure the termination of, the Transaction Framework Agreement if the Scheme of Arrangement:
  - (i) does not proceed (including because the requisite majorities under section 411(4)(a) of the Act were not received at the Scheme Meeting); or
  - (ii) does not proceed because of a condition precedent that has neither been satisfied nor waived; or
  - (iii) the court makes an order under section 411(4)(b) of the Act not to approve the Scheme of Arrangement and the order is final and not appealable.

**Interpretation**

7. In this instrument:

***Scheme of Arrangement*** means a proposed scheme of arrangement between Vicwest and its shareholders under Part 5.1 of the Act in relation to a proposed merger of Vicwest and BT pursuant to which Vicwest will become a wholly owned subsidiary of BT;

***Scheme Meeting*** means the meeting of Vicwest shareholders ordered by the court to be convened under section 411(1) of the Act to consider and vote on the Scheme of Arrangement and includes any meeting convened following any adjournment or postponement of that meeting; and

***Transaction Framework Agreement*** means a proposed transaction framework agreement between Vicwest, BT and BEN in respect of the Scheme of Arrangement and certain other ancillary transactions.



16-0424

Dated this 25th day of May 2016



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

16-0428

**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraph 911A(2)(l) — Exemption**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 911A(2)(l) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 16-0428.

**Commencement**

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

**Exemption**

4. A related body corporate of ARC Equity Partners Pty Ltd ACN 134 400 230 (*AEP*) that is a trustee of a wholesale real property scheme (*trustee*) does not have to comply with the requirement to hold an Australian financial services licence (*AFS licence*) for the provision of the following financial services (*wholesale real property financial services*):
  - (a) dealing in general insurance products that form part of the trust property of the wholesale real property scheme;
  - (b) dealing in derivative products limited to only those that manage interest rate risk for a trustee that is a related body corporate of AEP; and
  - (c) providing a custodial or depository service in relation to the products mentioned in paragraph (a) and (b).

**Where this exemption applies**

5. The exemption in paragraph 4 is only available where all of the following apply:
  - (a) AEP holds an AFS licence that:
    - (i) authorises AEP to provide wholesale real property financial services; and

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- (ii) contains conditions to the effect that AEP must:
  - (A) as far as possible, comply with the Act as if the trustee was providing wholesale real property financial services as AEP's representative; and
  - (B) have in place a deed poll that contains enforceable, unlimited and irrevocable covenants, for the benefit of each person (*beneficiary*) to whom the trustee provides a wholesale real property financial service, to the effect that AEP will indemnify the beneficiary in relation to any liability (other than an exempt liability) that arises from the trustee's provision of a wholesale real property financial service to the beneficiary; and
  - (C) for the purposes of the relevant financial conditions of AEP's AFS licence — treat the assets, liabilities, cash inflows and cash outflows of the trustee as though they were included in the assets, liabilities, cash inflows and cash outflows of AEP; and
- (b) either of the following applies:
  - (i) the trustee and AEP have only issued any interests in the wholesale real property scheme to a person as a wholesale client and have, from the later of the date of this instrument and when the trustee or AEP first issue an interest in the scheme, taken all reasonable steps to ensure that interests in the scheme are only acquired by a person as a wholesale client; or
  - (ii) if the trustee or AEP becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with subparagraph (i):
    - (A) 10 business days have not elapsed without full particulars of the failure having been provided to ASIC in writing (to the extent that the trustee or AEP knows those particulars or would have known them if it had undertaken reasonable enquiries); and
    - (B) 30 business days have not elapsed from ASIC receiving those particulars from the trustee or AEP without ASIC having notified the trustee or AEP in writing that the trustee may continue to rely on this instrument; and

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- (c) if the trustee or AEP becomes aware that, if the trustee held an AFS licence that contained the following conditions:
- (i) a condition to the effect of condition 13 of ASIC Pro Forma [PF 209] *Australian financial services licence conditions (PF 209)* as published at the date of this instrument; and
  - (ii) conditions to the effect of those parts of condition 28 of PF 209 (other than condition 28(a) and conditions 28(d)(iii), (iv) and (v)) that relate to a report by an auditor relating to condition 13; and
  - (iii) a condition that the trustee must lodge with ASIC the report by an auditor that would be required by those parts of condition 28 of PF 209 within 15 months of the time the trustee first relies on this instrument and then within each period of 13 months thereafter and relating to a period that commences:
    - (A) at the date of that first reliance; or
    - (B) immediately after the end of the period to which the last previous report lodged under this requirement relates,and ends not more than 3 months before the date of lodgment of the report, as if:
    - (iv) references to a responsible officer in condition 13 of PF 209 were to an officer; and
    - (v) references to the licensee's annual audit report under condition 28 of the licence in condition 13 of PF 209 were to the report lodged under subparagraph 5(c)(iii) of this instrument; and
    - (vi) references to conditions of the licence in condition 28 of PF 209 were to the condition mentioned in subparagraph 5(c)(i) of this instrument,it would be in breach, other than in an immaterial respect, of any of those conditions; and
  - (vii) 10 business days have not elapsed without the matter being notified to ASIC in writing; and

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- (viii) 30 business days have not elapsed from ASIC receiving the notice from the trustee or AEP without ASIC having notified the trustee in writing that the trustee may continue to rely on this instrument.

**Exclusion from this instrument**

6. The exemption in paragraph 4 does not apply to a person who has been notified in writing by ASIC that the person is excluded from relying on this instrument.

**Interpretation**

7. In this instrument:

*custodial or depository service* has the meaning given by section 766E of the Act.

*derivative* has the meaning given by section 761D of the Act.

*exempt liability* means, in relation to a wholesale real property scheme, a liability arising from any act or omission relating to a wholesale real property financial service for which the trustee of the scheme may be indemnified from the trust property.

*incidental property*, in relation to a wholesale real property scheme, means cash, deposits or current accounts with an Australian ADI or interests in a cash management trust that are held for no more than three months pending expenditure or distribution to members.

*general insurance products* has the meaning given by section 761A of the Act.

*relevant financial conditions*, in relation to an AFS licence, means conditions to the effect of conditions 13 (base level financial requirements), 21 (financial requirements for holding client money or property), 22 (financial requirements for licensee transacting with clients) and 28 (audit opinion on financial requirements) of PF 209 (as published at the date of this instrument).

*representative* has the meaning given by section 910A of the Act.

*wholesale client* has the meaning given by section 761G of the Act.

*trust property* of a wholesale real property scheme means:

- (a) contributions of money or money's worth to the scheme; and  
(b) money borrowed or raised by the trustee for the purposes of the scheme; and

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- (c) property acquired, directly or indirectly, with, or with the proceeds of, contributions or money referred to in paragraph(a) or (b); and
- (d) income and property derived, directly or indirectly, from contributions, money or property referred to in paragraph (a), (b) or (c).

*wholesale real property scheme* means a managed investment scheme to which all of the following apply:

- (a) the scheme is not registered, and is not required to be registered, because of subsection 601ED(2) of the Act; and
- (b) all of the trust property (other than incidental property, derivatives and general insurance products) consists of real property.

Dated this 26<sup>th</sup> day of May 2016



Signed by Tony Tran  
as a delegate of the Australian Securities and Investments Commission



Australian Government

Takeovers Panel

16-0435

**CORPORATIONS ACT  
SECTION 657D(3)  
VARIATION OF ORDERS**

**GULF ALUMINA LIMITED**

Pursuant to section 657D(3) of the *Corporations Act 2001* (Cth)

**THE PANEL ORDERS**

The final orders made on 11 March 2016, as varied on 21 March 2016, 1 April 2016 and 12 April 2016 are further varied by replacing the words "by no later than 9 May 2016" with "no later than 11 May 2016" in paragraph 2(d).

A handwritten signature in black ink, appearing to read 'Alan Shaw', written in a cursive style.

Alan Shaw  
Counsel  
with authority of Richard Hunt  
President of the sitting Panel  
Dated 4 May 2016



Australian Government

Takeovers Panel

16-0436

**CORPORATIONS ACT  
SECTION 657D(3)  
VARIATION OF ORDERS**

**GULF ALUMINA LIMITED**

Pursuant to section 657D(3) of the *Corporations Act 2001* (Cth)

**THE PANEL ORDERS**

The final orders made on 11 March 2016, as varied on 21 March 2016, 1 April 2016, 12 April 2016 and 4 May 2016 are further varied by:

1. In paragraph 2(d):
  - (a) replacing the words "no later than 11 May 2016" with "no later than 16 May 2016" and
  - (b) inserting after the word "copy" the following ", by express post or (in the case of overseas shareholders) by courier and (where email addresses are available) by email,".
2. Inserting the following additional order after paragraph 4:

"4A. No later than the business day after the supplementary target's statement is issued under paragraph 2(d), Metro extend the offer period in relation to the Metro offer in accordance with the Corporations Act to close not earlier than 7pm (Melbourne time) on 26 May 2016."

A handwritten signature in black ink, appearing to read 'Richard Hunt', written in a cursive style.

**Richard Hunt**  
President of the sitting Panel  
Dated 10 May 2016



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-seventh day of May 2016

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

DEZURIK, INC.

164 467 841

HDR INTERNATIONAL, INC.

133 499 288

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CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this twenty-seventh day of May 2016

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

GENERAL REINSURANCE AG

NYX, LOS ANGELES INC.

**ARBN**

001 122 130

164 916 107

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