

**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette

No. A41/16, Tuesday 23 August 2016

Published by ASIC

# ASIC Gazette

## Contents

### Notices under Corporations Act 2001

|                |                |                |                |                |
|----------------|----------------|----------------|----------------|----------------|
| <b>15-0667</b> | <b>16-0741</b> | <b>16-0742</b> | <b>16-0743</b> | <b>16-0746</b> |
| <b>16-0760</b> | <b>16-0766</b> | <b>16-0778</b> | <b>16-0781</b> | <b>16-0782</b> |
| <b>16-0783</b> | <b>16-0787</b> | <b>16-0793</b> | <b>16-0795</b> |                |

### Company/scheme deregistrations

### Change of company type

#### 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.

ISSN 1445-6060 (Online version)  
ISSN 1445-6079 (CD-ROM version)

Available from [www.asic.gov.au](http://www.asic.gov.au)  
Email [gazette.publisher@asic.gov.au](mailto:gazette.publisher@asic.gov.au)

© Commonwealth of Australia, 2016

This work is copyright. Apart from any use permitted under the *Copyright Act 1968*, all rights are reserved. Requests for authorisation to reproduce, publish or communicate this work should be made to: Gazette Publisher, Australian Securities and Investment Commission, GPO Box 9827, Melbourne Vic 3001



15-0667

**ASIC**

Australian Securities &amp; Investments Commission

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

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

TO: Cash Harvest Pty Ltd  
ACN 003 039 905  
PO Box 345  
ENGADINE NSW 2233

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 385604 held by Cash Harvest Pty Ltd, with effect from the date on which this notice is given to Cash Harvest Pty Ltd.

Dated this 11<sup>th</sup> day of August 2016

Signed

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

James Nott  
A delegate of the Australian Securities and Investments Commission

16-0741

**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 16-0741.

**Commencement**

3. This instrument commences on 26 July 2016.

**Declarations**

4. Chapters 6 and 6C of the Act apply to QANTM Intellectual Property Limited ACN 612 441 326 (the *Company*) as if section 609 were modified or varied by, after subsection (13) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“(13A) A body corporate does not have a relevant interest in its own securities merely because, under an escrow arrangement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”
5. Chapters 6 and 6C of the Act apply to the Company as if section 9 were modified or varied by, after subparagraph (a)(ii)(C) in the definition of *substantial holding* (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“or  
(D) subsection 609(13A) (securities subject to escrow arrangement);”
6. Chapter 6C of the Act applies to the Company as if section 671B were modified or varied by omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), and substituting:

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

16-0741

**Where this instrument applies**

7. This instrument applies in relation to relevant interests the Company has in securities of the Company (*Escrowed Securities*) merely because the Company has entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*) with each *Security Holder* in connection with the proposed admission of the Company's securities to the official list of the Australian Securities Exchange (*ASX*) where each Escrow Arrangement:
- (a) does not restrict the exercise of voting rights attaching to, the Escrowed Securities;
  - (b) in the case of a takeover bid (including a proportional takeover bid):
    - (i) allows each Security Holder to accept into the takeover bid where holders of at least half of the bid class securities that are not subject to an Escrow Arrangement have accepted into the bid; and
    - (ii) requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
  - (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
  - (d) terminates on the date which no later than 24 months from the date on which the Company is admitted to the official list of the ASX; and
  - (e) is substantially in the same form as the draft agreement provided to ASIC on 26 July 2016.

**Interpretation**

8. In this instrument:
- (a) *ASX* means ASX Limited ACN 008 624 691 or the financial market known as the Australian Securities Exchange it operates, as the context requires.
  - (b) *Security Holder* means any of the following persons who hold shares in the Company:
    - i. Geoffrey Charles Pryor;
    - ii. David Brian Webber;
    - iii. Edward John Langford Hughes;

**16-0741**

- iv. Anthony John Cowle;
- v. Brett Lewis;
- vi. Darron Samuel Saltzman;
- vii. Leon Keith Allen;
- viii. Marion Heathcote;
- ix. Michael James Caine;
- x. Damon Henshaw;
- xi. Michael Charles Wolnizer;
- xii. Christopher Francis Jordan;
- xiii. William John Pickering;
- xiv. Victor Peter Argæet;
- xv. Mark Kemball Roberts;
- xvi. Adam Matthew Sears;
- xvii. Gavin Dean Recchia;
- xviii. Julian Charles Barton Curwen;
- xix. Christopher John Carter;
- xx. Alistair James Smith;
- xxi. Ross James Clark;
- xxii. William Hird;
- xxiii. Justin Pierre Negler;
- xxiv. Nikhil Nirmal Ramchand;
- xxv. Ramon Dean Tozer;
- xxvi. Richard Alan Brown;
- xxvii. Michael Robert Finn;

## 16-0741

- xxviii. Matthew Allan Lucas;
- xxix. Paul Alexander Dewar;
- xxx. John Arthur Hannebery;
- xxxi. Ian Anthony Drew;
- xxxii. Brett Connor;
- xxxiii. Carl Harrap;
- xxxiv. Damian Slizys;
- xxxv. Gregory Noonan;
- xxxvi. Richard James Cherry;
- xxxvii. John Dower;
- xxxviii. Thor North;
- xxxix. Thomas Gumley;
- xl. G C Pryor Pty Ltd ACN 007 008 871;
- xli. D B Webber Pty Ltd ACN 107 839 010;
- xlii. Brett Lewis Pty Ltd ACN 074 464 305;
- xliii. D S Saltzman Pty Ltd ACN 074 464 332;
- xliv. Marion Heathcote Pty Ltd ACN 083 053 132;
- xlv. M C Wolnizer Pty Ltd ACN 093 529 072;
- xlvi. C F Jordan Pty Ltd ACN 097 157 429;
- xlvii. A M Sears Pty Ltd ACN 101 156 398; and
- xlviii. N N Ramchand Pty Ltd ACN 600 104 836.

Dated this 26th day of July 2016



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

16-0742

**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 paragraph 741(1)(b) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 16-0742.

**Commencement**

3. This instrument commences on 26 July 2016.

**Declaration**

4. Chapter 6D of the Act applies to a person who holds ordinary shares in QANTM Intellectual Property Limited ACN 612 441 326 (*QIP*) as if section 707 was modified or varied by omitting subsections 707(3) and (4) and substituting:
  - “(3) An offer of a body’s securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:
    - (a) without disclosure to investors under this Part; and
    - (b) with the purpose of the person to whom they were issued:
      - (i) selling or transferring them; or
      - (ii) granting, issuing or transferring interests in, or options or warrants over, them;and section 708 and 708A does not say otherwise.

**Where this instrument applies**

5. This instrument applies to an offer of ordinary shares in QIP for sale by the holder of those shares where:
  - (a) disclosure was not required under section 708 of the Act when the shares were issued or sold in connection with a bookbuild or other process for the application for ordinary shares in QIP (*Bookbuild Process*);

16-0742

- (b) the Bookbuild Process was conducted prior to lodgement with ASIC of the prospectus for the proposed initial public offer of fully paid ordinary shares in QIP (*IPO*);
- (c) the shares were issued or sold to applicants under the Bookbuild Process after the completion of the IPO;
- (d) a prospectus was lodged with ASIC by QIP in relation to the IPO on or about 29 July 2016; and
- (e) the offer of the shares for sale occurs within 12 months of the issue of those shares.

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



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

16-0743

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 16-0743.

**Commencement**

3. This instrument commences on 26 July 2016.

**Exemption**

4. An ordinary share in QANTM is exempt from subsection 1020B(2) of the *Act*.

**Where the exemption applies**

5. The exemption applies to an offer to sell New Shares by:
  - (a) Selling Shareholders to SaleCo or Applicants nominated by SaleCo; or
  - (b) by SaleCo to Applicants;where all of the following are satisfied:
  - (a) each Selling Shareholder has, before the time of the offer, entered into a contract to have transferred or issued to them New Shares under the Restructure;
  - (b) each Selling Shareholder has, before the time any sale offer is made by SaleCo, offered to sell New Shares to SaleCo under an Irrevocable Offer Dced;
  - (c) the offer for the sale of New Shares under the Prospectus or the Pathfinder Prospectus is conditional on the Restructure occurring; and
  - (d) SaleCo has offered to sell the New Shares to Applicants.

**Interpretation**

6. In this instrument:
-

16-0743

**ASX means** ASX Limited or the financial market known as the Australian Securities Exchange it operates, as the context requires.

**Applicants means** applicants under the Prospectus or the Pathfinder Prospectus.

**Completion Date means** the settlement date of the initial public offering of Shares.

**Irrevocable Offer Deed means** a deed under which a Selling Shareholder irrevocably offers to sell between 40 and 50 per cent of the Shares it receives under the Restructure to SaleCo for consideration per Share equal to the offer price per Share under the Prospectus and which is in substantially the same form as the draft deed provided to ASIC on 19 July 2016.

**New Shares means** the Shares to be offered by QANTM under the Prospectus and the Pathfinder Prospectus.

**Partnership means** the partnership in which the Selling Shareholder is a partner, being Freehills Patent Attorneys or Davies Collison Cave, as the case may be.

**Pathfinder Prospectus means** a draft of the Prospectus provided to persons who do not require a disclosure document because of subsections 708(8), 708(10) or 708(11).

**Prospectus means** the prospectus lodged by QANTM and SaleCo on or about 29 July 2016 and includes any supplementary or replacement prospectus in relation to that Prospectus.

**Restructure means** the restructure of the Davies Collison Cave Patent and Trade Mark Attorneys partnership, Davies Collison Cave Law partnership, Davies Collison Cave LLP partnership and the Freehills Patent Attorneys partnership shortly prior to the Shares being granted quotation on ASX such that they are ultimately owned by the Company in consideration for the issue of New Shares to the Selling Shareholders.

**QANTM means** QANTM Intellectual Property Limited ACN 612 441 326.

**SaleCo means** QANTM SaleCo Limited ACN 612 551 907.

**Selling Shareholder means:**

- i. Geoffrey Charles Pryor;
- ii. David Brian Webber;
- iii. Edward John Langford Hughes;
- iv. Anthony John Cowle;

16-0743

- v. Brett Lewis;
- vi. Darron Samuel Saltzman;
- vii. Leon Keith Allen;
- viii. Marion Heathcote;
- ix. Michael James Caine;
- x. Damon Henshaw;
- xi. Michael Charles Wolnizer;
- xii. Christopher Francis Jordan;
- xiii. William John Pickering;
- xiv. Victor Peter Argæt;
- xv. Mark Kemball Roberts;
- xvi. Adam Matthew Sears;
- xvii. Gavin Dean Recchia;
- xviii. Julian Charles Barton Curwen;
- xix. Christopher John Carter;
- xx. Alistair James Smith;
- xxi. Ross James Clark;
- xxii. William Hird;
- xxiii. Justin Pierre Negler;
- xxiv. Nikhil Nirmal Ramchand;
- xxv. Ramon Dean Tozer;
- xxvi. Richard Alan Brown;
- xxvii. Michael Robert Finn;
- xxviii. Matthew Allan Lucas;

16-0743

- xxix. Paul Alexander Dewar;
- xxx. John Arthur Hannebery;
- xxxi. Ian Anthony Drew;
- xxxii. Brett Connor;
- xxxiii. Carl Harrap;
- xxxiv. Damian Slizys;
- xxxv. Gregory Noonan;
- xxxvi. Richard James Cherry;
- xxxvii. John Dower;
- xxxviii. Thor North;
- xxxix. Thomas Gumley;
  - xl. G C Pryor Pty Ltd ACN 007 008 871;
  - xli. D B Webber Pty Ltd ACN 107 839 010;
  - xlii. Brett Lewis Pty Ltd ACN 074 464 305;
  - xlili. D S Saltzman Pty Ltd ACN 074 464 332;
  - xliv. Marion Heathcote Pty Ltd ACN 083 053 132;
  - xlv. M C Wolnizer Pty Ltd ACN 093 529 072;
  - xlvi. C F Jordan Pty Ltd ACN 097 157 429;
  - xlvii. A M Sears Pty Ltd ACN 101 156 398; and
  - xlviii. N N Ramchand Pty Ltd ACN 600 104 836.

*Shares* means fully paid ordinary shares in QANTM.

16-0743

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



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

16-0746

**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraphs 926A(2)(c) and 951B(1)(c) — Declaration**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 926A(2)(c) and 951B(1)(c) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument [16-0746].

**Commencement**

3. This instrument commences on the 16<sup>th</sup> day of August 2016.

**Declaration**

4. Part 7.6 (other than Divisions 4 and 8) of the Act applies in relation to Auto & General Services Pty Ltd ACN 003 617 909 (*AGS*) and ING Bank (Australia) Ltd ACN 000 893 292 (*ING*) as if the following provisions were omitted, modified or varied:
  - (a) omit subsection 911B(2), substitute:

“(2) Paragraphs (1)(a), (b) and (c) do not apply if the provider is a financial services licensee unless one of the following applies:

    - (a) the principal is an insurer and the provider is acting under a binder given by the principal;
    - (b) the provider is acting under a written agreement of the kind mentioned in section 916EA.”;
  - (b) underneath subsection 916D(1) omit Note 2, substitute:

“Note 2: There are exceptions to this rule in sections 916E and 916EA.”;
  - (c) in subsection 916D(2B) omit “section 916E.”, substitute “section 916E or 916EA.”;
  - (d) after section 916E insert:

**“916EA Licensees acting under authority other than binder**

- (1) Despite section 916D, a financial services licensee (the *authorised licensee*) may be the authorised representative of another financial services licensee (the *intermediary*) who acts as an intermediary if both of the following apply:
    - (a) the authorised licensee acts under a written agreement which authorises the authorised licensee to deal in, and provide general advice in relation to, general insurance products on behalf of the intermediary;
    - (b) the authorised licensee maintains professional indemnity insurance of at least \$10 million for any one event during the term of the agreement.
  - (2) For all purposes connected with contracts that are general insurance products in respect of which the authorised licensee acts under the written agreement:
    - (a) the authorised licensee is taken to act on behalf of the intermediary and not the insured; and
    - (b) if the insured in fact relied in good faith on the conduct of the authorised licensee, the authorised licensee is taken to act on behalf of the intermediary regardless of the fact that the authorised licensee did not act within the scope of the agreement.
  - (3) This section does not apply where the licence of the authorised licensee covers the provision of any financial services in relation to general insurance products.
  - (4) In this section, a person *acts as an intermediary* if the person acts as an intermediary (whether directly or indirectly) between an insurer and a retail client wholly or partly for the purpose of dealing in, or providing general advice in relation to, general insurance products.”.
5. Part 7.7 of the Act applies in relation to AGS and ING as if the following provisions were omitted, modified or varied:
- (a) in section 940A omit “(see section 916E),”, substitute “(see sections 916E and 916EA),”; and
  - (b) after paragraph 942C(2)(j) insert:
-

“(ja) if the providing entity acts under a written agreement of the kind specified in section 916EA in providing any of the authorised services—both of the following:

- (i) a statement that:
  - (A) identifies the services provided under the agreement; and
  - (B) states that they are provided under the agreement; and
  - (C) explains the significance of the services being provided under the agreement;
- (ii) a statement that, in relation to those services:
  - (A) the providing entity is taken to act on behalf of the authorising licensee and not the client; and
  - (B) the authorising licensee is responsible, as between the authorising licensee and the client for the conduct of the providing entity; and”.

Dated this 16<sup>th</sup> day of August 2016



Signed by Amney Elkontar  
As a delegate of the Australian Securities and Investments Commission



16-0760

ASIC

Australian Securities & Investments Commission

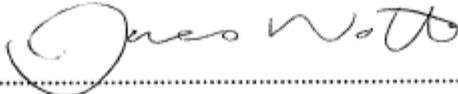
**Australian Securities & Investments Commission  
Corporations Act 2001 Section 915B**

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

**TO:** Elcano Pty Limited  
ACN 167 625 596 ("the Licensee")  
190 Strong Avenue  
Graceville QLD 4075

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 462624 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 9 August 2016

Signed 

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

16-0766

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

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 August 2016.

## AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

## IN THE MATTER OF TIMOTHY CHARLES PRATTEN

SECTIONS 920A AND 920B  
OF THE CORPORATIONS ACT 2001

To: Mr Timothy Charles Pratten

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

**TAKE NOTICE** that under sections 920A(1) and 920B(2) of the *Corporations Act 2001* the Australian Securities and Investments Commission prohibits **TIMOTHY CHARLES PRATTEN** from providing any financial services permanently.

Dated this 30<sup>th</sup> day of June 2016Signed:  .....

Christine Croft  
Delegate of the Australian Securities and Investments Commission

Your attention is drawn to subsection 920C(2) of the Corporations Act 2001 which provides that a person must not engage in conduct which breaches a banning order that has been made against the person. Contravention of subsection 920C(2) is an offence.



16-0778

**ASIC**

Australian Securities &amp; Investments Commission

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

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

**TO:** Theoretical Equities Pty Limited  
ACN 086 335 168 ("the Licensee")  
7A McLean Crescent  
Mosman NSW 2088

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 254484 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 15 August 2016

Signed .....

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

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

16-0781

**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 22 July 2016.

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

To: Edwards Benefits Advisors Pty Ltd ACN 093 057 240

Under s915C(1)(a) of the *Corporations Act 2001* (the Act), the Australian Securities and Investments Commission (ASIC) cancels Australian financial services licence number 247832 (Licence) held by Edwards Benefits Advisors Pty Ltd ACN 093 057 240.

Dated this 29<sup>th</sup> day of June 2016.

Signed: ..........

Gai Di Bartolomeo  
Delegate of the Australian Securities and  
Investments Commission

Your attention is drawn to s911A(1) of the Corporations Act 2001 which provides that subject to this section, a person who carries on a financial services business in this jurisdiction must hold an Australian financial services licence covering the provision of the financial services and that a failure to comply with this subsection is an offence (see s1311(1) of the Corporations Act 2001).

16-0782

**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 16/0782.

**Commencement**

3. This instrument commences on 16 August 2016.

**Declarations**

4. Chapters 6 and 6C of the Act apply to AdAlta Limited (ACN 120 332 925) (*AdAlta*) 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 AdAlta 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 AdAlta as if section 671B were modified or varied by, omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), and inserting:

“;or

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

**Where this instrument applies**

7. This instrument applies in relation to relevant interests AdAlta has in securities of AdAlta (*Escrowed Securities*) merely because AdAlta 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 AdAlta’s securities to the official list of the Australian Securities Exchange (*ASX*) where each Escrow Arrangement:

16-0782

- (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 a takeover bid (including a proportional 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 6 months after the day on which AdAlta's securities are admitted to the official list of the ASX; and
- (e) is in the same form as the Escrow Arrangements provided to ASIC on 9 August 2016.

**Interpretation**

8. In this instrument:

*Security Holder* means any of the following persons:

- (a) Yuuwa Capital LP (ABN 31 901 277 412);
- (b) Citycastle Pty Ltd (ACN 129 159 986); or
- (c) La Trobe University (ABN 64 804 735 113).

Dated this 16<sup>th</sup> day of August 2016



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

16-0783

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 9 August 2016

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION****IN THE MATTER of NICHOLAS McKINNON KERR  
AND THE CORPORATIONS ACT 2001****To: Nicholas McKinnon Kerr****BANNING ORDER UNDER SECTIONS 920A and 920B OF THE CORPORATIONS  
ACT 2001**

**TAKE NOTICE** that the Australian Securities and Investments Commission **PROHIBITS NICHOLAS McKINNON KERR** from providing any financial services for a period of **FIVE (5) YEARS** under sections 920A and 920B of the Corporations Act 2001 from the date of service of this Banning Order.

Dated this 19<sup>th</sup> day of July 2016.

Signed:



**GAI DI BARTOLOMEO**  
Delegate of the  
Australian Securities and Investments Commission.

16-0787

**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 16-0787.

**Commencement**

3. This instrument commences on 17 August 2016

**Declarations**

4. Chapters 6 and 6C of the Act apply to Boyuan Holdings Limited ACN 608 897 963 (*Boyuan*) 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 Boyuan 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 Boyuan as if section 671B were modified or varied by, omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

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

**Where this instrument applies**

7. This instrument applies in relation to relevant interests Boyuan has in securities of Boyuan (*Escrowed Securities*) merely because Boyuan 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 Boyuan's

16-0787

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 that is no later than 24 months from the date that Boyuan is admitted to the Official List of the ASX; and
- (e) is substantially in the same form as the draft agreement provided to ASIC on 27 June 2016.

#### Interpretation

8. In this instrument *Security Holder* means any of the following persons who hold shares in Boyuan:
- i. Hong Kong Jianyuan Investment Limited (an entity incorporated in Hong Kong, CR Number 2180364); and
  - ii. Citron Investment Pty Ltd ACN 606 713 062.

Dated this 17<sup>th</sup> day of August 2016



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

16-0793

**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 16-0793.

**Commencement**

3. This instrument commences on 18 August 2016.

**Exemption**

4. PageUp People Pty Limited ACN 005 630 740 (*PageUp*) 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 PageUp to Employees:
  - (a) information about the ways in which Employees may participate in the Initial Public Offer;
  - (b) details of any employee share plan, employee option plan or employee incentive plan under which offers to Employees may be made at or about the same time as the Initial Public Offer;
  - (c) information alerting them to impending announcements about the Initial Public Offer; and
  - (d) information relating to:
    - (i) changes which may be made to the structure and administration of PageUp or a related body corporate at or about the same time as the Initial Public Offer; and
    - (ii) the appointment of management, executive officers and directors of PageUp or a related body corporate;

16-0793

(iii) the timetable for the Initial Public Offer, including updates to the timetable of the Initial Public Offer; and

(e) information in relation to certain Employees' roles in assisting with the preparation of the Prospectus.

**Conditions**

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

**Cessation**

7. This exemption shall remain effective, unless otherwise revoked, until the earlier of:

(a) the date on which PageUp or a related body corporate lodges a prospectus for the Initial Public Offer with ASIC; and

(b) 31 December 2016.

**Interpretation**

8. In this instrument:

*Employees* means employees of PageUp or a related body corporate;

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

*Prospectus* means the prospectus to be lodged by PageUp or a related body corporate with ASIC in respect of the Initial Public Offer.

Dated this 18<sup>th</sup> day of August 2016



Signed by Owen Rayner  
as a delegate of the Australian Securities and Investments Commission

16-0795

**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsections 741(1), 911A(2),  
992B(1) and 1020F(1) – Exemptions**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsections 741(1), 911A(2), 992B(1) and 1020F(1) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 16-0795.

**Commencement**

3. This instrument commences on gazettal.

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

4. FLSmith or a related body corporate does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to an offer of an eligible product to an eligible participant under the Employee Incentive Plan.
5. A trustee that holds or will hold underlying eligible products in connection with the Employee Incentive Plan and which makes an offer of a unit in the underlying eligible product to an eligible participant does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the offer of the unit.

*Subsequent sale offers*

6. A holder of an underlying eligible product that makes a sale offer of that product within 12 months after the issue of the product does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the sale offer where:
  - (a) the product was issued or otherwise granted:
    - (i) to an eligible participant under the Employee Incentive Plan; or
    - (ii) to a trustee in connection with the Employee Incentive Plan; and
  - (b) the person has no reason to believe the Employee Incentive Plan is not covered by this instrument.
7. A holder of a financial product that makes a sale offer of that product within 12 months after the issue of the product does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the sale offer where:

16-0795

- (a) the product was issued by reason of the exercise or vesting of an eligible product issued or otherwise granted to:
  - (i) an eligible participant under the Employee Incentive Plan; or
  - (ii) to a trustee in connection with the Employee Incentive Plan; and
- (b) the person has no reason to believe the Employee Incentive Plan is not covered by this instrument.

*Personal advice given by advisers*

8. An eligible product offered under the Employee Incentive Plan is exempt from section 1012A of the Act to the extent that section requires a person to give a Product Disclosure Statement for an eligible product to an eligible participant, provided the person has no reason to believe the Employee Incentive Plan is not covered by this instrument.

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

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

*Dealing*

10. FLSmidth or a related body corporate does not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the Employee Incentive Plan:
- (a) issuing the eligible product;
  - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by FLSmidth or a related body corporate occurs either:
    - (i) through a financial services licensee; or
    - (ii) outside this jurisdiction and through a person which is licensed or otherwise authorised to deal in financial products of that kind in the relevant place.

*Custodial or depository services*

11. FLSmidth or a related body corporate does not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with

16-0795

the Employee Incentive Plan:

- (a) a custodial or depositary service in relation to the eligible product where the body performs their duties in good faith and has sufficient resources to perform those duties;
- (b) dealing in the eligible product in the course of providing a custodial or depositary service covered by paragraph (a).

#### *Hawking*

12. FLSmidth or a related body corporate does not have to comply with section 736 or 992A of the Act in relation to making an offer of an eligible product to an eligible participant in the course of, or because of, an unsolicited meeting or telephone call held or made in connection with the Employee Incentive Plan.

#### *Advertising*

13. FLSmidth or a related body corporate does not have to comply with section 1018A of the Act in relation to an advertisement or publication that advertises, or publishes a statement that is reasonably likely to induce eligible participants to acquire, an eligible product under the Employee Incentive Plan.

#### **Conditions**

##### *Disclosure*

14. FLSmidth or a related body corporate must ensure that an offer of an eligible product to an eligible participant under the Employee Incentive Plan is made in, or is accompanied by, an offer document.

##### *5% issue limit*

15. FLSmidth or a related body corporate must, at the time of making an offer of an eligible product under the Employee Incentive Plan, have reasonable grounds to believe that the number of underlying eligible products in a class of underlying eligible products that form part of the issued capital of FLSmidth that have been or may be issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of underlying eligible products in that class on issue:
- (a) underlying eligible products that may be issued under the offer;
  - (b) underlying eligible products issued or that may be issued as a result of offers made at any time during the previous 3 year period under:
    - (i) the Employee Incentive Plan; and
    - (ii) an ASIC exempt arrangement of a similar kind to the Employee Incentive Plan.

16-0795

*Trusts*

16. FLSmith or a related body corporate that makes an offer of an underlying eligible product under the Employee Incentive Plan in relation to which a trustee holds or will hold the underlying eligible products must ensure:
- (a) the activities of the trustee of the trust in that capacity are limited to the Employee Incentive Plan;
  - (b) the trustee maintains written records on the administration of the trust including, in the case of underlying eligible products being held for a specified eligible participant on an allocated basis, written records that identify the underlying eligible products held on an allocated basis for the specified eligible participant;
  - (c) the trustee does not levy any fees or charges for administering the trust that are payable directly by any eligible participant or out of the assets of the trust, other than reasonable disbursements including brokerage and tax levied or incurred in connection with the trust;
  - (d) if the trustee is FLSmith or an associate of FLSmith—the trustee does not, at its own discretion, exercise any voting rights attaching to any of the underlying eligible products that it holds on trust; and
  - (e) the trustee, either alone or together with one or more other trustees, does not hold more than 5% of the voting shares or voting interests in FLSmith where such holdings relate to the Employee Incentive Plan.

**ASIC power to request documents**

17. FLSmith or a related body corporate must, if requested by ASIC and in accordance with the request, make available to ASIC the offer document and all other accompanying information or documents given to eligible participants in connection with an offer under the Employee Incentive Plan that is made in reliance on this instrument.

**Interpretation**

18. In this instrument:

- (a) *able to be traded* has the meaning given by section 761A of the Act;

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

*casual employee*, in relation to FLSmith or a related body corporate, means an individual who is, or might reasonably be expected to be, engaged to work the

## 16-0795

number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the body;

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

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

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

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

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

*Employee Incentive Plan* means the FLSmith & Co. A/S Long-term Incentive Programme which is in substantially the same form as provided to ASIC on 30 March 2016.

*financial product advice* has the meaning given by section 766B of the Act;

*FLSmith* means FLSmith & Co. A/S, a company incorporated in Denmark;

*general advice* has the meaning given by section 766B of the Act;

*incentive right* means a conditional right:

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

16-0795

- (iv) a change in the amount or value over a given period of time of dividends or distributions paid or payable in relation to the underlying eligible product to which the right relates; or
- (c) to acquire or to be paid a combination of underlying eligible products and a cash amount as determined in accordance with paragraph (b);

*offer*, in relation to an eligible product, has a meaning affected by sections 700, 702 and 1010C of the Act and includes:

- (a) an offer to issue the eligible product;
- (b) an issue or grant of the eligible product;
- (c) an offer to transfer the eligible product;
- (d) a transfer of the eligible product;
- (e) an offer to arrange for the issue or transfer of the eligible product;

*offer document*, in relation to an offer of eligible products under the Employee Incentive Plan, means a document which includes, or is accompanied by, the following information, statements and explanations worded and presented in a clear, concise and effective manner:

- (a) prominent statements to the effect that:
  - (i) any advice given by FLSmidth or a related body corporate in relation to eligible products offered under the Employee Incentive Plan does not take into account an eligible participant's objectives, financial situation and needs; and
  - (ii) eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice;
- (b) either:
  - (i) a copy of the terms of the Employee Incentive Plan; or
  - (ii) a summary of the terms of the Employee Incentive Plan together with a statement that, on request and at no charge and within a reasonable time, the body will provide an eligible participant with a copy of the terms of the Employee Incentive Plan;
- (c) general information about the risks of acquiring and holding an eligible product being offered under the Employee Incentive Plan;
- (d) if a trustee will hold underlying eligible products in connection with the

16-0795

Employee Incentive Plan —either:

- (i) a copy of the trust deed; or
  - (ii) a summary of the terms of the trust deed together with a statement that, on request and at no charge and within a reasonable time, the body will provide an eligible participant with a copy of the trust deed;
- (e) the acquisition price of the eligible products in Australian dollars or, where the acquisition price is to be worked out in the future under a formula, an explanation of how an eligible participant could calculate the acquisition price of the eligible products in Australian dollars were that formula applied at the date of the offer;
- (f) an explanation of how an eligible participant could, from time to time, ascertain the market price of the underlying eligible products in Australian dollars;

**prospective participant**, in relation to an offer of an eligible product under the Employee Incentive Plan, means a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming covered by one of paragraphs (a) to (d) of column 2 of Table A;

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

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

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

- (b) an offer of eligible products to an eligible participant under the Employee Incentive Plan on terms that the eligible participant may renounce the offer in favour of a person covered by one of the following paragraphs is to be treated as an offer of eligible products to the eligible participant:
- (i) an immediate family member of the eligible participant;
  - (ii) a company whose members comprise no persons other than the eligible participant or immediate family members of the participant;
  - (iii) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) where the eligible participant is a director of the trustee;
- (c) for the avoidance of doubt, a document or other writing to be given in connection with this instrument may be given by electronic means (including, in the case of a document or other writing to be given by FLSmith or a related body corporate, by way of making it available on a website and notifying the intended recipient that it is available on the website).

16-0795

Dated this 19<sup>th</sup> day of August 2016

A handwritten signature in black ink, appearing to be 'Melissa Liu', written over a horizontal line.

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

16-0795

**Table A**

| Column 1<br>Eligible product  | Column 2<br>Eligible participant  |
|---|---|
| <p>(a) a fully paid share of FLSmidth that is in a class of shares able to be traded on NASDAQ Copenhagen;</p> <p>(b) a beneficial interest in a fully paid share of FLSmidth where the interest is in a class of interests that is able to be traded on NASDAQ Copenhagen;</p> <p>(c) a fully paid share of FLSmidth in relation to which both of the following apply:</p> <p style="padding-left: 20px;">(i) a beneficial interest in a share of that class are in a class of interests that is able to be traded on NASDAQ Copenhagen;</p> <p style="padding-left: 20px;">(ii) the share is convertible into the beneficial interest without charge or for a nominal fee;</p> <p>(d) a unit in a financial product mentioned in paragraphs (a) to (c);</p> <p>(e) an option to acquire, by way of issue or transfer, a financial product mentioned in paragraphs (a) to (c);</p> <p>(f) an incentive right granted in relation to a financial product mentioned in paragraphs (a) to (c),</p> <p>where in each case in relation to a product mentioned in paragraphs (a) to (c) that is in a class of products that is able to be traded on NASDAQ Copenhagen:</p> <p>(g) the product is in the same class as financial products which were able to be traded on NASDAQ Copenhagen at all times in the 3 months before the day of the offer document is first given to the eligible participant; and</p> <p>(h) the class of products were not suspended for more than a total of 5 days during the shorter of the period during which the class of products were able to be traded, and the period of 12 months before the day the offer document is first given to the eligible participant.</p> | <p>(a) a full-time or part-time employee (including an executive director);</p> <p>(b) a non-executive director;</p> <p>(c) a contractor;</p> <p>(d) a casual employee;</p> <p>(e) a prospective participant.</p> |

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this nineteenth day of August 2016

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

CANTORIS SPARE B.V.

164 124 323

HACT SAP LIMITED

108 924 072

SPARROWS OFFSHORE SERVICES LIMITED

091 041 379

TAMINCO BVBA

145 032 471

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 nineteenth day of August 2016

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

MAN OM-IP 2ECLIPSE LIMITED

122 709 380

MAN SERIES 9 OM-IP 220 LIMITED

105 220 862

ZI7 GROUP LIMITED

164 078 362

---

CORPORATIONS ACT 2001

Subsection 601PB(2)

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

Dated this nineteenth day of August 2016

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

**ARSN**

SCHRODER WHOLESAL PLUS AUSTRALIAN SMALLER COMPANIES  
FUND

602 190 527

---

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.

**FREEDOM INSURANCE GROUP PTY LTD**

ACN 608 717 728 will change to a public company limited by shares. The new name will be FREEDOM INSURANCE GROUP LTD ACN 608 717 728.

**KALAMAZOO RESOURCES PTY LTD**

ACN 150 026 850 will change to a public company limited by shares. The new name will be KALAMAZOO RESOURCES LIMITED ACN 150 026 850.

**VILLAWOOD RATHDOWNE PTY LTD**

ACN 610 814 349 will change to a public company limited by shares. The new name will be VILLAWOOD RATHDOWNE LIMITED ACN 610 814 349.

**HALE ENERGY LIMITED** ACN 114 933 998

will change to a proprietary company limited by shares. The new name will be HALE ENERGY PTY LTD ACN 114 933 998.

**TASPLAN LTD.** ACN 009 563 062 will change

to a proprietary company limited by shares. The new name will be TASPLAN PTY LTD ACN 009 563 062.

**XCEED RESOURCES LTD** ACN 009 181 006

will change to a proprietary company limited by shares. The new name will be XCEED RESOURCES PROPRIETARY LIMITED ACN 009 181 006.