



ASIC
Australian Securities &
Investments Commission

Commonwealth of Australia Gazette
No. A44/22 Monday 31 October 2022

Published by ASIC

ASIC Gazette

Contents

Notices under Corporations Act 2001

| | | | | | |
|----------------|----------------|----------------|----------------|----------------|----------------|
| 22-0752 | 22-0852 | 22-0853 | 22-0865 | 22-0877 | 22-0892 |
| 22-0906 | 22-0912 | 22-0916 | 22-0917 | 22-0918 | 22-0924 |

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 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
Email gazette.publisher@asic.gov.au

© Commonwealth of Australia, 2022

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

22-0752

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Superannuation Industry (Supervision) Act 1993
Subsection 130F(2)

DISQUALIFICATION ORDER

To: Ms Janette Townshend

Approved SMSF auditor registration number SAN 100016859

Under s130F(2) of the *Superannuation Industry (Supervision) Act 1993* the Australian Securities and Investments Commission disqualifies Janette Townshend from being an approved SMSF auditor with effect from 29 August 2022.

Dated this 25 August 2022



Signed
Craig Angove
Delegate of the Australian Securities and Investments Commission



ASIC
Australian Securities &
Investments Commission

**Australian Securities
and Investments Commission**

Office
Level 5, 100 Market Street
Sydney NSW 2000

Mail
GPO Box 9827
Sydney NSW 2001

Tel: +61 1300 935 075
Fax: +61 1300 720 000

www.asic.gov.au

22-0852

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

Notice of Cancellation of an Australian Financial Services Licence

TO: AMP Superannuation Limited
ACN 008 414 104 ("the Licensee")
Level 29, 50 Bridge Street
Sydney NSW 2000

1. Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 233060 held by the Licensee, with effect from the date on which this notice is given to the Licensee.
2. Pursuant to section 915H of the Act, the AFS licence continues in effect while cancelled, as though the cancellation had not happened for the purposes of:
 - a. paragraphs 912A(2)(c) of the Act, which requires the Licensee to maintain membership of the Australian Financial Complaints Authority scheme for no less than twelve months from the date the notice of cancellation of the AFS licence is given to the Licensee; and
 - b. section 912B of the Act, which requires the Licensee to maintain compensation arrangements for no less than twelve months from the date the notice of cancellation of the AFS licence is given to the Licensee. The arrangements must satisfy the requirements set out in regulation 7.6.02AAA of the Corporations Regulations 2001.

Dated 27 October 2022

Signed

Jedo Charles
a delegate of the Australian Securities and Investments Commission

22-0853

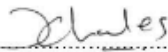
**Australian Securities and Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Andbak Pty Ltd & N.P Anderson
ABN: 54 002 561 050 ("the Licensee")
Lifetime Accounting Services
33 Chapman Road
GERALDTON WA 6530

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number **488440** held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 20 October 2022

Signed 

Jedo Charles
A delegate of the Australian Securities and Investments Commission

22-0865

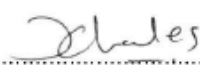
**Australian Securities and Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: South-West Credit Union Co-Operative Limited
ACN 087 651 705 ("the Licensee")
PO Box 635
WARRNAMBOOL VIC 3280

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 241258 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 12 October 2022

Signed 

Jedo Charles
A delegate of the Australian Securities and Investments Commission

22-0877

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Mr Clive Donner
ACN 098 197 258
Linq Capital Limited
Level 1 17 Ord Street
West Perth WA 6005

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 239785 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 26 October 2022

Signed 

Jedo Charles

A delegate of the Australian Securities and Investments Commission

22-0892


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

Notice of Cancellation of an Australian Financial Services Licence

TO: Johnson Ka-Yan Leung
ABN: 56 934 966 245
Po Box 6242 Upper Mount
Gravatt QLD 4122

Pursuant to paragraph 915B(1)(e) if person of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 489105 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 26 October 2022

Signed 
.....

Jedo Charles
A delegate of the Australian Securities and Investments Commission

22-0906

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 926A(2)(a)– Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under s926A(2)(a) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC Instrument 22-0906.

Commencement

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

Exemption

4. ASIC exempts SANDS CAPITAL VENTURES, LLC, a company incorporated under the laws of the US and registered with the US Securities and Exchange Commission under file number 801-72115 (the *Body*), from the requirement to hold an Australian financial services (AFS) licence, upon the conditions referred to in Schedule A, in the case referred to in Schedule B.

Cessation

5. The exemption in paragraph 4 ceases to have effect on the earlier of:
 - (a) sub-paragraph 1(3) of Sch 2 of the *ASIC Corporations (Repeal and Transitional) Instrument 2016/396* ceasing to have effect in relation to the relief that was provided under ASIC Class Order [CO 03/1100] *US SEC regulated financial service providers*; or
 - (b) the Body failing to comply with any written notice given by ASIC directing the body to give to ASIC, within the time specified in the notice, a written statement containing specified information about the financial service business operated by the body in this jurisdiction.

Schedule A

1. The exemption in paragraph 4 applies where all of the following apply:
 - (a) The Body is:
 - (i) a registered broker dealer that is a member of the Securities Investor Protection Corporation established under the Securities Investor

22-0906

Protection Act of 1970 of the US and that is a member of FINRA and FINRA is the body's examining authority; or

- (ii) a registered broker deal that is an OTC derivatives dealer within the meaning of Rule 3b-12 promulgated under the Exchange Act who is affiliated within the meaning of that Rule with a registered broker dealer who is a member of FINRA; or
 - (iii) a registered investment adviser;
- (b) the Body is a body corporate incorporated or a partnership formed in the US or a State of the US;
- (c) the Body:
- (i) is registered under Division 2 of Part 5B.2 of the Act; or
 - (ii) has an Agent at the time the Body first purports to rely on this instrument and, from that time, has not failed to have an Agent for any consecutive period of 10 business days;
- (d) the Body's primary business is the provision of financial services;
- (e) neither the Body nor its Agent has been notified by ASIC that the Body is excluded from relying on this instrument;
- (f) if the Body 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 a requirement set out in Schedule C;
- (i) 15 business days have not passed since the Body became so aware or should reasonably have become so aware without the Body providing full particulars of the failure to ASIC (to the extent that the Body knows those particulars or would have known them if it had undertaken reasonable enquiries); and
 - (ii) 30 business days have not passed from ASIC receiving those particulars from the Body without ASIC notifying the Body that it may continue to rely on this instrument; and
- (g) the Body has not notified ASIC that it will not rely on this instrument.

Schedule B

Where:

1. the Body provides any of the following financial services (the *financial services*) in this jurisdiction to wholesale clients:
 - (a) providing financial product advice; or

22-0906

- (b) dealing in a financial product;

in respect of any of the following financial products:

- (c) derivatives;
- (d) foreign exchange contracts;
- (e) securities;
- (f) debentures, stocks or bonds issued by a government;
- (g) managed investment products; or
- (h) interest in a managed investment scheme that is not required to be registered under Chapter 5C of the Act.

- 2. the Body has provided ASIC with:

- (a) evidence that paragraph 1(a) of Schedule A is satisfied that ASIC has stated in writing is adequate;
- (b) a notice that it will provide financial services in this jurisdiction in reliance on this instrument;
- (c) a deed of the Body for the benefit of and enforceable by ASIC and the other persons referred to in subsection 659B(1) of the Act that applies notwithstanding that the Body may have ceased to rely, or never have relied, on this instrument, which deed provides that:
 - i. the deed is irrevocable except with the prior written consent of ASIC;
 - ii. the Body submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise;
 - iii. the Body covenants to comply with any order of an Australian court in respect of any matter relating to the provision of the financial services;
 - iv. if the Body is not registered under Division 2 of Part 5B.2 of the Act, service of process on the Body in relation to legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in subsection 659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise can be effected by service on the Agent; and
 - v. the Body covenants that, on written request of either the SEC or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist the SEC to disclose to ASIC and

22-0906

ASIC to disclose to the SEC any information or document that the SEC or ASIC has that relates to the Body; and

- (d) written consents to the disclosure by the SEC to ASIC and ASIC to the SEC of any information or document that the SEC or ASIC has that relates to the Body. The consents must be in such form (if any) as ASIC specifies in writing.

Schedule C

The Body must:

1. provide each of the financial services in this jurisdiction in a manner which would comply, so far as is possible, with the US regulatory requirements if the financial service were provided in the US in like circumstances; and
2. notify ASIC, as soon as practicable and in any event within 15 business days after the Body became aware or should reasonably have become aware, and in such form if any as ASIC may from time to time specify in writing, of the details of:
 - (a) each significant change to, including the termination of, the registration as a registered investment adviser applying to the Body relevant to the financial services the Body provides or intends to provide in this jurisdiction; and
 - (b) each significant particular exemption or other relief which the Body obtains from the US regulatory requirements relevant to the financial services the Body provides or intends to provide in this jurisdiction; and
 - (c) each action or investigation of the following kinds taken by the SEC or other overseas regulatory authority against the Body in a foreign jurisdiction in relation to financial services provided in the foreign jurisdiction:
 - i. significant enforcement action;
 - ii. significant disciplinary action;
 - iii. significant investigation (unless, after having taken reasonable steps to enable notification to be given to ASIC, the Body is prohibited by law from giving such notification but only to the extent of the prohibition); and
3. provide written disclosure to all persons to whom the financial services are provided in this jurisdiction (before the financial services are provided) containing prominent statements to the following effect:

22-0906

- (a) the Body is exempt from the requirement to hold an Australian financial services licence under the Act in respect of the financial services; and
 - (b) the Body is regulated by the SEC under US laws, which differ from Australian laws; and
4. if ASIC gives the Body a written notice directing the Body to lodge with ASIC, within the time specified in the notice, a written statement containing specified information about any financial service provided by the Body in this jurisdiction—comply with the notice.

Interpretation

In this instrument:

address, in relation to a company, means the address of the registered office of the company;

Agent means a natural person resident in this jurisdiction or a company, whose name and address were last notified to ASIC by the Body for the purposes of this instrument, and who is authorised to accept on the Body's behalf, service of process from ASIC and, in relation to proceedings relating to a financial services law, from any person referred to in subsection 659B(1) of the Act;

ASIC Act means the *Australian Securities and Investments Commission Act 2001*;

derivative has the meaning given by section 761D of the Act;

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

financial services law has the meaning given by section 761A of the Act;

FINRA means the Financial Industry Regulation Authority;

foreign exchange contract has the meaning given by section 761A of the Act;

notice and *notified* mean, respectively, written notice and notified in writing;

overseas regulatory authority means a foreign regulatory authority (other than the SEC) which regulates financial services and which is established by or for the purposes of a foreign government or legislative body;

registered investment adviser means a body corporate or a partnership formed in the US or a State of the US registered under section 203(c) of the Investment Advisers Act of 1940 of the US;

SEC means the Securities and Exchange Commission of the US;

22-0906

securities has the meaning given by section 761A of the Act;

US means the United States of America;

US regulatory requirements means the rules that apply in relation to the financial services including:

(a) any applicable legislation, instruments made under that legislation and any relevant policies or other documents (however described) issued by the SEC; and

(b) if the body is covered by subparagraph 1(a)(i) of Schedule A but not subparagraphs (a)(ii) of that Schedule – any applicable rules, policies or other documents (however described) of FINRA; and

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

Dated this 25th day of October 2022.



Signed by Juhyun Pak
as a delegate of the Australian Securities and Investments Commission

22-0912

Notice is given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order in the terms set out below, which order took effect on 17 October 2022.

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

To: **S.A.M Financial Group (Australia) Pty Ltd.**

Under section 915B of the Corporations Act 2001, the Australian Securities and Investments Commission cancels Australian Financial Services Licence number 338674 held by **S.A.M Financial Group (Australia) Pty Ltd. ACN 084 146 403**

Dated this 17th day of October 2022.

Signed: 

Melanie Baxter
Delegate of the Australian Securities and Investments Commission

22-0916

**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 22-0916.

Commencement

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

Declaration

4. Chapter 6D of the Act applies to NOHC as if subsection 708(13) of the Act were modified by omitting paragraph 708(13)(a) and substituting the following:

“(a) an offer of fully-paid shares in a body to one or more existing holders of shares in:

- (i) the body; or
- (ii) a subsidiary of the body;

under a dividend reinvestment plan or bonus share plan; or”

Where this instrument applies

5. The declaration in paragraph 4 applies where, under the NOHC DRP, NOHC will apply the Residual Positive Balances of participants in the ANZBGL DRP to acquire shares in NOHC for those participants.

Interpretation

ANZBGL means Australia and New Zealand Banking Group Limited ACN 005 357 522.

ANZBGL DRP means the dividend reinvestment plan of ANZBGL.

ANZBGL Scheme of Arrangement means the arrangement under Part 5.1 of the Act between ANZBGL and its members pursuant to which all of the ordinary shares in ANZBGL are to be transferred to NOHC in consideration for the issue of NOHC in respect of which an explanatory statement was registered by ASIC on or around 26 October 2022.

NOHC means ANZ Group Holdings Limited ACN 659 510 791, which will become the parent entity of ANZBGL upon implementation of the ANZBGL Scheme of Arrangement.

NOHC DRP means the dividend reinvestment plan of NOHC.

22-0916

Residual Positive Balances means the residual balances in the ANZBGL account of each participant in the ANZBGL DRP.

Dated this 25th day of October 2022



Signed by Genevieve Lai
as a delegate of the Australian Securities and Investments Commission

22-0917

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

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 22-0917.

Commencement

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

Declarations

4. Chapter 6D of the Act applies to NOHC as if the definition of "continuously quoted securities" in section 9 of the Act were omitted and replaced with the following:

"continuously quoted securities are securities:

- (a) that are in a class of securities that are quoted ED securities where:
 - (i) securities in the class were first issued following the implementation of a Part 5.1 arrangement between a company (the *subsidiary*) and its members under which the subsidiary became a wholly-owned subsidiary of the issuer (the *issuer*); and
 - (ii) securities in the class were not quoted ED securities at all times in the 3 months before the date of the prospectus or Product Disclosure Statement (as applicable); and
 - (iii) the subsidiary's securities transferred to the issuer pursuant to the Part 5.1 arrangement referred in subparagraph (a)(i) were in a class of securities that were quoted ED securities at all times in the 3 months before implementation of the Part 5.1 arrangement; and
- (b) in relation to which the following subparagraphs are satisfied by both the issuer and the subsidiary:
 - (i) no exemption under section 111AS or 111AT, or modification under section 111AV, covered the issuer or subsidiary, or any person as director or auditor of the issuer or subsidiary; and
 - (ii) no exemption under paragraph 741(1)(a), or declaration under paragraph 741(1)(b), relating to a disclosing entity provision for the purposes of Division 4 of Part 1.2A covered the issuer or subsidiary, or any person as director or auditor of the issuer or subsidiary; and

22-0917

- (iii) other than a technical relief instrument, no order under section 340 or 341 covered the issuer or subsidiary, or any person as director or auditor of the issuer or subsidiary;

during the following periods:

- (iv) in the case of the issuer - the shorter of the period during which the class of securities were quoted, and the period of 12 months before the date of the prospectus or Product Disclosure Statement (as applicable); or
- (v) in the case of the subsidiary - the period of 12 months before the date of implementation of the Part 5.1 arrangement referred to in subparagraph (a)(i);

and, for these purposes, securities are not in different classes merely because of a temporary difference in the dividend, or distribution rights, attaching to the securities or because different amounts have been paid up on the securities."

- 5. Chapter 6D applies to NOHC and each holder of NOHC Shares as if subsection 708A(5) of the Act, as modified by ASIC Corporations (Sale Offers By Controllers) Instrument 2016/81, were omitted, and replaced with the following:

"The sale offer does not need disclosure to investors under this Part if:

- (a) the relevant securities are in a class of securities that are quoted securities where:
 - (i) securities in the class were first issued following the implementation of a Part 5.1 arrangement between a company (the *subsidiary*) and its members under which the subsidiary became a wholly-owned subsidiary of the body; and
 - (ii) securities in the class were not quoted securities at all times in the 3 months before the day on which the relevant securities were issued; and
 - (iii) the subsidiary's securities transferred to the body pursuant to the Part 5.1 arrangement referred to in subparagraph (a)(i) were in a class of securities that were quoted securities at all times in the 3 months before implementation of the Part 5.1 arrangement; and
- (b) trading in the class of securities of the body on a prescribed financial market on which they were quoted was not suspended for more than a total of 5 days before the day on which the relevant securities were issued (notionally aggregating any period of suspension of quotation for the subsidiary determined for the purposes of paragraph (c) and disregarding any suspension of quotation in connection with the implementation of the Part 5.1 arrangement referred to in subparagraph (a)(i)); and
- (c) trading in the class of securities of the subsidiary on a prescribed financial market on which they were quoted before implementation of the Part 5.1 arrangement referred to in subparagraph (a)(i) was not suspended for more

22-0917

than a total of 5 days during the period of 12 months before implementation of the Part 5.1 arrangement (disregarding any suspension of quotation in connection with the implementation of the Part 5.1 arrangement referred to in subparagraph (a)(i)); and

- (d) no exemption under section 111AS or 111AT covered the body or subsidiary, or any person as director or auditor of the body or subsidiary, at any time during the relevant period referred to in subparagraph (b); and
- (e) other than a technical relief instrument, no order under section 340 or 341 covered the body or subsidiary, or any person as director or auditor of the body or subsidiary, at any time during the relevant period referred to in subparagraph (b); and
- (f) either:
 - (i) if this section applies because of subsection (1), the body gives the relevant market operator for the body a notice that complies with subsection (6) before the sale offer is made; or
 - (ii) if this section applies because of subsection (1A), both the body, and the controller, give the relevant market operator for the body a notice that complies with subsection (6) before the sale offer is made."

Where this instrument applies

7. This instrument applies in relation to:

- (a) any offer of NOHC Shares, or options to acquire NOHC Shares, for issue in the 3 months following the quotation of NOHC Shares issued as part of the ANZBGL Scheme of Arrangement on the financial market operated by ASX Limited ACN 008 624 691; and
- (b) any offer for sale of any NOHC Shares, or options to acquire NOHC Shares, referred to in subparagraph 7(a) within 12 months after their issue;

where:

- (c) the NOHC Shares being offered are in the same class of securities issued to the members of ANZBGL pursuant to the ANZBGL Scheme of Arrangement; and
- (d) the NOHC Shares issued to the members of ANZBGL pursuant to the ANZBGL Scheme of Arrangement become quoted ED securities in Australia on or about the date of implementation of the ANZBGL Scheme of Arrangement.

Interpretation

ANZBGL means Australia and New Zealand Banking Group Limited ACN 005 357 522

22-0917

ANZBGL Scheme of Arrangement means the arrangement under Part 5.1 of the Act between ANZBGL and its members pursuant to which all of the ordinary shares in ANZBGL are to be transferred to NOHC in consideration for the issue of NOHC in respect of which an explanatory statement was registered by ASIC on or around 26 October 2022.

CHESS means the Clearing House Electronic Subregister System operated by ASX Settlement and Transfer Corporation Pty Limited ACN 008 04 532

NOHC means ANZ Group Holdings Limited ACN 659 510 791, which will become the parent entity of ANZBGL upon implementation of the ANZBGL Scheme of Arrangement.

NOHC Share means a fully paid ordinary share in NOHC.

Dated this 25th day of October 2022



Signed by Genevieve Lai
as a delegate of the Australian Securities and Investments Commission

22-0918

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 992B(1)(a) - Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 992B(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 22-0918.

Commencement

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

Exemptions

4. NS Financial Pty Ltd ACN 623 530 905 (*NSF*) does not have to comply with section 989B of the *Act* for the financial year ending 30 June 2022.

Where this instrument applies

5. This instrument applies where NSF did not provide any financial services authorised under its Australian Financial Services Licence No. 539778 to any person during the period from 29 June 2022 to 30 June 2022.

Dated this 26th day of October 2022



Signed by Daniel Slupek
as a delegate of the Australian Securities and Investments Commission

22-0924

Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 601QA(1), 741(1), 926A(2), 992B(1), and
1020F(1) – Exemptions

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsections 601QA(1), 741(1), 926A(2), 992B(1) and 1020F(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 22-0924.

Commencement

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

Nature of this instrument

4. This instrument is an individual relief instrument, as referred to in paragraphs 28A to 28D of ASIC Class Order [CO 14/1000].

Disclosure relief*Offers made under an employee incentive scheme*

5. A Specified Person that makes an offer under an employee incentive scheme covered by this instrument does not have to comply with Part 6D.2, 6D.3 or 7.9 of the Act in relation to the offer.
6. A person that makes a sale offer of an underlying eligible product within 12 months after the issue of the product does not have to comply with Part 6D.2, 6D.3 or 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 an employee incentive scheme; or
 - (ii) to a FCPE or a trustee in connection with an employee incentive scheme; and
 - (b) the person has no reason to believe the employee incentive scheme is not covered by this instrument.
7. A person that makes a sale offer of a financial product within 12 months after the issue of the product does not have to comply with Part 6D.2, 6D.3 or 7.9 of the Act in relation to the sale offer where:
 - (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 an employee incentive scheme; or
 - (ii) to a FCPE or a trustee in connection with an employee incentive scheme; and
 - (b) the person has no reason to believe the employee incentive scheme is not covered by this instrument.

22-0924

Licensing, hawking and other incidental relief*General advice*

8. A Specified Person that makes an offer under an employee incentive scheme covered by this instrument and, in relation to the offer, provides a financial service consisting of general advice in connection with the offer, does not have to comply with subsection 911A(1) of the Act in relation to the advice.

Dealing

9. A Specified Person that provides any of the following financial services in relation to an offer in connection with an employee incentive scheme covered by this instrument does not have to comply with subsection 911A(1) of the Act in relation to the financial service:
- (a) issuing the eligible product;
 - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by the Company 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; and
 - (c) dealing in an interest in a managed investment scheme covered by paragraph 13 of this instrument or paragraph 28C of ASIC Class Order [CO 14/1000].

Custodial or depository services

10. A Specified Person that provides any of the following financial services in connection with an employee incentive scheme covered by this instrument does not have to comply with subsection 911A(1) of the Act in relation to the financial services:
- (a) a custodial or depository service in relation to the eligible product where the Specified Person performs their duties in good faith and has sufficient resources to perform those duties; and
 - (b) dealing in the eligible product in the course of providing a custodial or depository service covered by paragraph (a).

Hawking

11. A Specified Person that makes 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 an employee incentive scheme covered by this instrument does not have to comply with sections 736, 992A or 992AA of the Act.

Advertising

12. A Specified Person that advertises, or publishes a statement that is reasonably likely to induce eligible participants to acquire, an eligible product under an employee

22-0924

incentive scheme covered by this instrument does not have to comply with section 1018A of the Act in relation to an advertisement or publication.

Incidental managed investment scheme

13. A Specified Person that operates a managed investment scheme only by reason of making eligible products available under an employee incentive scheme covered by this instrument or operating a contribution plan in connection with an employee incentive scheme covered by this instrument does not have to comply with section 601ED of the Act in relation to the operation of that managed investment scheme.

Conditions

Notice of reliance

14. A Specified Person making an offer in connection with a particular employee incentive scheme covered by this instrument must give ASIC a notice of reliance.

Note: A notice of reliance can cover a particular employee incentive scheme that is intended to operate for many years. A new notice of reliance will be required to be given to ASIC if the Company or a related body corporate establishes a new employee incentive scheme.

15. The Company or a related body corporate may give ASIC the notice of reliance at any time before the Specified Person first relies on this instrument in relation to the particular employee incentive scheme but, in any event, must give ASIC the notice of reliance no later than 1 month after the day the Specified Person first relies on this instrument in relation to the particular employee incentive scheme.

Disclosure

16. A Specified Person that makes an offer under an employee incentive scheme covered by this instrument must ensure that the offer is made in, or is accompanied by, an offer document.

5% issue limit

17. A Specified Person that makes an offer covered by this instrument must, at the time of making the offer, 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 the Company 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) an employee incentive scheme or like scheme of the Company or a related body corporate, where offers were covered by this instrument or an individual instrument made by ASIC on terms similar to this instrument; or
 - (ii) an employee incentive scheme or employee share scheme of the Company or a related body corporate, where the offers were

22-0924

covered by ASIC Class Order [CO 03/184] or an individual instrument made by ASIC on terms similar to that class order.

FCPE structure

18. The Company must take all reasonable steps to ensure that:
- (a) the Manager maintains written records on the administration of the FCPE including written records that identify the underlying eligible products held on an allocated basis for the specified eligible participant;
 - (b) the Manager and the Custodian do not levy any fees or charges for administering the FCPE that are payable directly by any eligible participant or out of the assets of the FCPE, other than reasonable disbursements including brokerage and tax levied or incurred in connection with the FCPE or fees and charges, as otherwise provided for in the Rules, or as the Company reasonably believes are authorised under the laws of France;
 - (c) the Manager does not, at its own discretion, exercise any voting rights attaching to any of the underlying eligible products held in the FCPE;
 - (d) the FCPE does not hold more than 5% of the voting shares or voting interests in the Company where such holdings relate to employee incentive schemes of the Company or a related body corporate in reliance on this instrument;
 - (e) the FCPE and an employee incentive scheme covered by this instrument, at all times, are approved and regulated by the Relevant Agency; and
 - (f) the Custodian complies with the laws of France.

Regulation

19. The Specified Person must, at all times, comply with the Rules.
20. The Manager must, at all times, be approved by the Relevant Agency.
21. The Rules must not be modified or varied in any material respect that would adversely affect the rights and interests of eligible participants, unless:
- (a) the Company reasonably believes that such modification or variation is required by the laws of France; or
 - (b) ASIC gives prior written notice to the Company that it does not object to the modification or variation.
22. The Company must notify ASIC as soon as practicable, and in any event, within 15 business days from the date it knew, or should reasonably have known, of the following notifiable matters:
- (a) any significant change to the authorisation granted by the Relevant Agency relating to the operation of the FCPE, including any exemptions or other relief granted to any of the Specified Person; and
 - (b) the details of each significant investigation, disciplinary or enforcement action against any of the Specified Persons.

FCPE annual financial statements

23. The FCPE annual financial statements must be audited annually.

22-0924

24. If requested by an eligible participant at any time during the period the eligible participant is participating in an employee incentive scheme covered by this instrument, the Company must provide and make available at the registered office or principal place of business of Australian Companies, during normal business hours or such other time as is agreed with the eligible participant:
- (a) the most recent FCPE annual financial statements and accompanying auditors' report;
 - (b) a copy of the Rules;
 - (c) a copy of the offer document; and
 - (d) a response to any other reasonable request for information.

Redemption of eligible products

25. The Australian Companies must accept notices, correspondence and service of process on behalf of each of the Specified Person at their registered office or principal place of business.
26. The Australian Companies must forward any notice received from an eligible participant in connection with an employee incentive scheme, including a notice relating to the buy-back or redemption of eligible products as provided for in the Rules, to the Manager without delay.
27. The Company must notify ASIC within 5 business days of:
- (a) suspension or termination of the buy-back arrangements or redemption facilities of eligible products in the FCPE; or
 - (b) suspension of the quotation of the underlying eligible products of the Company on the eligible financial market.
28. The Company must maintain, at the registered office or principal place of business of the Australian Companies, a register of eligible participants who are participating in an employee incentive scheme covered by this instrument that includes details of:
- (a) the names and addresses of each eligible participant;
 - (b) the extent of the holding of each eligible participant;
 - (c) the date at which the name of each eligible participant was entered in the register; and
 - (d) the date at which any eligible participant's interest ceased.

Cessation

29. An offer made in reliance on this instrument cannot be made after 31 December 2022.
30. An offer made in reliance on this instrument may remain open for acceptance by an eligible participant for up to 13 months after the offer is made.

ASIC power to request documents

31. A Specified Person must, if requested by ASIC and in accordance with the request, make available to ASIC the offer document and all other accompanying information

22-0924

or documents given to eligible participants in connection with an offer that is made in reliance on this instrument, including:

- (a) records relating to the issue or sale of and the buy-back or redemption of eligible products in the FCPE to or from eligible participants; and
- (b) if any document is not in English, a translation of that document into English which must be a certified translation if requested by ASIC.

Interpretation

32. In this instrument:

- (a) *able to be traded* has the meaning given by section 761A of the Act;
Australian Companies mean OVH Australia Pty Ltd ACN 612 612 754 and Data Center Sydney Pty Ltd ACN 612 612 978;
casual employee, in relation to the Company or a related body corporate, means an individual who 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;
Company means OVH Groupe, a body registered in France and listed on the eligible financial market;
Custodian means the custodian of the FCPE from time to time (presently Caceis Bank, a body registered in France), which, by way of contract, acts for or on behalf of the Company in connection with an offer to an eligible participant under an employee incentive scheme;
contribution, in relation to a contribution plan, does not include:
 - (i) nominal monetary consideration; or
 - (ii) a monetary contribution as consideration for an issue, transfer or grant of an eligible product to the eligible participant without undue delay (including a monetary contribution made to exercise an eligible product or cause an eligible product to vest);*contribution plan* means a plan under which an eligible participant may make monetary contributions to acquire eligible products, whether made before or after the acquisition, from one or more of the following:
 - (i) gross (before-tax) wages or salary;
 - (ii) net (after-tax) wages or salary;
 - (iii) other monies;*eligible financial market* means the financial market operated by Euronext Paris and, unless a contrary intention appears, is limited to the main board of that market;
eligible participant means, in relation to the Company or a related body corporate, a person specified in column 2 of Table A who is a resident in this jurisdiction;
eligible product means, in relation to the Company, a financial product specified in column 1 of Table A;

22-0924

employee incentive scheme means an arrangement under which eligible products of or relating to the Company are offered to eligible participants through a FCPE (or in connection with a FCPE), and which is designed to support interdependence between the Company and its related bodies corporate and those participants for their long-term mutual benefit;

FCPE means a collective employee investment vehicle known as a Fonds Commun de Placement d'Entreprise approved by the Relevant Agency and including any successor FCPEs that are formed on a temporary basis in order to make offers of eligible products to eligible participants;

FCPE annual financial statement means the books of account maintained in respect of the activities of the FCPE (including the statement of assets and liabilities, balance sheet, income statement, together with the related notes) prepared in accordance with French accounting standards and the laws of France;

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

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

Manager means the independent management company of the FCPE from time to time (presently Amundi Asset Management) which, by way of contract with the Company, acts for or on behalf of the Company in connection with an offer to an eligible participant under an employee incentive scheme;

nominal monetary consideration means monetary consideration of a token or trivial amount;

notice of reliance, in relation to a particular employee incentive scheme, means a written notice in a form approved in writing by ASIC;

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

- (i) an offer to issue the eligible product;
- (ii) an issue or grant of the eligible product;
- (iii) an offer to transfer the eligible product;
- (iv) a transfer of the eligible product; and
- (v) an offer to arrange for the issue or transfer of the eligible product;

offer document, in relation to an offer of eligible products under an employee incentive scheme, 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:

- (i) prominent statements to the effect that:
 - a. any advice given by any Specified Person in relation to eligible products offered under the employee incentive scheme does not take into account an eligible participant's objectives, financial situation and needs;

22-0924

- b. eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice; and
 - c. the FCPE and the employee incentive scheme are regulated by the laws of France, and those laws differ from Australian laws;
- (ii) either:
- a. a copy of the Rules; or
 - b. a summary of the Rules together with a statement that, on request and at no charge and within a reasonable time, the Company will provide an eligible participant with a copy of the Rules;
- (iii) general information about the risks of acquiring and holding an eligible product being offered under the employee incentive scheme;
- (iv) as the FCPE and employee incentive schemes are regulated by the laws of France, a brief description of the legal and practical effect (if any) this may have on the rights and ability of an eligible participant domiciled in Australia to make any claim or enforce any right arising out of or in connection with the offer of an eligible product;
- (v) an explanation of the nature of any special risks associated with cross-border investing, such as risks arising from foreign taxation requirements, foreign currency or time differences;
- (vi) details of how the Rules provide for any fees or charges for administering the FCPE that are payable directly by any eligible participant or out of the assets of the FCPE;
- (vii) 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; and
- (viii) an explanation of how an eligible participant could, from time to time, ascertain the market price of an underlying eligible product in Australian dollars;

prospective participant, in relation to an offer of an eligible product under an employee incentive scheme, 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 (c) of column 2 of Table A;

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

Relevant Agency means the Autorité des Marchés Financiers, the French Market Authority;

Rules means the rules of an employee incentive scheme, the rules of the FCPE and the rules of any successor FCPEs that are formed on a temporary basis, each as approved by the Relevant Agency and as amended from time to time;

22-0924

Specified Person means:

- (i) the Company;
- (ii) the related bodies corporate of the Company;
- (iii) the Custodian;
- (iv) the Manager; and
- (v) any person who, by way of contract between the person and the Company, acts for or on behalf of the Company in connection with an offer of an eligible product to an eligible participant under an employee incentive scheme;

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

- (a) an offer of eligible products to an eligible participant under an employee incentive scheme 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; and
 - (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; and
- (b) an employee incentive scheme, employee share scheme, or like scheme is covered by an instrument to the extent that offers are made, or other conduct is carried out, in reliance on this instrument; and
- (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 a Specified Person in relation on this instrument, by way of making it available on a website and notifying the intended recipient that it is available on the website).

Dated this 27th day of October 2022



Signed by Nicholas Athanasou
as a delegate of the Australian Securities and Investments Commission

22-0924

Table A

| <i>Column 1</i> Eligible product | <i>Column 2</i> Eligible participant |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(a) a fully paid share of the Company that is in a class of shares able to be traded on an eligible financial market;</p> <p>(b) a unit in a financial product mentioned in paragraph (a);</p> <p>(c) a financial product that relates to a financial product mentioned in paragraph (a) including a conditional right to acquire by way of issue or transfer a financial product mentioned in paragraph (a);</p> <p>where in each case in relation to a product mentioned in paragraph (a):</p> <p>(d) the share is in the same class as financial products which were able to be traded on the relevant financial market at all times in the 3 months before the day the offer document is first given to an eligible participant; and</p> <p>(e) the class of class of shares 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 an 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 casual employee;</p> <p>(d) a prospective participant.</p> |

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 twenty-eighth day of October 2022

| Name of Scheme | ARSN |
|-----------------------------------------------------------|-------------|
| INVESTSMART SEPARATELY MANAGED ACCOUNTS | 655 085 662 |
| WOODSFORD - ANZ CREDIT CARDS - LITIGATION FUNDING SCHEME | 655 213 639 |
| WOODSFORD - BEACH ENERGY - LITIGATION FUNDING SCHEME | 655 926 944 |
| WOODSFORD - MITSUBISHI MOTORS - LITIGATION FUNDING SCHEME | 654 902 315 |
| WOODSFORD - NUIX - LITIGATION FUNDING SCHEME | 655 927 521 |
| WOODSFORD - QSUPER - LITIGATION FUNDING SCHEME | 657 154 508 |
| WOODSFORD - STAR CASINO - LITIGATION FUNDING SCHEME | 657 744 780 |

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-eighth day of October 2022

Name of Company

ARBN

MARES ASIA PACIFIC LIMITED

143 386 734

CORPORATIONS ACT 2001
Subsection 601PB(2)

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

Dated this twenty-eighth day of October 2022

| Name of Scheme | ARSN |
|-------------------------------------------|-------------|
| AMP CAPITAL CONSERVATIVE FUND | 089 594 703 |
| RAVENHALL OFFICE TRUST | 600 756 769 |
| REDOUTE'S CHOICE (AUS) STALLION SYNDICATE | 104 104 038 |
| THE TIDSWELL INVESTMENT PLAN | 093 115 685 |

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this twenty-eighth day of October 2022

Name of Company**ARBN**

| | |
|----------------------------------------------|-------------|
| ATHOS INVESTMENTS PTE LTD | 631 037 440 |
| FIRST DISTRIBUTION ENTERPRISE PTE LTD | 631 038 974 |
| KINETICA DB PTE. LTD. | 638 179 816 |
| MORGAN STANLEY INVESTMENT MANAGEMENT LIMITED | 079 221 104 |
| POLYBUILDING (S) PTE LTD | 623 271 821 |
| REZAL (S) PTE LTD | 631 035 437 |

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.

IMD GOLD MINES LTD ACN 605 374 856 will change to a proprietary company limited by shares. The new name will be **IMD GOLD MINES PROPRIETARY LIMITED** ACN 605 374 856.

MIRUNNERS AUSTRALIA LIMITED ACN 165 575 226 will change to a proprietary company limited by shares. The new name will be **MIRUNNERS AUSTRALIA PTY LTD** ACN 165 575 226.

THE AUSTRALIAN WEALTH ADVISORS GROUP PTY LTD ACN 653 634 292 will change to a public company limited by shares. The new name will be **THE AUSTRALIAN WEALTH ADVISORS GROUP LIMITED** ACN 653 634 292.

MAINSTREAM GROUP HOLDINGS LIMITED ACN 112 252 114 will change to a proprietary company limited by shares. The new name will be **APEX GROUP HOLDINGS (AUSTRALIA) PTY LTD** ACN 112 252 114.

RHINO ENERGY LIMITED ACN 127 687 647 will change to a proprietary company limited by shares. The new name will be **RHINO ENERGY PTY LTD** ACN 127 687 647.