



**ASIC**

Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette  
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# ASIC Gazette

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#### RIGHTS OF REVIEW

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

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14-0276

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [14-0276].

**Commencement**

3. This instrument commences on 4 April 2014.

**Exemptions**

4. Genworth Financial, Inc. (*GNW*), a company incorporated under the laws of the state of Delaware in the United States of America, does not have to comply with subsection 734(2) of the Act.

**Where this instrument applies**

5. The exemption in this instrument applies where GNW causes or authorises the advertisement or publication, by way of filing with the United States Securities and Exchange Commission (*SEC*) or New York Stock Exchange (*NYSE*) and by display on the website operated by the SEC or NYSE, of an announcement on or around 8 April 2014 (*Announcement*) that:
  - (a) refers to an intended offer of ordinary shares in Genworth Mortgage Insurance Australia Limited ACN 154 890 730 (*Genworth Australia Offer*);
  - (b) contains material which is required under the United States Securities Exchange Act of 1934 as amended (*Exchange Act*), and, in particular, Regulation FD under the Exchange Act, to be contained in the Announcement, and nothing more relating to Genworth Australia or the Offer; and
  - (c) is substantially the same as the draft announcement provided to ASIC on 4 April 2014.

**Conditions**

9. The exemption in this instrument only applies if GNW includes in the Announcement:

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- (a) a statement that identifies that the Offer is to be made by Genworth Australia and is in relation to ordinary shares in Genworth Australia;
- (b) a statement that a prospectus for the Offer will be made available to eligible investors when the offer of ordinary shares in Genworth Australia is made;
- (c) a statement that anyone who is eligible and who wants to acquire ordinary shares in Genworth Australia will need to complete the application form that will be in or will accompany the prospectus for the Offer; and
- (d) a statement that the Announcement:
  - (i) is not for circulation or distribution into Australia;
  - (ii) does not constitute an offer of Genworth Australia ordinary shares; and
  - (iii) does not constitute a prospectus for the Offer.

Dated this 4<sup>th</sup> day of April 2014



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

14-0329

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0329.

**Commencement**

3. This instrument commences on 17 April 2014.

**Declaration**

4. Chapter 6D of the Act applies to Atech Holdings Ltd ACN 004 080 460 (the *Issuer*) as if Part 6D.2 were modified or varied as follows:
  - (a) omit paragraph 723(3)(b), substitute:

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

    - (i) the date of the disclosure document; and
    - (ii) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
      - (A) discloses that the securities are not admitted to quotation; and
      - (B) gives applicants 1 month to withdraw their application and be repaid”;
  - (b) in paragraph 724(1)(a), omit the words “and that condition is not satisfied within 4 months after the date of the disclosure document”, substitute:

“and that condition is not satisfied within 4 months after the later of:

    - (iii) the date of the disclosure document; and
    - (iv) the date of the latest supplementary disclosure document for the offer lodged with ASIC which:
      - (A) discloses that the condition has not been satisfied; and
      - (B) gives applicants 1 month to withdraw their application and be repaid”;
  - (c) omit subparagraph 724(1)(b)(ii), substitute:

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

    - (A) the date of the disclosure document; and

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- (B) the date of the latest supplementary disclosure document for the offer lodged with ASIC that discloses that the securities are not admitted to quotation and gives applicants 1 month to withdraw their application and be repaid"; and
- (d) after subsection 724(1A), insert:
- “(1B) Where a supplementary disclosure document of the kind referred to in subparagraphs (1)(a)(iv) or (1)(b)(ii)(B) is lodged with ASIC, the person offering the securities must give the applicants:
- (i) that supplementary disclosure document; and
  - (ii) 1 month to withdraw their application and be repaid.”

**Where this instrument applies**

5. This instrument applies in relation to an offer or issue of securities of the Issuer under a disclosure document lodged with ASIC on 15 April 2014 where the Issuer has lodged a supplementary disclosure document on or after the date of this instrument which describes the need for, and effect of, the relief provided in this instrument.

Dated this 17th day of April 2014



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

14-0350

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [14-0350].

**Commencement**

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

**Declaration**

4. Chapter 5C of the Act applies to Transurban Infrastructure Management Limited ACN 098 147 678 in its capacity as responsible entity of Transurban Holding Trust ARSN 098 807 419 (*THT*) as if section 601GAA of the Act as notionally inserted into the Act by ASIC Class Order [05/26] were modified or varied as follows:

- (a) after subsection 601GAA(3), insert:

"(3A) An issue is taken to comply with subsection (3)(g) where the responsible entity offers the interests in the scheme to some members earlier than to other members where:

- (a) under the terms of the offer no member can be issued interests in the scheme under the offer before a time at which every member could accept the offer and be issued interests in the scheme under the offer; and
- (b) all members have a reasonable time, having regard to whether they are a retail client or not, to decide whether or not to accept the offer."

**Where this declaration applies**

5. This declaration applies in relation to a pro rata entitlement offer of Transurban stapled securities is made to holders of Transurban stapled securities who hold eligible interests as at the Record Date under a rights issue on the terms announced to ASX Limited ACN 008 624 691 on or about 24 April 2014.

14-0350

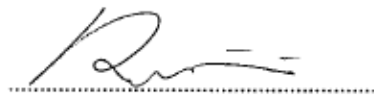
**Interpretation**

6. In this instrument:

*eligible interests* means an interest in THT which is a component part of a Transurban stapled security.

*Record Date* means on or about 1 May 2014.

*Transurban stapled security* means an interest in THT, and an ordinary share in each Transurban Holdings Limited ACN 098 143 429 and Transurban International Limited ACN 121 746 825, which, under the terms on which each is to be traded, must only be transferred together.

Dated this 23<sup>rd</sup> day of April 2014

Signed by Junghee Ryu  
as a delegate of the Australian Securities and Investments Commission

14-0352

**NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001**

Notice is given under s915F 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 23 April 2014.

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

To: Banksia Mortgages Limited  
157 Fenaughty Street  
KYABRAM VIC 3620

Under s915B(3)(d) of the *Corporations Act 2001* (the Act), the Australian Securities and Investments Commission hereby cancels Australian financial services licence number 227733 held by Banksia Mortgages Limited ACN 087 342 238 (the Licensee).

Under s915H of the Act, ASIC specifies that the licence continues in effect as though the cancellation had not happened for the purposes of the provisions of the Act specified in Schedule B in relation to the matters specified in Schedule A.

**Schedule A**

The provision by the Licensee until 30 June 2016 of financial services that are reasonably necessary for or incidental to the winding up of Banksia Mortgage Fund ARSN 089 852 246.

**Schedule B**

The provisions of Chapter 5C and Chapter 7 of the Act.

Dated this 16<sup>th</sup> day of April 2014

Signed  .....  
Casandra Francas  
as a delegate of the Australian Securities and Investments Commission



14-0355

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0355.

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
  - (a) makes an eligible incentive plan offer;
  - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
  - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
  - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
  - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

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- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
  - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
  - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
    - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
    - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
  - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

**Where this instrument applies**

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
    - (i) “eligible offer” in paragraph 9 of the Interpretation; and
    - (ii) “issuer” in paragraph 12 of the Interpretation; and
  - (b) would meet the requirements of the class order if:

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- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

“9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the New York Stock Exchange and the NASDAQ Global Select Market for a combined 12 month period before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and

- (ii) in the Interpretation, the following definition were inserted:

“9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

- (a) by, or for the benefit of:

- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or

- (b) by a corporation all of whose members are:

- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and

- (iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar

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equivalent of that price were the formula applied at the date of the eligible offer; and

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
  - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
  - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:

“16A. “performance right” means a conditional right:

- (a) to be issued or transferred a fully-paid ordinary share in the capital of the issuer; or
- (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer; or
- (c) either to be issued a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share;
- (d) in addition to (a), (b) and (c) to receive, a cash amount, fully-paid ordinary shares in the capital of the issuer or further performance rights, equivalent to the value of dividends paid in respect of an ordinary share in the capital of the issuer,

where the performance right is offered for no more than nominal monetary consideration;”.

**Conditions**

- 9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
  - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and

## 14-0355

- (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
- (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;
  - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
    - (A) an eligible incentive plan offer extended only to eligible employees; and
    - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

**Interpretation**

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;

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- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Moneygram International Inc. 2005 Omnibus Incentive Plan as amended 17 February 2010 (under which the performance rights are referred to as Restricted Stock Units) the terms of which are substantially in the same form as those provided to ASIC on 21 March 2014 and 24 April 2014; and
- (d) *issuer* means Moneygram International Inc., a company incorporated under the laws of the State of Delaware, United States of America, and any related body corporate.

Dated this 24th day of April 2014



Signed by Rachel Howitt  
as a delegate of the Australian Securities and Investments Commission



**ASIC**

Australian Securities & Investments Commission

100 Pirie Street, Adelaide  
GPO Box 9827 Adelaide SA 5001

Telephone: (08) 8202 8400  
Facsimile: (08) 8202 8410

**14-0358**


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

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

TO: Herschel Principal Finance Pty Ltd  
ACN 111 807 508 ("the Licensee")  
Last notified principal place of business:  
Ground Floor, 33 Exhibition Street  
MELBOURNE VIC 3000

Pursuant to section 915B(3)(a) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 320193 held by the Licensee, with effect from the date of this notice.

Dated 29<sup>th</sup> April 2014

Signed  .....

Joyce Krashow  
A delegate of the Australian Securities and Investments Commission





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**ASIC**

Australian Securities & Investments Commission

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

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

**TO:** UOB Kay Hian (Australia) Pty Ltd  
ACN 163 281 641 ("the Licensee")  
Attention: Mr Lance Suntap  
C/- Suntap Compliance  
26A Patterson Street  
North Bondi NSW 2026

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 439524 held by the Licensee with effect from the date on which this notice is given to the Licensee

Dated this *29th* April 2014

Signed .....

Joyce Krashow, a delegate of the Australian Securities and Investments Commission





**ASIC**

Australian Securities & Investments Commission

100 Pirie Street, Adelaide  
GPO Box 9827 Adelaide SA 5001

Telephone: (08) 8202 8400  
Facsimile: (08) 8202 8410

**14-0360**

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

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

TO: CSA Management Pty. Ltd.  
ACN 122 830 693 ("the Licensee")  
Last notified principal place of business:  
210 Lower Heidelberg Road  
IVANHOE EAST VIC 3079

Pursuant to paragraph 915B(3)(b) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 315120 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated *29<sup>th</sup> April 2014*

Signed   
.....

Joyce Krashow  
A delegate of the Australian Securities and Investments Commission

**ASIC**

Australian Securities &amp; Investments Commission

100 Pirie Street, Adelaide  
GPO Box 9827 Adelaide SA 5001Telephone: (08) 8202 8400  
Facsimile: (08) 8202 8410**14-0361****Australian Securities and Investments Commission  
Corporations Act 2001 Section 915B****Notice of Cancellation of an Australian Financial Services Licence**

TO: Securities Finance Trust Company  
ARBN 134 096 147 ("the Licensee")  
Last notified registered office in Australia:  
'Australia Square', Level 33  
264-278 George Street  
SYDNEY NSW 2000

Pursuant to section 915B(3)(a) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 333334 held by the Licensee, with effect from the date of this notice.

Dated 29<sup>th</sup> April 2014

Signed .....

Joyce Krashow  
A delegate of the Australian Securities and Investments Commission

14-0362

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [14-0362].

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

4. The issuer does not have to comply with Parts 6D.2, 6D.3 (except section 736) and 7.9 of the Act where the issuer:
  - (a) makes an eligible incentive plan offer;
  - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
  - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 6D.2 or Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
  - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
  - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

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- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
  - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument;
  - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
    - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
    - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 6D.2 or Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with sections 736 and 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
  - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

**Where this instrument applies**

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
    - (i) “eligible offer” in paragraph 9 of the Interpretation; and
    - (ii) “issuer” in paragraph 12 of the Interpretation; and
    - (iii) “offer document” in paragraph 15 of the Interpretation; and

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- (b) would meet the requirements of the class order if the definition of an “eligible offer” in paragraph 9 of the Interpretation was to read:
- “9. “eligible offer” means an offer for issue or sale of options for the issue or transfer of fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by ASX Limited immediately before the offer without suspension for more than a total of 2 trading days during that period, made under an employee share scheme extended only to eligible employees of the issuer;” and
- (c) would meet the requirements of the class order if, in the Interpretation, the following definition was inserted:
- “9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire shares or performance rights) in the body or a related body corporate may be acquired:
- (a) by, or for the benefit of:
- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
- (b) by a corporation all of whose members are:
- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and
- (d) would meet the requirements of the class order if, in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:
- “(c) specifies in respect of the options or the shares to which the options relate:
- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

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- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
  - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the options relate; and
  - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”

**Conditions**

- 9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
  - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them;
  - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with an option, the subject of an eligible incentive plan offer, when aggregated with:
    - (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares under any other employee share scheme of the issuer to be accepted or exercised;
    - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
      - (A) an eligible incentive plan offer extended only to eligible employees; and
      - (B) any other employee share scheme extended only to eligible employees of the issuer;but disregarding any offer made, option or right acquired or share issued by way of or as a result of:
    - (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
    - (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or

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- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

- (c) where eligible offers are made within the first 3 months of the issuer being admitted to the official list of the Australian Securities Exchange, the issuer must provide, or make available, to eligible employees the prospectus lodged with ASIC on 28 April 2014.

### Interpretation

In this instrument:

- (a) unless a contrary intention appears, a word and phrase used in this instrument has the same meaning as it has in the class order;
- (b) **class order** means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the *Legislative Instruments Act 2003*;

**eligible incentive plan offer** means an offer for the grant of options, made under an arrangement known as the Spotless Group Holdings Limited Executive Incentive Plan, the terms of which are substantially in the same form as those provided to ASIC on 16 April 2014.

**issuer** means Spotless Group Holdings Limited ACN 154 229 562 and any related body corporate.

Dated this 28<sup>th</sup> day of April 2014



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



14-0363

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 655A(1)(b) and 673(1)(b) – Declarations**

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [14-0363].

**Commencement**

3. This instrument commences on 28 April 2014.

**Declaration**

4. Chapter 6 of the Act applies to Spotless Group Holdings Limited ACN 154 229 562 (*Spotless*) as if section 609, as notionally varied by Class Order [CO 13/520], were further modified or varied by inserting:

“(14) A body corporate does not have a relevant interest in its own securities merely because under an escrow agreement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”.

5. Chapter 6C of the Act applies to the Company as if Part 6C.1, as notionally varied by Class Order [CO 13/520], were further modified or varied by inserting:

**“671BA Escrow Agreements**

For the purposes of section 671B and the definition of *substantial holding* in section 9, a person has a relevant interest in securities if the person would have a relevant interest in the securities but for subsection 609(14)”.

**Where this instrument applies**

6. This instrument applies to an acquisition of a relevant interest in securities in Spotless (*Escrowed Shares*) arising as a result of the entry into one or more voluntary escrow agreements (each, an *Escrow Agreement*) between Spotless and each Shareholder where each Escrow Agreement:
  - (a) is in connection with Spotless being admitted to the official list of the financial market operated by ASX Limited ACN 008 624 691 (*ASX*);



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- (b) restricts disposal of, but not the exercise of voting rights attaching to, the Escrowed Shares;
- (c) allows the Shareholder to accept into a takeover bid where:
  - (i) holders of at least half of the bid class securities that are not the subject of an Escrow Agreement to which the offer under the bid relates have accepted; and
  - (ii) the Escrow Agreement requires that the Escrowed Shares be returned to escrow if the bid does not become unconditional;
- (d) allows the Escrowed Shares to be transferred or cancelled as part of an arrangement under Part 5.1 of the Act;
- (e) terminates no later than the date that Spotless' audited financial results for the financial year ending 30 June 2015 are released to the ASX; and
- (f) is in substantially the same form provided to ASIC on 23 April 2014.

**Interpretation**

## 7. In this instrument:

**Shareholder** means any of the following persons who hold shares in the Company:

- i. Pacific Equity Partners Fund IV GP (Jersey) Limited in its capacity as general partner of Pacific Equity Partners Fund IV LP (incorporated in Jersey);
- ii. Pacific Equity Partners Fund IV GP (Jersey) Limited in its capacity as general partner of Pacific Equity Partners Supplementary Fund IV LP (incorporated in Jersey);
- iii. Pacific Equity Partners Fund IV (Australasia) Pty Ltd ACN 124 839 989 as trustee for Pacific Equity Partners Fund IV (Australasia) Unit Trust (incorporated in Australia);
- iv. Pacific Equity Partners Fund IV (Australasia) Pty Ltd ACN 124 839 989 as trustee for Pacific Equity Partners Supplementary Fund IV (Australasia) Unit Trust (incorporated in Australia);
- v. PEP Investment Pty Limited ACN 083 026 984 (incorporated in Australia);
- vi. Eagle Coinvestment Pty Limited ACN 119 182 688 as trustee for Pacific Equity Partners Fund IV Co-Investment Trust B (incorporated in Australia);

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- vii. Spotless Coinvestment GP (Jersey) Limited (reg. no. 111721) in its capacity as general partners of Spotless Coinvestment L.P.;
- viii. Clean 2009 C.V. duly represented by AlpInvest Partners 2009 B.V., its general partner, in its turn represented by AlpInvest Partners B.V. its managing director;
- ix. Clean 2011 II C.V. duly represented by AlpInvest Partners 2011 II B.V., its general partner, in its turn represented by AlpInvest Partners B.V., its managing director;
- x. Clean 2012 I C.V. duly represented by AlpInvest Partners 2012 I B.V., its general partner, in its turn represented by AlpInvest Partners B.V., its managing director;
- xi. Lentesco Packaging Pty Ltd ACN 136 351 249 as trustee for the IFM Facility Services Unit Trust (incorporated in Australia).

Dated this 28<sup>th</sup> day of April 2014



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

14-0369

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [14/0369].

**Commencement**

3. This instrument commences on 29 April 2014.

**Exemption**

4. SpeedCast Acquisitions Limited (*SpeedCast*), a body corporate incorporated under the law of the Cayman Islands, does not have to comply with subsection 734(2) of the Act.

**Where the exemption applies**

5. Communications by SpeedCast to employees of the SpeedCast Group concerning:
  - (a) changes to the internal administration of the SpeedCast Group in connection with the IPO;
  - (b) details of the participation of employees of the SpeedCast Group in an offer of Shares as part of the IPO;
  - (c) the timing of the IPO; and
  - (d) information about impending announcements in relation to the IPO.

**Conditions**

6. This exemption does not apply if, in communicating any of the information set out in paragraph 5 of this instrument, SpeedCast communicates any advantages, benefits or merits of the IPO.
7. This exemption ceases to apply on the earlier of:

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- (a) the date on which the IPO prospectus is lodged with ASIC; and
- (b) 31 July 2014.

**Interpretation**

In this instrument:


*IPO* means an initial public offering of Shares.

*IPO prospectus* means the prospectus proposed to be lodged with ASIC by SpeedCast in about July 2014.

*SpeedCast Group* means SpeedCast and its controlled entities.

*Shares* means fully paid ordinary shares in SpeedCast.

Dated this 29<sup>th</sup> day of April 2014



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

14-0371

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [14-0371].

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

4. The issuer does not have to comply with Parts 6D.2, 6D.3 (except section 736) and Part 7.9 of the Act where the issuer:
  - (a) makes an eligible incentive plan offer;
  - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
  - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 or Part 6D.2 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
  - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;

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- (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;
  - (c) dealing in a financial product in the course of providing a custodial or depositary service covered by paragraph (b);
  - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
  - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
    - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
    - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
  - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

**Where this instrument applies**

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
    - (i) “eligible offer” in paragraph 9 of the Interpretation; and
    - (ii) “issuer” in paragraph 12 of the Interpretation; and

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- (b) would meet the requirements of the class order if:
- (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:
- “9. “eligible offer” means an offer for issue or sale of performance rights in relation to one or more of the following:
- (i) fully-paid shares in the common stock of the issuer in the same class as shares which have been quoted on the financial market operated by the NASDAQ Global Select Market throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer; or
- (ii) CDIs representing fully-paid shares in the common stock of the issuer in the same class as CDIs which are quoted on the financial market operated by ASX Limited ACN 000 624 691 throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer; or
- (iii) cash consideration equivalent to the fair market value of the shares referred to in paragraph (i) or the CDIs referred to in paragraph (ii) calculated in accordance with the rules of the employee share scheme;” and
- (ii) in the Interpretation, the following definitions were inserted:
- “5A. “ASX Settlement” means ASX Settlement Pty Limited ACN 008 504 532;”
- “6A. “CDI” means a unit of beneficial ownership in a foreign body's securities registered in the name of CDN for the purpose of enabling the securities of a foreign body to be recorded in and transferred through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs;”
- “6B. “CDN” means CHES Depository Nominees Pty Limited ACN 071 346 506;”
- “6C. “CHES” means Clearing House Electronic Subregister System;”
- “9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or CDIs or units of shares or options to acquire unissued shares or unissued CDIs or performance rights) in the body or a related body corporate, or cash consideration equivalent to the fair market value of such shares or CDIs may be acquired:
- (a) by, or for the benefit of:



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- (i) employees of the body, or of the related body corporate; or
  - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or
- (b) by a corporation all of whose members are:
- (i) employees of the body, or of a related body corporate; or
  - (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;";

"10A. "foreign body" means a body formed or incorporated outside of this jurisdiction;"; and

"16A. "performance right" means a conditional right:

- (a) to be issued or transferred a fully-paid ordinary share in the capital of the issuer or a CDI representing a fully-paid ordinary share in the capital of the issuer; or
- (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer or a CDI representing a fully-paid share in the capital of the issuer; or
- (c) either to be issued a fully-paid ordinary share in the capital of the issuer, a CDI representing a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share or CDI,

where the performance right is offered for no monetary consideration;"; and

- (iii) in the definition of an "offer document" in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

"(c) specifies in respect of the performance rights, or fully paid ordinary shares or CDIs representing fully-paid ordinary shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar



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equivalent of that price were the formula applied at the date of the eligible offer; and

- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares or CDIs representing fully-paid ordinary shares to which the performance rights relate, within a reasonable period of the employee requesting, make available to the employee:
  - (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares or CDIs representing fully-paid ordinary shares to which the performance rights relate; and
  - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date; and”.

**Conditions**

- 9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
  - (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
  - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
    - (i) the number of shares in the same class which would be issued, whether issued to CDN or to an employee, were every other outstanding offer with respect to shares, CDIs, units of shares, options to acquire unissued shares or unissued CDIs and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;
    - (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
      - (A) an eligible incentive plan offer extended only to eligible employees; and
      - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any such offer or issue made by way of or as a result of:

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- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

#### Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) **class order** means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) **eligible incentive plan offer** means an offer for the issue or sale of performance rights, made under an arrangement known as the Twenty-First Century Fox, Inc. 2013 Long-Term Incentive Plan (under which the performance rights are referred to as Awards) the terms of which are substantially in the same form as those provided to ASIC on 28 November 2013; and
- (d) **issuer** means Twenty-First Century Fox, Inc., a foreign body incorporated under the laws of the State of Delaware, United States of America and any related body corporate.

Dated this 29<sup>th</sup> day of April 2014



Signed by Leanne Damary  
as a delegate of the Australian Securities and Investments Commission

14-0374

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 14-0374.

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

4. The issuer does not have to comply with Part 7.9 of the Act where the issuer:
  - (a) makes an eligible incentive plan offer;
  - (b) offers to arrange for the issue of financial products under an eligible incentive plan offer; or
  - (c) issues a financial product under an eligible incentive plan offer;on the conditions set out in this instrument and for so long as the conditions are met.
5. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer is also exempt from the requirement to hold an Australian financial services licence for the provision of the following financial services:
  - (a) a financial service consisting of general advice reasonably given in connection with the eligible incentive plan offer (including any general advice given in the offer document) where the issuer ensures that the offer document for the offer includes a statement to the effect that any advice given by the issuer in connection with the offer is general advice only, and that employees should consider obtaining their own financial product advice from an independent person who is licensed by ASIC to give such advice;
  - (b) a custodial or depositary service in connection with an eligible incentive plan offer where the issuer performs their duties in good faith and has sufficient resources to perform those duties;

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- (c) dealing in a financial product in the course of providing a custodial or depository service covered by paragraph (b);
  - (d) issuing a financial product under an eligible incentive plan offer covered by paragraph 4 of this instrument; and
  - (e) dealing in a financial product in connection with an eligible incentive plan offer where any acquisition by purchase or disposal of the product by the issuer occurs either:
    - (i) through a person who holds an Australian financial services licence authorising the holder to deal in financial products; or
    - (ii) outside this jurisdiction and through a person who is licensed or otherwise authorised to deal in financial products in the relevant place.
6. Where the issuer is exempt from Part 7.9 in relation to an eligible incentive plan offer because of the exemption in paragraph 4, the issuer also does not have to comply with section 992A of the Act in relation to an eligible incentive plan offer made in the course of, or because of, unsolicited meetings or telephone calls reasonably held or made in connection with the offer.
7. ASIC exempts a financial product that is the subject of an eligible incentive plan offer from Part 7.9 of the Act where:
- (a) a recommendation is made by a person (other than the issuer) that a person to whom an eligible incentive plan offer has been made, acquire the financial product as a retail client; and
  - (b) the person who made the recommendation is not aware, and ought not reasonably to be aware, that any of the conditions set out in this instrument have not been met;
- but only in relation to the recommendation by the person.

**Where this instrument applies**

8. This instrument applies where the issuer:
- (a) meets the requirements (including, for the avoidance of doubt, definitions) of the class order, except the definitions of:
    - (i) “eligible offer” in paragraph 9 of the Interpretation; and
    - (ii) “issuer” in paragraph 12 of the Interpretation; and
  - (b) would meet the requirements of the class order if:
    - (i) the definition of an “eligible offer” in paragraph 9 of the Interpretation were to read:

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“9. “eligible offer” means an offer for issue or sale of performance rights in relation to fully-paid shares in an issuer in the same class as shares which have been quoted on the financial market operated by the NASDAQ Global Select Market Stock Exchange throughout the 12 month period immediately before the offer without suspension for more than a total of 2 trading days during that period made under an employee share scheme extended only to eligible employees of the issuer;” and

- (ii) in the Interpretation, the following definition were inserted:

“9A. “employee share scheme”, for a body corporate, means a scheme under which shares (or units of shares or options to acquire unissued shares or performance rights) in the body or a related body corporate may be acquired:

- (a) by, or for the benefit of:

- (i) employees of the body, or of the related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate; or

- (b) by a corporation all of whose members are:

- (i) employees of the body, or of a related body corporate; or
- (ii) directors of the body, or of a related body corporate, who hold a salaried employment or office in the body or in a related body corporate;” and

- (iii) in the definition of an “offer document” in paragraph 15 of the Interpretation, subparagraphs (c) and (d) were to read:

“(c) specifies in respect of the performance rights or the shares to which the performance rights relate:

- (i) the acquisition price in Australian dollars;
- (ii) where the acquisition price is specified in a foreign currency, the Australian dollar equivalent of that price at the date of the eligible offer; or
- (iii) where the acquisition price is to be worked out in the future under a formula, the Australian dollar or Australian dollar equivalent of that price were the formula applied at the date of the eligible offer; and

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- (d) includes an undertaking, and an explanation of the way in which, the issuer who has a registered office in this jurisdiction will, during the period in which an eligible employee may acquire the shares, within a reasonable period of the employee requesting, make available to the employee:
- (i) the current market price (or, where that price is denominated in a foreign currency, the Australian dollar equivalent of that price) of the shares to which the performance rights relate; and
  - (ii) where sub-subparagraph (c)(ii) or (iii) applies, the information referred to in that subparagraph as updated to that date.”; and
- (iv) in the Interpretation, the following definition were inserted:
- “16A. “performance right” means a conditional right:
- (a) to be issued or transferred a fully-paid ordinary share in the capital of the issuer; or
  - (b) to receive a cash amount equivalent to the value of a fully-paid ordinary share in the capital of the issuer; or
  - (c) either to be issued or transferred a fully-paid ordinary share in the capital of the issuer or to receive a cash amount equivalent to the value of such a share; or
  - (d) to receive either fully paid ordinary shares or a cash amount equal to the amount of any dividend paid on a fully-paid ordinary share in the capital of the issuer,
- where the performance right is offered for no more than nominal monetary consideration;”.

**Conditions**

9. The issuer can only rely on the exemptions in this instrument if the issuer complies with the following conditions:
- (a) the conditions of the class order (excluding the condition specified in paragraph 3 of the Schedule to the class order) as expressed to apply to them; and
  - (b) the issuer must take reasonable steps to ensure that the number of shares that may be issued in connection with any eligible incentive plan offer, when aggregated with:
    - (i) the number of shares in the same class which would be issued were every other outstanding offer with respect to shares, units of shares, options to



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acquire unissued shares and performance rights under every other employee share schemes of the issuer to vest or to be accepted or exercised;

- (ii) the number of shares in the same class issued during the previous 5 years pursuant to:
  - (A) an eligible incentive plan offer extended only to eligible employees; and
  - (B) any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, option or right acquired or share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708 of the Act; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D of the Act; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

must not exceed 5% of the total number of issued shares in that class of the issuer as at the time of the offer.

### Interpretation

10. In this instrument:

- (a) a word and phrase used in this instrument has the same meaning as it has in the class order unless the word or phrase is defined in paragraph 8 of this instrument in which case the word or phrase has that meaning;
- (b) *class order* means ASIC Class Order [CO 03/184] as in force on the date of this instrument and as amended from time to time by a disallowable legislative instrument within the meaning of the Legislative Instruments Act 2003;
- (c) *eligible incentive plan offer* means an offer for the issue or sale of performance rights, made under an arrangement known as the Adobe Systems Incorporated 2003 Equity Incentive Plan, Amended and Restated 11 April 2013 (under which the performance rights are referred to as restricted stock units, performance units and performance share awards) and the Australian Supplement the terms of which are substantially in the same form as those provided to ASIC on 19 March 2014; and

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- (d) *issuer* means Adobe Systems Incorporated, a company incorporated under the laws of the State of Delaware, United States of America and any related body corporate.

Dated this 30<sup>th</sup> day of April 2014



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



14-0375

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraphs 741(1)(b), 926A(2)(a) and 1020F(1)(c) –  
Declarations and Exemptions**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 741(1)(b), **926A(2)(a)** and 1020F(1)(c) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 14-0375.

**Commencement**

3. This instrument commences on 30 April 2014.

**Declaration**

4. Chapter 6D of the Act applies to GI Dynamics, Inc. ARBN 151 239 388 (*Company*) as if regulation 6D.5.01 of the *Corporations Regulations 2001* (the *Regulations*) were modified or varied by omitting “warrant that is a security” and substituting “warrant that is a security (other than a CDI within the meaning of subsection 700(3B) of the Act)”.
5. Chapter 6D of the Act applies to the Company as if the following provisions were omitted, modified or varied as follows:

- (a) after subsection 700(3) insert:

*“Application to CDIs*

(3A) For the purposes of this Chapter, where the securities are CDIs:

- (a) the foreign body that issues, or offers to issue, the securities underlying the CDIs is taken to be the person who offers the CDIs for issue;
- (b) the foreign body that issues the securities underlying the CDIs is taken to be the issuer of the CDIs; and
- (c) the CDIs are taken to be the foreign body's securities.

(3B) For the purposes of subsection (3A):

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*ASX Settlement* means ASX Settlement Pty Limited ABN 49 008 504 302.

*CDIs* means a unit of beneficial ownership in a foreign body's securities registered in the name of CDN for the purpose of enabling the securities of a foreign body to be recorded in and transferred through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs.

*CDN* means CHES Depository Nominees Pty Limited ABN 75 071 346 506.

*CHES* means Clearing House Electronic Subregister System.

*foreign body* means a body formed or incorporated outside this jurisdiction.”;

- (b) omit paragraph 708A(1)(b), substitute:
  - “(b) except where the securities are CDIs as defined in subsection 700(3B), the securities were not issued by the body with the purpose referred to in subparagraph 707(3)(b)(i); and”;
- (c) omit subsection 708A(2)(b), substitute:
  - “(b) section 601CK or the financial reporting laws of the kind set out in Chapter 2M applicable to the body in its place of origin;”;
- (d) omit paragraph 708A(5)(d), substitute:
  - “(d) no declaration under subsection 601CK(7) or exemption or waiver (however described) under the financial reporting laws of the kind set out in Chapter 2M applicable to the body in its place of origin, covered the body, or any person as director or auditor of the body, at any time during the relevant period referred to in paragraph (b); and”;
- (e) omit subparagraph 708A(6)(d)(i), substitute:
  - “(i) section 601CK and the financial reporting laws of the kind set out in Chapter 2M applicable to the body in its place of origin; and”;
- (f) after paragraph 708A(6)(e) insert:
  - “(f) either:

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- (i) explains the difference between holding CDIs (within the meaning of subsection 700(3B)) in relation to securities and directly holding the underlying securities; or
  - (ii) if the explanation in subparagraph (i) is contained in a document which is readily accessible without charge—states where that document can be accessed.”.
6. Part 7.9 of the Act applies to the Company as if subregulation 7.9.07A(1) of the Regulations were modified or varied by omitting “warrants.” and substituting “warrants (other than CDIs within the meaning of subsection 700(3B) of the Act).”.

**Exemptions**

7. The Company is exempt from subsection 911A(1) of the Act for a financial service that consists of dealing, or arranging for CDN to deal, in CDIs in accordance with the operating rules of ASX Settlement.
8. CDN is exempt from subsection 911A(1) of the Act for a financial service that consists of dealing in CDIs in accordance with the operating rules of ASX Settlement.

**Where this instrument applies**

9. This instrument applies in relation to an offer, for issue or sale, of CDIs in the Company that are issued under a placement to professional investors or sophisticated investors in Australia and to institutional investors outside Australia to be conducted by the Company on or around 30 April 2014.

**Interpretation**

10. In this instrument:

*ASX Settlement* means ASX Settlement Pty Limited ABN 49 008 504 302;

*CDIs* means a unit of beneficial ownership in a foreign body's securities registered in the name of CDN for the purpose of enabling the securities of a foreign body to be recorded in and transferred through CHES and being described in the operating rules of ASX Settlement as CHES Depository Interests or CDIs;

*CDN* means CHES Depository Nominees Pty Limited ABN 75 071 346 506;

*CHES* means Clearing House Electronic Subregister System;

*foreign body* means a body formed or incorporated outside this jurisdiction;

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*professional investors* has the same meaning as in subsection 708A(11) of the Act; and

*sophisticated investors* has the same meaning as in subsection 708A(8) of the Act.

Dated this 30<sup>th</sup> day of April 2014



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

14-0376

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

**Enabling legislation**

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

**Title**

2. The instrument is ASIC Instrument 14-0376.

**Commencement**

3. This instrument commences on 30 April 2014.

**Declaration**

4. Chapter 6D of the Act applies to each holder of CDIs in RTG as if section 707 were 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 or 708A does not say otherwise.  
  
(4) Unless the contrary is proved, a body is taken to issue securities with the purpose referred to in paragraph 3(b) if any of the securities are subsequently sold, or offered for sale, within 12 months after their issue."

**Where this instrument applies**

5. This instrument applies to an offer for the sale of CDIs in relation to securities in RTG that are issued by CHES Depository Nominees Pty Ltd ACN 071 346 506 (*CDN*):
  - (a) pursuant to the Schemes as disclosed in the Explanatory Statement;
  - (b) pursuant to an Acquisition Agreement as disclosed in the Explanatory Statement;
  - (c) upon issue or transfer of an RTG share, RTG Scheme Option or RTG Non-Scheme Option to CDN;
  - (d) by reason of the exercise of RTG Scheme Options;
  - (e) by reason of the exercise of RTG Non-Scheme Options; or

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(f) pursuant to a Sale Facility as disclosed in the Explanatory Statement.

### Interpretation

6. In this instrument:

**Acquisition Agreement** means:

- (a) agreements made between RTG and holders of unlisted options in Sierra; or
- (b) an agreement dated on or around 12 February 2014 between RTG and Haywood Securities Inc, a company registered in Canada,

the terms of which are described in the Explanatory Statement.

**CDIs** means equitable interests in securities in RTG that:

- (a) are issued by CDN for the purpose of enabling beneficial ownership of securities in RTG to which the interests relate, to be recorded and transferred through CHESSE;
- (b) are described in the operating rules of the ASX Settlement and Transfer Corporation Pty Limited ACN 008 504 532 as CHESSE Depository Interests or CDIs; and
- (c) are included in the official list of the financial market operated by ASX Limited ACN 008 624 691.

**CHESSE** means the Clearing House Electronic Subregister System operated by ASX Settlement and Transfer Corporation Pty Limited ACN 008 504 532.

**Explanatory Statement** means the explanatory statement sent to holders of securities of Sierra under subsection 412(1) of the Act in relation to the Schemes.

**facility** has a meaning affected by section 762C of the Act.

**Option Scheme** means a proposed scheme between the Sierra and its option holders as disclosed in its Explanatory Statement in the same form as that provided to ASIC on 8 April 2014.

**RTG** means RTG Mining Inc ARBN 164 362 850, a company incorporated in the British Virgin Islands.

**RTG Non-Scheme Options** means:

- (a) options to acquire securities or CDIs in RTG under an Acquisition Agreement,
- (b) the circumstances and terms of issue of which are disclosed in the Explanatory Statement,
- (c) the Explanatory Statement includes a statement describing the need for, and effect of, the relief contained in this instrument; and
- (d) the exercise of the RTG Non-Scheme Options did not involve any further offer of the CDIs.

**RTG Scheme Options** means:

- (a) options to acquire securities or CDIs in RTG under the Schemes,

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- (b) the circumstances and terms of issue of which are disclosed in the Explanatory Statement,
- (c) the Explanatory Statement includes a statement describing the need for, and effect of, the relief contained in this instrument; and
- (d) the exercise of the RTG Scheme Options did not involve any further offer of the CDIs.

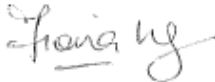
*Sale Facility* means a facility operated by RTG in accordance with the terms set out in the Explanatory Statement.

*Schemes* means the Share Scheme and the Option Scheme.

*Share Scheme* means a proposed scheme between the Sierra and its members as disclosed in its Explanatory Statement in the same form as that provided to ASIC on 8 April 2014.

*Sierra* means Sierra Mining Limited ACN 118 060 441.

Dated this 30<sup>th</sup> day of April 2014



Signed by Fiona Ng  
as a delegate of the Australian Securities and Investments Commission

14-0377

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

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 601QA(1)(a), 911A(2)(l) and 1020F(1)(a) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 14-0377.

**Commencement**

3. This instrument commences on gazettal.

**Exemptions**

2. RTG Mining Inc ARBN 164 362 850 (*RTG*) does not have to comply with:
  - (a) section 601ED of the Act in relation to the Sale Facility; and
  - (b) Divisions 2 to 5 of Part 7.9 of the Act in relation to an interest in the Sale Facility; and
  - (c) the requirement to hold an Australian financial services licence for the provision of the following financial services:
    - (i) dealing in an interest in the Sale Facility; and
    - (ii) the provision of general advice in relation to an interest in the Sale Facility.
3. To avoid doubt, to the extent RTG invites a participating holder to make an offer to sell RTG securities or CDIs (*RTG SOC*) through the Sale Facility, RTG does not have to comply with Division 5A of Part 7.9 of the Act.

**Where this instrument applies**

4. The exemptions in paragraphs 2 and 3 apply in relation to the Sale Facility where that facility satisfies all of the following:
  - (a) the financial products that may be sold through the facility are RTG SOC that will be admitted to quotation on a licensed market or TSX;



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- (b) under the terms of the Sale Facility:
- (i) the RTG SOC of participating holders to be sold through the facility are pooled; and
  - (ii) a Broker sells the RTG SOC in the ordinary course of trading on a licensed market or TSX; and
  - (iii) the proceeds of the sale net of expenses (to the extent (if any) that they are not met by RTG) are distributed to participating holders; and
  - (iv) each participating holder is paid their proportion of the proceeds of sale as soon as practicable and, in any event, within 8 weeks after the later of the date on which RTG received the participating holder's election in relation to the facility and the Implementation Date.

**Conditions**

5. In order to rely on the exemptions in subparagraphs 2(a) or (b) or paragraph 3, RTG must
- (i) include the following information in the Explanatory Statement:
    - (a) information about the minimum and maximum number (if any) of RTG SOC a participating holder can sell through the Sale Facility; and
    - (b) information about any expenses relating to the sale of RTG SOC that will be paid by the participating holders; and
    - (c) information about how the proceeds of sale of RTG SOC sold through the facility will be allocated between participating holders; and
    - (d) information about any other significant characteristics or features of the Sale Facility or of the rights and obligations of persons who participate in the Sale Facility; and
  - (ii) take reasonable steps to ensure the facility is not operated during any period where a control transaction has been publicly proposed and has not ended.

**Exclusion from reliance**

6. RTG is excluded from relying on subparagraph 2(c) of this instrument if it becomes aware of matters that give it reason to believe it has failed in a material respect to comply with a condition of this instrument and it does not give full particulars of the failure to ASIC in writing within 15 business days after becoming so aware.

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**Interpretation**

7. In this instrument:

**Broker** means a participant of a licensed market or TSX with whom RTG has entered into arrangements for the operation of the Sale Facility.

**CDIs** means equitable interests in securities in RTG that:

- (a) are issued by CDN for the purpose of enabling beneficial ownership of securities in RTG to which the interests relate, to be recorded and transferred through CHES;
- (b) are described in the operating rules of the ASX Settlement and Transfer Corporation Pty Limited ACN 008 504 532 as CHES Depository Interests or CDIs; and
- (c) are included in the official list of the financial market operated by ASX Limited ACN 008 624 691.

**CDN** means CHES Depository Nominees Pty Ltd ACN 071 346 506.

**CHES** means the Clearing House Electronic Subregister System operated by ASX Settlement and Transfer Corporation Pty Limited ACN 008 504 532.

**control transaction** means a transaction or proposed transaction that affects the control, or potential control of RTG.

**Explanatory Statement** means the explanatory statement sent to holders of securities of Sierra under subsection 412(1) of the Act in relation to the Schemes.

**facility** has a meaning affected by section 762C of the Act.

**Implementation Date** has the meaning given in the Explanatory Statement.

**Ineligible Foreign Securityholder** has the meaning given in the Explanatory Statement.

**licensed market** has the meaning given by section 761A of the Act.

**Option Scheme** means a proposed scheme between the Sierra and its option holders as disclosed in its Explanatory Statement in the same form as that provided to ASIC on 8 April 2014.

**participating holder** means a person who

- (a) is an Ineligible Foreign Securityholder; or
- (b) is a Small Securityholder who has not elected to opt out of the facility in accordance with the requirements set out in the Explanatory Statement.

**Sale Facility** means a facility operated by RTG through which a participating holder can sell a RTG SOC in accordance with the terms set out in the Explanatory Statement.

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*Schemes* means the Share Scheme and the Option Scheme.

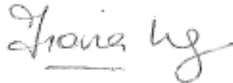
*Share Scheme* means a proposed scheme between the Sierra and its members as disclosed in its Explanatory Statement in the same form as that provided to ASIC on 8 April 2014.

*securities* has the meaning given by subsection 92(3) of the Act.

*Sierra* means Sierra Mining Limited ACN 118 060 441.

*Small Securityholder* has the meaning given in the Explanatory Statement.

Dated this 30th day of April 2014



Signed by Fiona Ng  
as a delegate of the Australian Securities and Investments Commission

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## NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

Notice is given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has taken the action set out in the Notice below, which action took effect on 28 April 2014.

**Australian Securities and Investments Commission  
Corporations Act 2001 sections 915C and 915H**

**Notice of Suspension of Australian Financial Services Licence**

To: IGroup Securities Limited ACN 078 098 245  
Unit 12, 30 Maccrossan Street  
BRISBANE QLD 4000

TAKE NOTICE that under section 915C(1) of the *Corporations Act 2001* (the Act), the Australian Securities and Investments Commission (ASIC) hereby suspends Australian financial services licence number 225397 (the Licence) held by IGroup Securities Limited ACN 078 098 245 (the Licensee) until 17 July 2014.

Under section 915H of the Act, ASIC specifies that the Licence continues in effect as though the suspension had not happened for the purposes of the provisions of the Act specified in Schedule B in relation to the matters specified in Schedule A.


**Schedule A**

The provision by the Licensee until 17 July 2014 of financial services that are reasonably necessary for, or incidental to, the operation of the Paridian Property Trust ARSN 130 671 439 and First Debenture Mortgage Fund No 1 ARSN 163 740 681 (together, the Schemes), other than the issue of interests in the Schemes.

**Schedule B**

- (a) Chapter 5C; and
- (b) The provisions of Chapter 7, other than the provisions in Parts 7.2, 7.2A, 7.3, 7.4, 7.5 and 7.5A.

Dated this 17<sup>th</sup> day of April 2014

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

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

CORPORATIONS ACT 2001

Subsection 601PA(3)

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

Dated this second day of May 2014

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

**ARSN**

CENTRO DIRECT PROPERTY FUND NO.2

096 763 594

CENTRO MCS SYNDICATE INVESTMENT FUND

124 855 465

COMMONWEALTH PROPERTY OFFICE FUND

086 029 736

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Corporations Act 2001  
Subsection 164(3)

Notice is hereby given that ASIC will alter the registration details of the following companies 1 month after the publication of this notice, unless an order by a court or Administrative Appeals Tribunal prevents it from doing so.

**AUSTRALIA BIOLOGICAL FERTILIZER GROUP PTY LTD** ACN 162 519 351 will change to a public company limited by shares. The new name will be AUSTRALIA BIOLOGICAL FERTILIZER GROUP LIMITED ACN 162 519 351.

**DIMERIX BIOSCIENCE PTY LTD** ACN 112 223 417 will change to a public company limited by shares. The new name will be DIMERIX BIOSCIENCE LIMITED ACN 112 223 417.

**PARNELL PHARMACEUTICALS HOLDINGS PTY LTD** ACN 137 904 413 will change to a public company limited by shares. The new name will be PARNELL PHARMACEUTICALS HOLDINGS LTD ACN 137 904 413.

**COOL CLEAR WATER GROUP LIMITED** ACN 126 087 509 will change to a proprietary company limited by shares. The new name will be COOL CLEAR WATER GROUP PTY LTD ACN 126 087 509.

**IVR EQUIPMENT PTY** ACN 119 989 052 will change to a proprietary company limited by shares. The new name will be IVR EQUIPMENT PTY LTD ACN 119 989 052.