



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette

No. A09/15, Tuesday, 03 March 2015

Published by ASIC

ASIC Gazette

Contents

Notices under Corporations Act 2001

15-0119	15-0127	15-0128	15-0129	15-0131
15-0132	15-0133	15-0138	15-0139	15-0148

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, 2015

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

15 - 0119

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 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 741(1), 926A(2), 992B(1) and 1020F(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [15/0119].

Commencement

3. This instrument commences on 23 February 2015.

Disclosure relief

4. Message4U Pty Ltd ACN 095 453 062 (*Message4U*) does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to an offer of an eligible product to an eligible participant under the 2014/15 ESOP, provided the offer is made on or before the expiry day.
5. MessageMedia ESOP Pty Ltd ACN 603 146 336 (*TrusteeCo*), in its capacity as trustee of the MessageMedia Employee Share Trust and for so long it remains a wholly-owned subsidiary of Message4U, does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act, in relation to the offer of a unit in underlying eligible products that it holds in connection with the 2014/15 ESOP to an eligible participant, provided the offer is made on or before the expiry day.
6. A holder of an underlying eligible product that makes a sale offer of that product within 12 months after the issue of the product does not have to comply with Part 6D.2, 6D.3 or Part 7.9 of the Act in relation to the sale offer where the product was issued or otherwise granted to an eligible participant under the 2014/15 ESOP.

Personal advice given by advisers

7. An eligible product offered under the 2014/15 ESOP is exempt from section 1012A of the Act to the extent that section requires a person to give a Product Disclosure Statement for an eligible product to an eligible participant, provided the person has no reason to believe the 2014/15 ESOP is not covered by this instrument.

15 - 0119

Licensing, hawking and other incidental relief*General advice*

8. Message4U does not have to comply with subsection 911A(1) of the Act in relation to the provision of a financial service consisting of general advice in connection with an offer of an eligible product to an eligible participant under the 2014/15 ESOP.

Dealing

9. Message4U or TrusteeCo does not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the 2014/15 ESOP:
- (a) issuing the eligible product;
 - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by Message4U or TrusteeCo occurs either:
 - (i) through a financial services licensee; or
 - (ii) outside this jurisdiction and through a person which is licensed or otherwise authorised to deal in financial products of that kind in the relevant place.

Custodial or depository services

10. Message4U or TrusteeCo does not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the 2014/15 ESOP:
- (a) a custodial or depository service in relation to the eligible product where the body performs their duties in good faith and has sufficient resources to perform those duties;
 - (b) dealing in the eligible product in the course of providing a custodial or depository service covered by paragraph (a).

Hawking

11. Message4U or TrusteeCo does not have to comply with section 736 or 992A of the Act in relation to making an offer of an eligible product to an eligible participant in the course of, or because of, an unsolicited meeting or telephone call held or made in connection with the 2014/15 ESOP.

Advertising

12. Message4U or TrusteeCo does not have to comply with section 1018A of the Act in relation to an advertisement or publication that advertises, or publishes a statement that is reasonably likely to induce eligible participants to acquire, an eligible product under the 2014/15 ESOP.

15 - 0119

Conditions*Contribution plans and loans not permitted*

13. Message4U must ensure that the terms of the 2014/15 ESOP, so far as they apply to eligible participants in this jurisdiction:

- (a) do not involve a contribution plan; and
- (b) do not involve a loan to the eligible participant to acquire eligible products.

Disclosure

14. Message4U must ensure that, in relation to an offer of an eligible product to an eligible participant under the 2014/15 ESOP:

- (a) the offer is made in, or is accompanied by, an offer document; and
- (b) the offer document is accompanied by:
 - (i) a summary of the most recent independent valuation, that includes the conclusion, valuation methodologies used, and an explanation regarding the reasonable basis for such conclusion; and
 - (ii) a copy of a directors' solvency resolution made no earlier than 1 month before the making of the offer; and
 - (iii) a copy of a directors' valuation resolution made no earlier than 12 months before the making of the offer and being the most recent directors' valuation resolution; and
- (c) if requested by an eligible participant at any time during the period the eligible participant is participating in the 2014/15 ESOP, or remains subject to the terms of the 2014/15 ESOP, the eligible participant is given, within 4 months after making the request:
 - (i) a copy of the most recent annual report; and
 - (ii) a summary of the most recent independent valuation, that includes the conclusion, valuation methodologies used, and an explanation regarding the reasonable basis for such conclusion.

Terms of offer

15. Message4U must ensure that, in relation to an offer of an eligible product to an eligible participant under the 2014/15 ESOP:

- (a) the value of all offers of eligible products to any eligible participant in any 12 month period in reliance on this instrument is not greater than \$20,000, calculated by reference to the most recent directors' valuation resolution; and

15 - 0119

- (b) no more than nominal monetary consideration is required to be provided by the eligible participant:
 - (i) to receive the eligible products; or
 - (ii) for the incentive rights to vest.

20% issue limit

16. Message4U must, at the time of making an offer of an eligible product under the 2014/15 ESOP, 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 Message4U that have been or may be issued in any of the circumstances covered by the following paragraphs will not exceed 20% of the total number of underlying eligible products in that class on issue:
- (a) underlying eligible products that may be issued under the offer;
 - (b) underlying eligible products issued or that may be issued as a result of offers made at any time during the previous 3 year period under:
 - (i) the 2014/15 ESOP; and
 - (ii) an ASIC exempt arrangement of a similar kind to the 2014/15 ESOP.

Trust

17. TrusteeCo must ensure, in relation to underlying eligible products that it holds as trustee of the MessageMedia Employee Share Trust in connection with the 2014/15 ESOP:
- (a) its activities in its capacity as trustee are limited to the 2014/15 ESOP and any other employee incentive scheme of Message4U;
 - (b) it maintains written records on the administration of the MessageMedia Employee Share Trust including, in the case of underlying eligible products being held for a specified eligible participant on an allocated basis, written records that identify the underlying eligible products held on an allocated basis for the specified eligible participant;
 - (c) it does not levy any fees or charges for administering the MessageMedia Employee Share Trust that are payable directly by any eligible participant or out of the assets of the trust, other than reasonable disbursements including brokerage and tax levied or incurred in connection with the trust;
 - (d) it does not, at its own discretion, exercise any voting rights attaching to any of the underlying eligible products that it holds on trust; and
 - (e) it does not hold more than 20% of the voting shares in Message4U where such holdings relate to employee incentive schemes of Message4U or a wholly-owned

15 - 0119

subsidiary in reliance on this instrument or ASIC Class Order [CO 14/1001].

ASIC power to request documents

18. Message4U or TrusteeCo must, if requested by ASIC and in accordance with the request, make available to ASIC the offer document and all other accompanying information or documents given to eligible participants in connection with an offer under the 2014/15 ESOP that is made in reliance on this instrument.

Interpretation

19. In this instrument:

- (a) **2014/15 ESOP** means the Message4U MessageMedia Employee Share Ownership Plan 2014/15 which is comprised in documents being in substantially in the same form as provided to ASIC on 16 December 2014 and 21 December 2014;

annual report means a financial report, directors' report and auditor's report on the financial report of Message4U in relation to a financial year and which complies with the requirements of Part 2M.3 of the Act:

- (a) as if Message4U were a large proprietary company; or
(b) as if Message4U were a public company.

ASIC exempt arrangement of a similar kind, in relation to the 2014/15 ESOP, means an arrangement covered or previously covered by ASIC Class Order [CO 14/1001] or an instrument expressed to apply to Message4U and which grants or granted similar relief to the relief granted by this instrument;

casual employee, in relation to Message4U or a wholly-owned subsidiary, 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;

contractor, in relation to Message4U or a wholly-owned subsidiary, means:

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

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

15 - 0119

contribution plan means a plan under which an eligible participant may make monetary contributions towards the acquisition of underlying eligible products from one or more of the following:

- (a) gross (before-tax) wages or salary;
- (b) net (after-tax) wages or salary;
- (c) other monies;

directors' solvency resolution means a resolution of the directors of Message4U that there are reasonable grounds to believe that Message4U will be able to pay its debts as and when they become due and payable;

directors' valuation resolution means a resolution of the directors of Message4U which relates to a valuation of Message4U or its eligible products, and is used to determine the value of an offer of eligible products to an eligible participant;

eligible financial market means the financial market specified in column 1 of Table A;

eligible participant, in relation to Message4U or a wholly-owned subsidiary, means a person specified in column 3 of Table A;

eligible product means a financial product of Message4U specified in column 2 of Table A;

employee incentive scheme means an arrangement under which offers of financial products of an unlisted body are made by the body or a wholly-owned subsidiary of the body to persons that is designed to support interdependence between the body and those persons for their long-term mutual benefit;

expiry day means the day that is the earlier of:

- (a) the day that is 3 months after the day that Message4U first becomes listed on an eligible financial market;
- (b) 1 February 2018.

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;

incentive right means a conditional right:

- (a) to acquire underlying eligible products;
- (b) to be paid a cash amount that is ultimately determined by reference to (wholly or in part):

15 - 0119

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

independent valuation means an independent expert's report, prepared annually, that contains an opinion on the value of shares in the same class as the shares to which the incentive rights offered under the 2014/15 ESOP relate;

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

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

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

offer document, in relation to an offer of eligible products under the 2014/15 ESOP, means a document which includes, or is accompanied by, the following information, statements and explanations worded and presented in a clear, concise and effective manner:

- (a) on the cover page of the offer document, in a box and in a minimum font size of 14 points—prominent statements to the following effect:
 - (i) the eligible products offered under this document may or may not have any value that is capable of being realised by the eligible participant;
 - (ii) whether the eligible products have any value that is capable of being realised by the eligible participant will depend on future events which may or may not occur;

15 - 0119

- (b) prominent statements to the effect that:
 - (i) any advice given by Message4U in relation to eligible products offered under the 2014/15 ESOP does not take into account an eligible participant's objectives, financial situation and needs; and
 - (ii) eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice;
 - (iii) eligible participants may, at any time during the operation of the 2014/15 ESOP make a request to be given, without charge:
 - (A) a copy of the most recent annual report; and
 - (B) a summary of the most recent independent valuation;
 - (iv) eligible participants may, at any time during the operation of the 2014/15 ESOP, make a request to inspect a copy of the most recent independent valuation;
- (c) either:
 - (i) a copy of the terms of the 2014/15 ESOP; or
 - (ii) a summary of the terms of the 2014/15 ESOP together with a statement that, on request and at no charge and within a reasonable time, the body will provide an eligible participant with a copy of the terms of the 2014/15 ESOP;
- (d) either:
 - (i) a copy of the trust deed under which TrusteeCo will hold underlying eligible products in connection with the 2014/15 ESOP; or
 - (ii) a summary of the terms of the trust deed together with a statement that, on request and at no charge and within a reasonable time, Message4U will provide an eligible participant with a copy of the trust deed;
- (e) an explanation of the methodology used or adopted by the directors of Message4U for the purposes of the directors' valuation resolution;
- (f) the identity of Message4U and the nature of the eligible products offered under the 2014/15 ESOP;
- (g) a description of Message4U's business;
- (h) the nature of the risks involved in investing in eligible products offered under the 2014/15 ESOP; and

15 - 0119

- (i) a copy of the most recent annual report.

prospective participant, in relation to an offer of an eligible product under the 2014/15 ESOP, means a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming covered by one of paragraphs (a) to (d) of column 3 of Table A;

trustee means a body that holds or will hold underlying eligible products on trust for the following persons in connection with the 2014/15 ESOP:

- (a) eligible participants generally on an unallocated basis; or
- (b) one or more specified eligible participants on an allocated basis;

underlying eligible product means an eligible product specified in paragraph (a) in column 2 of Table A;

- (b) an offer of eligible products to an eligible participant under the 2014/15 ESOP on terms that the eligible participant may renounce the offer in favour of a person covered by one of the following paragraphs is to be treated as an offer of eligible products to the eligible participant:
 - (i) an immediate family member of the eligible participant;
 - (ii) a company whose members comprise no persons other than the eligible participant or immediate family members of the participant;
 - (iii) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) where the eligible participant is a director of the trustee;
- (c) for the avoidance of doubt, a document or other writing to be given in connection with this instrument may be given by electronic means (including, in the case of a document or other writing to be given by Message4U, by way of making it available on a website and notifying the intended recipient that it is available on the website).

Dated this 23rd day of February 2015



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

15 - 0119

Table A

Column 1 Eligible financial market	Column 2 Eligible product	Column 3 Eligible participant
ASX (also known as the Australian Securities Exchange)	(a) a fully paid ordinary share of Message4U; (b) a unit in a financial product mentioned in paragraph (a); (c) an incentive right granted in relation to a financial product mentioned in paragraph (a) .	(a) a full-time or part-time employee (including an executive director); (b) a non-executive director; (c) a contractor; (d) a casual employee; (e) a prospective participant.

15-0127

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 601QA(1)(a), 911A(2)(l), 992B(1)(a) 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), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 15-0127.

Commencement

3. This instrument commences upon gazettal.

Exemptions

4. Mission Australia Housing ACN 003 683 261 and Mission Australia Housing (Victoria) Limited ACN 131 036 934 (each an *Operator*) does not have to comply with section 601ED of the Act.
5. An *Operator* does not have to comply with the requirement to hold an Australian financial services licence under subsection 911A(1) of the Act.
6. An *Operator* does not have to comply with section 992AA of the Act.
7. An *Operator* does not have to comply with Part 7.9 of the Act, other than Divisions 5 and 5A of Part 7.9.

Where the exemptions apply

8. The exemption in paragraph 4 applies to an *Operator* where the *Operator* operates a managed investment scheme(s) (the *Scheme*) under which:
 - (a) owners of real property make their properties available to the *Operator* to rent to third parties under the *National Rental Affordability Scheme Act 2008 (NRASA)*;

15-0127

- (b) the Operator will be entitled to receive annual payments from the federal and state governments under the NRASA;
 - (c) the owners of real property under the Scheme will be entitled to receive a government subsidy from a department or agency of any Government as well as rent from the tenants and will be required to pay all outgoings; and
 - (d) the Operator will distribute to the owners of real property under the Scheme a share of payments to the Operator received from the federal and state governments under the NRASA.
9. The exemption in paragraph 5 applies to an Operator where the Operator issues or arranges to issue an interest in the Scheme.
10. The exemptions in paragraphs 6 and 7 apply to an Operator where:
- (a) the Operator offers to issue or to arrange for the issue of an interest in the Scheme; or
 - (b) the Operator issues an interest in the Scheme.

Conditions

11. Each Operator must give a Disclosure Document to a person at or before the time the relevant Operator offers to issue an interest in the Scheme it operates or offers to arrange for the issue of an interest in the Scheme, or issues an interest in the Scheme, to that person.
12. Each Operator will notify ASIC of any Disclosure Document which is in use for a Scheme it operates.
13. Each Operator will lodge a notice with ASIC, in electronic form, advising of the occurrence of any of the following events in respect of a Scheme it operates as soon as practicable, and in any event within 5 business days, after the occurrence of the event of:
- (a) a copy of the Disclosure Document for the Scheme is first given to someone; or
 - (b) a change is made to fees and charges set out in the Disclosure Document for the Scheme;
 - (c) an interest in the Scheme ceases to be available; or
 - (d) any changes to any other payments that the investors in the Scheme may benefit from, including, but not limited to, any payments from any department or agency of any State, Territory or Commonwealth Government or any other government or similar agency.

15-0127

14. Each Operator must keep a copy of the Disclosure Document for a Scheme it operates (or has operated) for the period of 7 years after the date of the Disclosure Document.
15. Each Operator must, during the period of 10 years from the date of the Disclosure Document for a Scheme it operates (or has operated):
 - (e) make a copy of the Disclosure Document available to ASIC if asked to do so by ASIC; and
 - (f) comply with any reasonable request from any other person for a copy of the Disclosure Document.
16. Each Operator will ensure that all investors investing in a Scheme it operates, and potential investors, are notified of any obligations to do with any payments whatsoever from any other government bodies as well as any conditions (such as repayment in certain circumstances) which are related to the Scheme. Further in the event that this is not met then the entire relief ceases immediately.

Interpretation

17. In this instrument:

Disclosure Document means a document which must include the following:

- a. confirmation from the relevant Operator that it has been approved by the Department of Families, Housing, Community Services and Indigenous Affairs (Cth) to receive rental incentives as part of the National Rental Affordability Scheme;
- b. the details of any fees and charges payable by the owner in relation to his, her or its participation in the Scheme;
- c. a description of the Scheme;
- d. a description of the main features of the interests in the Scheme;
- e. details of the main terms and conditions of the offer;
- f. a description of how the Scheme will generate returns for investors;
- g. a description of the relevant Operator and its credentials in operating the Scheme;
- h. a description of the credentials of any person engaged by the relevant Operator to provide services for the Scheme on the relevant Operator's behalf;

15-0127

- i. provide answers to the questions, other than subparagraphs 2(a)(iii), (2)(b)(i), (2)(d)(i) and (2)(d)(iii), of Schedule F to Class Order [CO 02/303], 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 Instrument Act 2003, sufficiently to enable a typical investor in the interests in the Scheme to make an informed decision whether to invest in an interest in the Scheme; and
- j. a prominent statement to the effect that a person should consider whether to consult:
 - i. an investment adviser who is either a financial services licensee or an authorised representative of a financial services licensee;
 - ii. a taxation adviser; and
 - iii. a lawyer,

before making a decision to become a member of the Scheme.

Dated this 24th day of February 2015



Signed by Jonathan Hatch
as delegate of the Australian Securities and Investments Commission

15-0128

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0128.

Commencement

3. This instrument commences on 19 February 2015.

Declaration

4. Chapter 6D of the Act applies to Sino Rare Precious Metals Limited ARBN 601 502 247 (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”;

15-0128

(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
- (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:

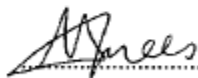
“(1B) Where a supplementary disclosure document of the kind referred to in subparagraphs (1)(a)(iv) or (1)(b)(ii)(B) is lodged with ASIC, the person offering the securities must give the applicants:

- (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 prospectus lodged with ASIC on 21 November 2014 where the Issuer has lodged a supplementary prospectus with ASIC on or after the date of this instrument which describes the need for, and effect of, the relief provided in this instrument.

Dated this 19th day of February 2015



.....

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

15 - 0129

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is hereby given under section 920E of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order, a copy of which is set out below, which order took effect on the date of service of the order on the person to whom it relates, being 17 February 2015.

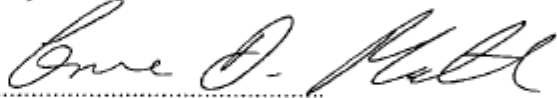
AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF MICHAEL ROGER O'SULLIVAN****SECTIONS 920A AND 920B OF THE CORPORATIONS ACT 2001**

To: Mr Michael Roger O'Sullivan

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

TAKE NOTICE that under paragraphs 920A(1)(c) and 920A(1)(g), and section 920B, of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits Michael Roger O'Sullivan from providing any financial services for a period of seven years.

Dated this 16th day of February 2015.

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

Your attention is drawn to s920C and s1311 of the Corporations Act 2001 that provide that a person commits an offence if they engage in conduct that breaches a banning order that has been made against them (Penalty \$2,750 or imprisonment for 6 months or both).

15-0131

**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 [15/0131].

Commencement

3. This instrument commences on 20 February 2015.

Exemption

4. Rio Tinto Limited ACN 004 458 404 (the *Company*) does not have to comply with Part 6D.2 or 6D.3 of the Act (other than sections 736 and 738) for an offer (*offer*) of shares for issue under a purchase plan.

Where the exemption applies

5. This instrument applies where the Company, at the time the offer is made:
 - (a) meets the requirements in paragraph 7 of ASIC Class Order [CO 09/425] (the *class order*) except for subparagraph 7(d); and
 - (b) would meet the requirement in subparagraph 7(d) of the class order if that subparagraph were to read:
 - “(d) no order under section 340 (other than ASIC Orders [06/53] (as varied by ASIC Order [06/855]), [10/412], [10/1265] (as varied by ASIC Order [12/201]), and [15/9]) or 341 of the Act (other than an excluded order) covered the issuer, or any person as director or auditor of the issuer, at any time in the shorter of the period during which the class was quoted, and the period of 12 months before the day on which the offer is made;”.

Conditions

6. The Company must comply with the conditions of the class order.

15-0131

Interpretation

7. In this instrument:

purchase plan has the meaning given by the class order.

Revocation

8. ASIC Instrument [11/273] is revoked.

Dated this 20th day of February 2015



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

15-0132

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraphs 741(1)(b) and 1020F(1)(c) – Declaration**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument [15/0132].

Commencement

3. This instrument commences on 20 February 2015.

Declaration

4. Chapter 6D and Part 7.9 of the Act apply to Rio Tinto Limited ACN 004 458 404 as if:
 - (a) subparagraph (b)(iii) of the definition of *continuously quoted securities* in section 9 of the Act, as notionally modified by ASIC Class Order [CO 01/1455] and ASIC Instruments [05/1104], [06/166], [10/730] and [11/274], were further modified or varied by omitting “[10/1265]”, and substituting “[10/1265] (as varied by ASIC Order [12/201]), or [15/9]”; and
 - (b) paragraphs 708A(5)(d) and 1012DA(5)(d), as notionally modified by ASIC Class Order [04/672] and ASIC Instruments [05/1104], [06/166], [10/730] and [11/274], were further modified or varied by omitting “[10/1265]”, and substituting “[10/1265] (as varied by ASIC Order [12/201]), or [15/9]”; and
 - (c) paragraph 708AA(2)(e), as notionally modified by ASIC Class Order [07/571] and ASIC Instruments [09/451], [10/730] and [11/274], were further modified or varied by omitting “[10/1265]”, and substituting “[10/1265] (as varied by ASIC Order [12/201]), and [15/9]”; and
 - (d) paragraph 1012DAA(2)(e), as notionally modified by ASIC Class Order [07/571] and ASIC Instruments [10/730] and [11/274], were further modified or varied by omitting “[10/1265], or”, and substituting “[10/1265] (as varied by ASIC Order [12/201]), or [15/9]”.

Dated this 20th day of February 2015



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



15-0133

ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: iPlan Financial Services Pty Ltd
ACN 122 979 140 ("the Licensee")
Level 1, 4 Park Road
Milton QLD 4064.

Pursuant to section 915B of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Licence Number 311824 held by the Licensee with effect from the date on which this notice is given to the Licensee.

Dated this 23rd February 2015.

Signed

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

**Australian Securities and Investments Commission
Corporations Act 2001 section 915C**

15 - 0138

Notice of Suspension of Australian Financial Services Licence

To: GSM Financial Group Pty Ltd (ACN 150010736)

Under s 915C(3) of the *Corporations Act 2001*, the Australian Securities and Investments Commission suspends the Australian Financial Services Licence (number 403199) held by GSM Financial Group Pty Ltd (ACN 150010736) until 31 August 2015.

Dated 17th February 2015.

Signed Melanie Baxter

Melanie Baxter as a delegate of the Australian Securities and Investments Commission

15-0139

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument [15/0139].

Commencement

3. This instrument commences on 23 February 2015.

Declaration

4. Chapter 6D of the Act applies to Australia and New Zealand Banking Group Limited ACN 005 357 522 (*ANZBGL*), ANZ Bank New Zealand Limited (*ANZBNZ*) (a body incorporated under the laws of New Zealand), a body (the *NOHC*) that becomes the holding company of ANZBGL as a result of a compromise or arrangement under Part 5.1 approved at a meeting held as a result of an order made under subsection 411(1) or (1A), and a person who holds securities in ANZBGL and a person who holds securities in the NOHC as if:
 - (a) the definition of *continuously quoted securities* in section 9 of the Act, as notionally modified by ASIC Class Orders [CO 01/1455] and [CO 10/322], were further modified or varied by omitting “prospectus or Product Disclosure Statement or notice given under paragraph 708A(12C)(e) or 1012DA(12C)(e)” (twice occurring), and substituting “prospectus, Product Disclosure Statement or notice given under paragraph 708A(12C)(e), 708A(12G)(e) or 1012DA(12C)(e)”; and
 - (b) section 708A, as notionally modified by ASIC Class Orders [CO 08/35] and [CO 10/322], were further modified or varied as follows:
 - (i) in paragraph (1)(a) omitting “(11), (12), (12A) or (12C),” and substituting “(11), (12), (12A), (12C) or (12G),”; and
 - (ii) after notional subsection (12F) (as inserted by ASIC Class Order [CO 10/322]) inserting:

“Sale offer of certain securities issued on conversion of convertible notes

(12G) The sale offer does not need disclosure to investors under this Part if:

15-0139

- (a) the relevant securities:
 - (i) were issued by reason of the conversion of convertible notes; and
 - (ii) are either listed entity securities or NOHC securities; and
- (b) on the day on which a notice in relation to the convertible notes was given under paragraph (c):
 - (i) securities in the same class as listed entity securities were continuously quoted securities; and
 - (ii) there was no determination under subsection 713(6) in force in respect of the listed entity; and
- (c) trading in securities in the class of listed entity securities on the prescribed financial market on which they are quoted was not suspended for more than a total of 5 days during the shorter of the period during which the class of listed entity securities were quoted, and the period of 12 months before the day on which the convertible notes were issued; and
- (d) the conversion of the convertible notes did not involve any further offer; and
- (e) the listed entity and note issuer jointly gave the relevant market operator for the listed entity a notice that complied with subsection (12H) on the same day as, or within 2 business days before, the day on which the convertible notes were issued.

(12H) A notice complies with this subsection if:

- (a) the notice contains the following information:
 - (i) for the convertible notes – the information required by subsection 713(2); and
 - (ii) for the listed entity securities – the information required by subsections 713(2) to (5);as if the notice were a prospectus; and
- (b) the information in the notice is worded and presented in a clear, concise and effective manner; and
- (c) where the notice includes a statement by a person, or a statement said in the notice to be based on a statement by a person:
 - (i) the person has consented to the statement being included in the notice in the form and context in which it is included; and
 - (ii) the notice states that the person has given this consent; and
 - (iii) the person has not withdrawn this consent before the notice is given to the relevant market operator.

15-0139

(12I) If the listed entity and note issuer jointly give a notice under paragraph (12G)(e) in relation to convertible notes, each financial report or directors' report required under section 298 of the listed entity or if the listed entity is a subsidiary of a NOHC, the NOHC, in relation to a financial year during which those convertible notes were on issue must contain the following information:

- (a) the:
 - (i) number of convertible notes in that class that have not converted as at the end of the financial year; and
 - (ii) number of listed entity securities or NOHC securities into which the convertible notes will convert; and
 - (iii) price (if any) to be paid on conversion; and
 - (iv) circumstances in which conversion may occur; and
- (b) the remaining liability of the note issuer to make payments under convertible notes in that class as at the end of the financial year; and
- (c) the average conversion price (if any) paid for any convertible notes in that class that were converted during the financial year and the number of listed entity securities or NOHC securities into which they converted; and
- (d) any other matters relating to the convertible notes that holders of ED securities of the body (the **reporting body**) providing the financial report would reasonably require to make an informed assessment of the financial position of the reporting body and its prospects for future financial years.

(12J) The financial report and directors' report may omit material that would otherwise be included under paragraph (12I)(d) if it is likely to result in unreasonable prejudice to:

- (a) the reporting body; or
- (b) if consolidated financial statements are required – the consolidated entity or any entity (including the reporting body and, if the reporting body is the NOHC, the note issuer and the listed entity) that is part of the consolidated entity.

If material is omitted, the report must say so.

(12K) For the purposes of subsections (12G), (12H), (12I), (12J) and (12K):

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

listed entity securities means securities of a listed entity.

NOHC means a body that becomes the holding company of a listed entity as a result of a compromise or arrangement under Part 5.1

15-0139

approved at a meeting held as a result of an order made under subsection 411(1) or (1A).

NOHC securities means securities of a NOHC.

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

Where this instrument applies

5. This instrument applies to an offer of securities in ANZBGL or the NOHC for sale by a holder of the securities where:
- (a) the securities were issued by reason of the conversion of convertible notes issued by ANZNZ and:
 - (i) immediately after conversion the securities were continuously quoted securities of ANZBGL; or
 - (ii) both the following are satisfied:
 - (A) immediately after conversion the securities were quoted ED securities of the NOHC; and
 - (B) ordinary shares in ANZBGL were continuously quoted securities at the time the NOHC became the holding company of ANZBGL; and
 - (b) the convertible notes were issued by ANZNZ on or about 31 March 2015; and
 - (c) the offers of convertible notes did not require disclosure to investors under Part 6D.2 of the Act; and
 - (d) the terms of the convertible notes are substantially the same as the terms provided to ASIC on 6 February 2015.

Dated this 23rd day of February 2015



Signed by Tanya Tang

as a delegate of the Australian Securities and Investments Commission

15-0148

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 601QA(1)(a) – Exemption**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 15-0148.

Commencement

3. This instrument commences on 24 February 2015.

Exemption

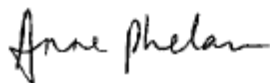
4. NHLS & Co Limited (in liquidation) ACN 076 529 149 (**Company**) in its capacity as responsible entity of:
 - a. Juliette Street Direct Property Syndicate ARSN 086 950 610;
 - b. Juliette Street Direct Property Unit Trust ARSN 086 950 692;
 - c. 164 Lavarack Avenue Direct Property Syndicate ARSN 108 833 138; and
 - d. 164 Lavarack Avenue Unit Trust ARSN 108 833 209.

(collectively, the **Schemes**) does not have to comply with regulation 5C.9.01 of the *Corporations Regulations 2001*.

Where this instrument applies

5. This instrument applies where the Company is required to lodge a copy of the audited financial report and auditor's report for the Schemes for the period from 1 July 2014 to completion of the winding up of the Schemes.

Dated this 24th day of February 2015



Signed by Anne Phelan
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001

Subsection 601PA(3)

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

Dated this twenty-seventh day of February 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme**ARSN**

MOSAIC NO. 1 TRUST

165 799 388

MOSAIC NO.2 TRUST

165 799 468

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-seventh day of February 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

APN 541 ST KILDA RD FUND

ARSN

160 546 529

CORPORATIONS ACT 2001

Section 601CL(4)

ASIC will strike the foreign companies listed below off the register three months after the publication of this notice, unless given acceptable reason not to proceed.

Dated this twenty-seventh day of February 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

EIM (UNITED KINGDOM) LIMITED

139 557 314

FUTURA S.P.A.

168 804 742

FX ALLIANCE INTERNATIONAL,LLC

097 253 640

GEA PROCESS ENGINEERING (FRANCE)

155 097 626

SFHH ADR INC.

097 880 816

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this twenty-seventh day of February 2015

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

ARIBA INTERNATIONAL, INC.

094 202 543

SKIP.CO LIMITED

149 144 329

SPORTS TURF NEW ZEALAND LIMITED

126 565 679

VOX MEDIA, INC.

158 236 509

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.

CONSOLIDATED MEDIA ENTERPRISES

LIMITED ACN 162 881 192 will change to a proprietary company limited by shares. The new name will be CONSOLIDATED MEDIA ENTERPRISES PTY LTD ACN 162 881 192.

DAWNEY & CO LIMITED ACN 168 708 503

will change to a proprietary company limited by shares. The new name will be DAWNEY & CO PTY LTD ACN 168 708 503.

MACQUARIE ACCEPTANCES LIMITED

ACN 008 594 885 will change to a proprietary company limited by shares. The new name will be MACQUARIE ACCEPTANCES PTY LIMITED ACN 008 594 885.

VITERRA OPERATIONS LTD ACN 007 556 256

will change to a proprietary company limited by shares. The new name will be VITERRA OPERATIONS PTY LTD ACN 007 556 256.

CRE8 HOME & FINANCE PTY LTD

ACN 154 222 885 will change to a public company limited by shares. The new name will be CRE8 HOME & FINANCE LTD ACN 154 222 885.

DIVERSIFIED MINING SERVICES LIMITED

ACN 126 482 282 will change to a proprietary company limited by shares. The new name will be DIVERSIFIED MINING SERVICES PTY LIMITED ACN 126 482 282.

VITERRA LTD ACN 084 962 130 will change

to a proprietary company limited by shares. The new name will be VITERRA PTY LTD ACN 084 962 130.