



ASIC

Australian Securities &
Investments Commission

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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 or from the Administrative Law Co-ordinator in the ASIC office with which you have been dealing.

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17-0629

**Australian Securities and Investments Commission
Corporations Act 2001 — s926A(2)(a) — Exemption**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 17-0629.

Commencement

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

Cessation

4. The exemption in paragraph 5 ceases to have effect on the earlier of:
 - (a) sub-paragraph 1(1) of Sch 2 of the *ASIC Corporations (Repeal and Transitional) Instrument 2016/396* ceasing to have effect in relation to the relief that was provided under ASIC Class Order [CO 04/1313] *German BaFin regulated financial service providers*; or
 - (b) Allianz Global Investors GmbH, a company incorporated under the laws of Germany, and registered under number HRB 9340 in the Commercial Register of the Municipal Court (Amtsgericht) of Frankfurt am Main (the *body*), not complying with any written notice given by ASIC directing the body to give to ASIC, within the time specified in the notice, a written statement containing specified information about the financial service business operated by the body in this jurisdiction.

Exemption

5. ASIC exempts the body from the requirement to hold an Australian financial services (*AFS*) licence in the case referred to in Schedule A.

Schedule A

1. Where all of the following apply:
 - (a) the body holds a current authorisation granted by BaFin as a Management Company pursuant to the German Capital Investment Code;

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- (b) the body is incorporated in Germany;
 - (c) the body:
 - (i) is registered under Div 2 of Pt 5B.2 of the Act; or
 - (ii) has an agent at the time the body first purports to rely on this instrument and, from that time, has not failed to have an agent for any consecutive period of 10 business days;
 - (d) the body's primary business is the provision of financial services;
 - (e) neither the body nor its agent has been notified by ASIC that the body is excluded from relying on this instrument;
 - (f) if the body becomes aware or should reasonably have become aware of matters that give it reason to believe that it has failed, other than in an immaterial respect, to comply with a requirement set out in Schedule B;
 - (i) 15 business days have not passed since the body became so aware or should reasonably have become so aware without the body providing full particulars of the failure to ASIC (to the extent that the body knows those particulars or would have known them if it had undertaken reasonable enquiries); and
 - (ii) 30 business days have not passed from ASIC receiving those particulars from the body without ASIC notifying the body that it may continue to rely on this instrument; and
 - (g) the body has not notified ASIC that it will not rely on this instrument.
2. Where the body provides the following financial services (the *financial services*) in this jurisdiction to wholesale clients:
- (a) providing financial service advice;
 - (b) dealing in a financial product;
 - (c) making a market for a financial product; or
 - (d) providing a custodial or depositary service;
- in respect of any of the following financial products:
- (e) derivatives;
 - (f) foreign exchange contracts;
 - (g) securities;
 - (h) debentures, stocks or bonds issued by a government;

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- (i) managed investment products;
 - (j) interests in a managed investment scheme that is not required to be registered under Ch 5C of the Act; and
3. Where the body has provided ASIC with all of the following:
- (a) evidence that paragraph 1(a) of Schedule A is satisfied that ASIC has stated in writing is adequate;
 - (b) a notice that it will provide financial services in this jurisdiction in reliance on this instrument;
 - (c) a deed of the body for the benefit of and enforceable by ASIC and the other persons referred to in s659B(1) of the Act that applies notwithstanding that the body may have ceased to rely, or never have relied, on this instrument, which provides that:
 - (i) the deed is irrevocable except with the prior written consent of ASIC; and
 - (ii) the body submits to the non-exclusive jurisdiction of the Australian courts in legal proceedings conducted by ASIC (including under s50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in s659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise; and
 - (iii) the body covenants to comply with any order of an Australian court in respect of any matter relating to the provision of the financial services; and
 - (iv) if the body is not registered under Div 2 of Pt 5B.2 of the Act, service of process on the body in relation to legal proceedings conducted by ASIC (including under section 50 of the ASIC Act) and, in relation to proceedings relating to a financial services law, by any person referred to in s659B(1) of the Act and whether brought in the name of ASIC or the Crown or otherwise can be effected by service on the agent; and
 - (v) the body covenants that, on written request of either BaFin or ASIC, it will give or vary written consent and take all other practicable steps to enable and assist BaFin to disclose to ASIC and ASIC to disclose to BaFin any information or document that BaFin or ASIC has that relates to the body; and
 - (d) written consents to the disclosure by BaFin to ASIC and ASIC to BaFin of any information or document that BaFin or ASIC has that relates to the body (being consents in such form (if any) as ASIC specifies in writing).

Schedule B

1. The body must provide each of the financial services in this jurisdiction in a manner which would comply, so far as is possible, with the German regulatory requirements if the financial service were provided in Germany in like circumstances.
2. The body must:

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- (a) notify ASIC, as soon as practicable and in any event within 15 business days after the body became aware or should reasonably have become aware, and in such form if any as ASIC may from time to time specify in writing, of the details of:
 - (i) each significant change to, including the termination of, the registration as a registered broker dealer or a registered investment adviser applying to the body relevant to the financial services the body provides or intends to provide in this jurisdiction; and
 - (ii) each significant particular exemption or other relief which the body obtains from the German regulatory requirements relevant to the financial services the body provides or intends to provide in this jurisdiction; and
 - (iii) each action or investigation of the following kinds taken by BaFin or other overseas regulatory authority against the body in a foreign jurisdiction in relation to financial services provided in the foreign jurisdiction:
 - (A) significant enforcement action;
 - (B) significant disciplinary action;
 - (C) significant investigation (unless, after having taken reasonable steps to enable notification to be given to ASIC, the body is prohibited by law from giving such notification but only to the extent of the prohibition); and
- (b) provide written disclosure to all persons to whom the financial services are provided in this jurisdiction (before the financial services are provided) containing prominent statements to the following effect:
 - (i) the body is exempt from the requirement to hold an AFS licence under the Act in respect of the financial services; and
 - (ii) the body is regulated by BaFin under German laws, which differ from Australian laws.

Interpretation

In this instrument:

Act means the *Corporations Act 2001*;

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

agent means a natural person resident in this jurisdiction or a company, whose name and address were last notified to ASIC by the body for the purposes of this instrument, and who is authorised to accept on the body's behalf, service of process from ASIC and, in relation to proceedings relating to a financial services law, from any person referred to in s659B(1) of the Act;

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

BaFin means the *Bundesanstalt für Finanzdienstleistungsaufsicht of Germany*;

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custodial or depositary service has the meaning given by s766E of the Act;

derivative has the meaning given by s761D of the Act;

financial product advice has the meaning given by s766B of the Act;

financial services law has the meaning given by s761A of the Act;

foreign exchange contract has the meaning given by s761A of the Act;

German Capital Investment Code means the *Kapitalanlagegesetzbuch (KAGB)*;

German regulatory requirements means the rules that apply in relation to the financial services including any applicable legislation, instruments made under that legislation and any relevant policies or other documents (however described) issued by BaFin;

making a market has the meaning given by s766D of the Act;

managed investment product has the meaning given by s761A of the Act;

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

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

securities has the meaning given by s761A of the Act;

wholesale client has the meaning given in s761G of the Act.

Dated 18 August 2017



Signed by Marie-Christine De Greeff
as a delegate of the Australian Securities and Investments Commission

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AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION


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

DISQUALIFICATION ORDER

To: Mr Chiu Man
1st Floor 42 Arthur Street,
Cabramatta NSW 2166
Approved SMSF auditor registration number 100240453

Under s130F(2) of the *Superannuation Industry (Supervision) Act 1993* the Australian Securities and Investments Commission disqualifies Chiu Man from being an approved SMSF auditor with effect from 25 July 2017.

Dated this 18th day of July 2017

Signed: 
Scott Rea
Delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Kieran John Moore
ABN 61 763 153 495 ("the Licensee")
7 Station Street
Kew East VIC 3012

Pursuant to paragraph 915B(1)(e) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 483209 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 17 August 2017

Signed

A handwritten signature in black ink, appearing to read 'Kim Demarte', followed by a horizontal line of dots.

Kim Demarte
A delegate of the Australian Securities and Investments Commission

17-0739

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 17-0739.

Commencement

3. This instrument commences on 11 August 2017.

Declaration

4. Chapter 5C of the Act applies to Magellan Asset Management Limited ACN 120 593 946 in its capacity as the responsible entity of the Magellan Global Trust ARSN 620 753 728 (the *Trust*) as if Chapter 5C of the Act were further modified or varied as follows:

- (a) after paragraph 601GAE(2)(b) as notionally inserted into the Act by ASIC Class Order [CO 13/655], insert the following subsection:

“(2A) The constitution may provide an alternative formula or method when the interests in the scheme are in a class of interests that is traded on a financial market where:

- (a) the formula or method is based on the value of scheme property attributable to interests in that class at the time of issue less any liabilities that under the constitution may be met from that property attributable to interests in that class divided by the number of interests on issue in that class; and
 - (b) the constitution contains a provision to the effect that if the issue price is set in accordance with a formula or method that is covered by paragraph 601GAE(2A)(a), the issue price must be greater than or equal to the issue price that is determined by using a formula or method under paragraph 601GAE(2)(b).”; and
 - (b) in subsection 601GAE(1) as notionally inserted into the Act by ASIC Class Order [CO 13/655], omit “subsection (2)”, and substitute “subsections (2) or (2A)”.

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Where this declaration applies

5. This declaration applies where interests in the Trust are in a class of interests that is traded on the financial market operated by ASX Limited ACN 008 624 691.

Dated this 11th day of August 2017

A handwritten signature in black ink, appearing to read 'Hassan Salem', with a long horizontal stroke extending to the right.

Signed by Hassan Salem
as a delegate of the Australian Securities and Investments Commission

17-0743

NOTICE UNDER SECTION 920E OF THE CORPORATIONS ACT 2001

Notice is given under section 920E of the *Corporations Act 2001* that the Australian Securities and Investments Commission has made a banning order in the terms set out below, which order took effect on 8 August 2017.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION


IN THE MATTER OF TRAVIS BYRON McLEAN

SECTIONS 920A AND 920B
OF THE CORPORATIONS ACT 2001

To: Mr Travis Byron McLean

TAKE NOTICE that under sections 920A(1) and 920B(2) of the *Corporations Act 2001* the Australian Securities and Investments Commission prohibits **TRAVIS BYRON McLEAN** from providing any financial services for a period of 5 years.

Dated this 4th day of August 2017

Signed: 

Christine Croft
Delegate of the Australian Securities and Investments Commission

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

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Australian Securities and Investments Commission
Corporations Act 2001 — Subsections 601QA(1), 741(1), 911A(2), 992B(1),
and 1020F(1) — Exemptions

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsections 601QA(1), 741(1), 911A(2), 992B(1) and 1020F(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 17-0744.

Commencement

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

Disclosure relief

4. The Specified Persons do 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 Plan.
5. 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 an offer of an eligible product to an eligible participant under the Plan.

Personal advice given by advisers

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

Licensing relief*General advice*

7. The Specified Persons do 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 Plan.

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Dealing

8. The Specified Persons do 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 Plan:
- (a) issuing the eligible product;
 - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by the Company or a related body corporate occurs either:
 - (i) through a financial services licensee; or
 - (ii) outside this jurisdiction and through a person which is licensed or otherwise authorised to deal in financial products of that kind in the relevant place;
 - (c) dealing in an interest in a managed investment scheme covered by paragraph 12 of this instrument.

Custodial or depository services

9. The Specified Persons do 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 Plan:
- (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; and
 - (b) dealing in the eligible product in the course of providing a custodial or depository service covered by paragraph (a).

Hawking

10. The Specified Persons do not have to comply with sections 736, 992A or 992AA 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 Plan.

Advertising

11. The Specified Persons do 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 Plan.

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Managed investment scheme

12. The Specified Persons do not have to comply with section 601ED of the Act in relation to the operation of a managed investment scheme relating to offers of eligible products to eligible participants in connection with the Plan.

Conditions*Disclosure*

13. The Company and its related bodies corporate must each ensure that an offer of an eligible product to an eligible participant under the Plan is made in, or is accompanied by, an offer document.

5% issue limit

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

Loans

15. A Specified Person making an offer of an eligible product under the Plan to an eligible participant, that involves a loan from the Company or a related body corporate to the eligible participant to acquire the product, must ensure that under the terms of the loan:
- (a) no fees or interest is payable; and
 - (b) the eligible participant is not liable to pay the lender for an amount greater than the cumulative value of the eligible products issued or transferred to, or held on behalf of, the participant in connection with the scheme, at the time the loan is repayable.

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FCPE structure

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

Regulation

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

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- (b) the details of each significant investigation, disciplinary or enforcement action against any of the Specified Persons.

FCPE annual financial statements

21. The FCPE annual financial statements must be audited annually.
22. If requested by an eligible participant at any time during the period the eligible participant is participating in the Plan, the Company must provide and make available at the registered office or principal place of business of AXA RE IM Australia, during normal business hours or such other time as is agreed with the eligible participant:
 - (a) the most recent FCPE annual financial statements and accompanying auditors' report;
 - (b) a copy of the Rules;
 - (c) a copy of the offer document; and
 - (d) a response to any other reasonable request for information.

Redemption of eligible products

23. AXA RE IM Australia must accept notices, correspondence and service of process on behalf of each of the Specified Persons at its registered office or principal place of business.
24. AXA RE IM Australia must forward any notice received from an eligible participant in connection with the Plan, including a notice relating to the buy-back or redemption of eligible products as provided for in the Rules, to the Manager without delay.
25. The Company must notify ASIC within 5 business days of:
 - (a) suspension or termination of the buy-back arrangements or redemption facilities of eligible products in the FCPE; or
 - (b) suspension of the quotation of the underlying eligible products of the Company on the eligible financial market.
26. The Company must maintain, at the registered office or principal place of business of AXA RE IM Australia, a register of eligible participants who are participating in the Plan that includes details of:
 - (a) the names and addresses of each eligible participant;
 - (b) the extent of the holding of each eligible participant;

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- (c) the date at which the name of each eligible participant was entered in the register; and
- (d) the date at which any eligible participant's interest ceased.

ASIC power to request documents

27. A Specified Person must, if requested by ASIC and in accordance with the request, make available to ASIC the offer document and all other accompanying information or documents given to eligible participants in connection with an offer that is made in reliance on this instrument, including:
- (a) records relating to the issue or sale of and the buy-back or redemption of eligible products in the FCPE to or from eligible participants; and
 - (b) if any document is not in English, a translation of that document into English which must be a certified translation if requested by ASIC.

Interpretation

28. In this instrument:

able to be traded has the meaning given by section 761A of the Act.

AXA RE IM Australia means AXA Real Estate Investment Managers Australia Pty Ltd ACN 612 996 148.

Company means AXA, a body registered in France and listed on the eligible financial market.

Custodian means the custodian of the FCPE from time to time (presently BNP Paribas Securities Services, a body registered in France), which, by way of contract, acts for or on behalf of the Company in connection with an offer to an eligible participant under the Plan.

eligible financial market means the financial market specified in column 1 of Table A and, unless a contrary intention appears, is limited to the main board of that market.

eligible participant means, in relation to the Company or a related body corporate, a person specified in column 3 of Table A who is a resident in this jurisdiction.

eligible product means a financial product of the Company specified in column 2 of Table A.

employee incentive scheme means an arrangement under which a listed body or a related body corporate makes offers of financial products of the listed body to persons that is designed to support interdependence between the body and those persons for their long-term mutual benefit.

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FCPE means the Fonds Commun de Placement d'Entreprise called "Shareplan AXA Direct Global", through its compartment "AXA Shareplan Direct Global", approved by the *Autorité des Marchés Financiers* (AMF) on 13 September 2005, or the FCPE "AXA Actions Relais Global 2017", approved by the AMF on 17 May 2017, and its successor FCPEs that are formed on a temporary basis in order to make offers of eligible products to eligible participants under the Plan, governed by the Rules.

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

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

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

Manager means the independent management company of the FCPE from time to time (presently AXA Investment Managers Paris, a body registered in France), which, by way of contract with the Company, acts for or on behalf of the Company in connection with an offer to an eligible participant under the Plan.

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; and
- (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 Plan, means a document which includes, or is accompanied by, the following information, statements and explanations worded and presented in a clear, concise and effective manner:

- (a) prominent statements to the effect that:
 - (i) any advice given by any Specified Person in relation to eligible products offered under the Plan does not take into account an eligible participant's objectives, financial situation and needs;
 - (ii) eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice; and

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- (iii) the FCPE and Plan are regulated by the laws of France, and those laws differ from Australian laws;
- (b) either:
 - (i) a copy of the Rules; or
 - (ii) a summary of the Rules together with a statement that, at any time during the operation of the Plan, eligible participants may make a request to be given, without charge and within a reasonable time, a copy of the Rules;
- (c) general information about the risks of acquiring and holding an eligible product being offered under the Plan;
- (d) the acquisition price in Australian dollars or, where the acquisition price is to be worked out in the future under a formula, an explanation of how an eligible participant could calculate the acquisition price of the eligible products in Australian dollars were that formula applied at the date of the offer;
- (e) an explanation of how an eligible participant could, from time to time, ascertain the market price in Australian dollars of an underlying eligible product;
- (f) where the offer to an eligible participant under the Plan involves a loan from a Specified Person to an eligible participant to acquire the eligible product – a copy of the terms of the loan which includes the conditions, obligations and risks associated with the loan;
- (g) as the FCPE and the Plan are regulated by the laws of France, a brief description of the legal and practical effect (if any) this may have on the rights and ability of an eligible participant domiciled in Australia to make any claim or enforce any right arising out of or in connection with the offer of an eligible product;
- (h) an explanation of the nature of any special risks associated with cross-border investing, such as risks arising from foreign taxation requirements, foreign currency or time differences; and
- (i) details of how the Rules provide for any fees or charges for administering the FCPE that are payable directly by any eligible participant or out of the assets of the FCPE.

Plan means the AXA International Group Savings Plan, incorporating the Plan in respect of which the FCPE is established pursuant to the Rules, which is substantially in the same form as provided to ASIC on 26 July 2017.

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

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

Rules means the rules of the Plan and the rules of the FCPE "Shareplan AXA Direct Global", through its compartment AXA Shareplan Direct Global, approved by Autorité des Marchés Financiers on 13 September 2005, or the FCPE "AXA Actions Relais Global 2017", approved by the AMF on 17 May 2017, and the rules of its successor FCPEs that are formed on a temporary basis, each as approved by the Relevant Agency and as amended from time to time.

Specified Persons means:

- (a) the Company;
- (b) the related bodies corporate of the Company;
- (c) the Custodian;
- (d) the Manager; and
- (e) any person who, by way of contract between the person and the Company, acts for or on behalf of the Company in connection with an offer of an eligible product to an eligible participant under the Plan.

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

29. In this instrument:

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

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website and notifying the intended recipient that it is available on the website).

Where this instrument applies

30. This instrument applies to offers of eligible products to eligible participants under the Plan made within 5 years of the commencement of this instrument.

Dated this 14th day of August 2017



Signed by Kimberley Chan
as a delegate of the Australian Securities and Investments Commission

17-0744

Table A

Column 1 Eligible financial market	Column 2 Eligible product	Column 3 Eligible participant
Euronext Paris	<p>(a) a fully-paid share of the Company that is in a class of shares able to be traded on the eligible financial market;</p> <p>(b) unit in a financial product mentioned in paragraph (a);</p> <p>(c) a financial product that relates to a financial product mentioned in paragraph (a),</p> <p>where in relation to a product mentioned in paragraph (a):</p> <p>(d) the share is in the same class as shares which were able to be traded on the eligible financial market at all times in the 3 months before the day the offer document is first given to an eligible participant; and</p> <p>(e) the class of shares were not suspended for more than a total of 5 days during the shorter of the period during which the class of shares were able to be traded, and the period of 12 months before the day the offer document is first given to an eligible participant.</p>	<p>(a) a full-time or part-time employee (including an executive director);</p> <p>(b) a non-executive director.</p>

17-0749

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsections 601QA(1)(a) and 911A(2)(l)— Exemptions**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 17-0749.

Commencement

3. This instrument takes effect on the date of its gazettal.

Exemptions

4. ANZ Capital does not have to comply with section 601ED of the Act in relation to the Buy-Back Facility.
5. ANZ Capital does not have to comply with the requirement to hold an Australian financial services licence for the provision of the following financial services:
 - (a) dealing in an interest:
 - (i) in the Buy-Back Facility; or
 - (ii) in CPS3 purchased under the Buy-Back Facility; and
 - (b) providing a custodial or depository service in relation to the Buy-Back Facility.

Where exemptions apply

7. The exemptions in paragraphs 4 and 5 apply in relation to the Buy-Back Facility only where that facility satisfies all of the following:
 - (a) the financial products that may be sold through the Buy-Back Facility are CPS3 belonging to Eligible Security Holders that are admitted to quotation on the ASX; and
 - (b) under the terms of the Buy-Back Facility:

17-0749

- (i) the CPS3 of Participating Security Holders to be sold through the Buy-Back Facility are pooled;
- (ii) a broker sells the CPS3 in the ordinary course of trading on ASX;
- (iii) the proceeds of the sale net of expenses are distributed to Participating Security Holders:
 - (A) in cash; or
 - (B) by way of reinvestment in ANZ Capital Notes 5.
- (iv) each Participating Security Holder is to be paid their proportion of the proceeds of the sale (either in cash or by way of reinvestment in ANZ Capital Notes 5) as soon as practicable and, in any event, within 8 weeks after the final date for receiving elections to participate in the Buy-Back Facility.

Exclusion from reliance

8. ANZ Capital is excluded from relying on paragraph 5 of this instrument if it becomes aware of matters that give it reason to believe that it has failed in a material respect to comply with a condition of this instrument and does not give full particulars of the failure to ASIC in writing within 15 business days after becoming so aware.

Conditions

9. In order to rely on the exemptions in paragraphs 4 and 5, ANZ Capital must:
- (a) give or send to each CPS3 holder who has been invited to participate in the Buy-Back Facility an Offer Document which complies with paragraph 10 by:
 - (i) giving the Offer Document to the CPS3 holder personally; or
 - (ii) sending the Offer Document:
 - (A) by post to the registered address for the CPS3 holder in the register of members or an alternative address nominated by the CPS3 holder; or
 - (B) to the electronic address nominated by the CPS3 holder.
10. The Offer Document:
- (a) must contain the following statements and information;

17-0749

- (i) a statement that the Buy-Back Facility is open until the expiry date set out in the document, which cannot be more than 12 months after the date of the document;
 - (ii) information about the minimum and maximum number (if any) of CPS3 a Participating Security Holder can sell through the Buy-Back Facility;
 - (iii) a statement that the market price of CPS3 is subject to change from time to time;
 - (iv) a statement that a Participating Security Holder may be able to sell or dispose of their CPS3 at a price higher or lower than the price they would receive if they were to sell or dispose of their CPS3 through the Buy-Back Facility;
 - (v) information about how to obtain up-to-date information on the market price of CPS3;
 - (vi) information about any expenses relating to the sale of CPS3 that will be paid by Participating Security Holders;
 - (vii) information about how the proceeds of sale of CPS3 sold through the Buy-Back Facility will be allocated between Participating Security Holders;
 - (viii) information about any other significant characteristics or features of the Buy-Back Facility or of the rights and obligations of Participating Security Holders; and
 - (ix) information about any alternatives that CPS3 holders may have to participating in the Buy-Back Facility;
- (b) must be worded and presented in a clear, concise and effective manner;
 - (c) may be given in printed or electronic form and, if given in electronic form, must, as far as practicable, be given in a way that will allow the CPS3 holder to print and save a copy of it; and
 - (d) may be made up of 2 or more separate documents that are given at the same time by the same means.

Interpretation

12. In this instrument:

ANZ means Australia and New Zealand Banking Group Limited (ACN 005 357 522)

17-0749

ANZ Capital means ANZ Capital No. 1 Pty Ltd (ACN 157 741 056), a wholly-owned subsidiary of ANZ.

ANZ Capital Notes 5 has the meaning given to "Capital Notes 5" in the Offer Document.

ASX means the financial market operated by ASX Limited (ACN 008 624 691).

Buy-Back Facility has the meaning given to "Buy-Back Facility" in the Offer Document.

CPS3 means convertible preference shares issued by ANZ on 28 September 2011.

Eligible Security Holder means a holder of CPS3 who is on the register of members as at 11 August 2017.

Participating Security Holder means an Eligible Security Holder who has elected to participate in the Buy-Back Facility.

Offer Document means a document dated on or around 16 August 2017 that is sent to Eligible Security Holders in relation to an offer to sell some or all of their CPS3 through the Buy-Back Facility, that is in substantially the same form as the version provided to ASIC on 14 August 2017.

register of members means the register of members required to be set up and maintained under section 169 of the Act.

Dated this 16th day of August 2017



Signed by Annabel Gibson
as a delegate of the Australian Securities and Investments Commission

17-0755

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 655A(1)(b) – Declaration**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 17-0755.

Commencement

3. This instrument commences on 18 August 2017.

Declaration

4. Chapter 6 applies to Charter Hall WALE Limited ACN 610 772 202 (*CHW*) as responsible entity of Charter Hall Direct Industrial Fund ARSN 144 613 641 (*DIF*) as if item 7 of section 611 of the Act were modified or varied by omitting paragraph (a) and substituting the following:

“(a) no votes are cast in favour of the resolution by the person proposing to make the acquisition and its associates (unless the associate is a custodian, nominee, trustee, responsible entity or other fiduciary which has received a specific instruction from a third party beneficiary, who is not an associate of the person, directing the associate how to vote); and”

Where this declaration applies

5. This declaration applies to CHW as responsible entity of DIF's proposed acquisition of all of the voting interests in the Original Trusts which is the subject of a resolution for the purposes of item 7 of section 611 of the Act to be voted on at a meeting of members of Charter Hall Long WALE on or about 15 September 2017.

Interpretation

6. In this instrument:

218 BRT means 218 Bannister Road Trust ARSN 614 712 588.

17-0755

Charter Hall Long WALE means Charter Hall Long WALE REIT, the stapled vehicle listed on the ASX comprising DIF, CHPTDT, CVLT1, 218 BRT, CPOF KHT, FSPT and LWR FT.

CHPTDT means CHPT Dandenong Trust ARSN 614 712 506.

CPOF KHT means CPOF Kogarah Holding Trust ARSN 614 714 073.

CVLT1 means Canning Vale Logistics Trust No.1 ARSN 614 713 012.

FSPT means Franklin Street Property Trust ARSN 614 714 206.

LWR FT means LWR Finance Trust ARSN 614 713 138.

Original Trusts means each of CHPTDT, CVLT1, 218 BRT, and CPOF KHT.

Dated this 18th day of August 2017



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

17-0756

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 17-0756.

Commencement

3. This instrument commences on 18 August 2017.

Exemption

4. Charter Hall WALE Limited ACN 610 772 202 (*CHW*) in its capacity as the responsible entity of Charter Hall Direct Industrial Fund ARSN 144 613 641 (*DIF*) does not have to comply with section 1012B of the Act.
5. Any person who holds interests in DIF that were issued in connection with the Simplification Trust Scheme as described in the Explanatory Materials does not have to comply with subsections 1012C(3) and (4) of the Act to the extent those subsections require a Product Disclosure Statement to be given because the offer would take place in the circumstances covered by subsection 1012C(6) of the Act.
6. CHW in its capacity as the responsible entity of DIF is exempt from complying with Division 5A of Part 7.9 of the Act.

Where this instrument applies

7. Paragraph 4 applies where CHW as responsible entity of DIF issues interests in DIF to holders of interests in the Original Trusts as consideration for the transfer of interests in each of the Original Trusts to CHW as responsible entity of DIF under the Simplification Trust Scheme as described in the Explanatory Materials.
8. Paragraph 5 applies in relation to any offer to sell interests in DIF that were issued in connection with the Simplification Trust Scheme as described in the Explanatory Materials where that offer is made within 12 months after the issue of the interests.
9. Paragraph 6 applies where the unsolicited offer or invitation is made to holders of interests in the Original Trusts as consideration for the transfer of interests in each of the Original Trusts to CHW as responsible entity of DIF under the Simplification Trust Scheme as described in the Explanatory Materials.

17-0756

Interpretation

10. In this instrument:

218 BRT means 218 Bannister Road Trust ARSN 614 712 588.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited known as the Australian Securities Exchange.

Charter Hall Long WALE means Charter Hall Long WALE REIT, the stapled vehicle listed on the ASX comprising DIF, CHPTDT, CVLT1, 218 BRT, CPOF KHT, FSPT and LWR FT.

CHPTDT means CHPT Dandenong Trust ARSN 614 712 506.

CPOF KHT means CPOF Kogarah Holding Trust ARSN 614 714 073.

CVLT1 means Canning Vale Logistics Trust No.1 ARSN 614 713 012.

Explanatory Materials means the explanatory memorandum and notice of meeting dated 18 August 2017 sent to holders of Charter Hall Long WALE in relation to the Simplification Trust Scheme which is substantially in the same form as that provided to ASIC on or about 17 August 2017.

FSPT means Franklin Street Property Trust ARSN 614 714 206.

LWR FT means LWR Finance Trust ARSN 614 713 138.

Original Trusts means each of CHPTDT, CVLT1, 218 BRT, and CPOF KHT.

Simplification Trust Scheme means the proposed arrangement under which CHW in its capacity as the responsible entity of DIF will acquire all the interests in each of the Original Trusts in exchange for the issue of units in DIF, where the acquisition is approved by resolutions passed at a meeting of members of the Charter Hall Long WALE under item 7 of section 611 of the Act.

Dated this 18th day of August 2017.



Signed by Jayaki Somasegaram
as delegate of the Australian Securities and Investments Commission

17-0757

**Australian Securities and Investments Commission
Corporations Act 2001- Paragraph 951B(1)(a) - Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 951B(1)(a) of the *Corporations Act 2001 (Act)*.

Title

2. This instrument is ASIC instrument 17-0757.

Commencement

3. This instrument commences on 18 August 2017.

Exemption

4. Charter Hall WALE Limited ACN 610 772 202 (*CHW*) in its capacity as the responsible entity of each of CHPT Dandenong Trust ARSN 614 712 506 (*CHPTDT*), Canning Vale Logistics Trust No.1 ARSN 614 713 012 (*CVLTI*), 218 Bannister Road Trust ARSN 614 712 588 (*218 BRT*), and CPOF Kogarah Holding Trust ARSN 614 714 073 (*CPOF KHT*) (together, the *Original Trusts*) does not have to comply with Division 2 of Part 7.7 of the Act.

Where this instrument applies

5. This instrument applies where CHW provides or gives financial product advice to a holder of an interest in the Original Trusts that is:
 - (a) General Advice;
 - (b) provided in connection with the Simplification Trust Scheme; and
 - (c) that advice is contained in the Explanatory Materials.

Interpretation

6. In this instrument:

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited known as the Australian Securities Exchange.

Charter Hall Long WALE means Charter Hall Long WALE REIT, the stapled vehicle listed on the ASX comprising DIF, FSPT, LWR FT and the Original Trusts.

DIF means Charter Hall Direct Industrial Fund ARSN 144 613 641.

Explanatory Materials means the explanatory memorandum and notice of meeting dated 18 August 2017 sent to holders of Charter Hall Long WALE in relation to the

17-0757

Simplification Trust Scheme which is substantially in the same form as that provided to ASIC on or about 17 August 2017.

FSPT means Franklin Street Property Trust ARSN 614 714 206.

LWR FT means LWR Finance Trust ARSN 614 713 138.

Simplification Trust Scheme means the proposed arrangement under which CHW in its capacity as the responsible entity of DIF will acquire all the interests in each of the Original Trusts in exchange for the issue of units in DIF, where the acquisition is approved by resolutions passed at a meeting of members of the Charter Hall Long WALE under item 7 of section 611 of the Act.

General Advice has the meaning given by subsection 766B(4) of the Act.

Dated this 18th day of August 2017



Signed by Jayaki Somasegaram
as a delegate of the Australian Securities and Investments Commission



Australian Government

Takeovers Panel

17-0758

**CORPORATIONS ACT
SECTION 657D
ORDERS**

MOLOPO ENERGY LIMITED 03R, 04R & 05R

The Panel made a declaration of unacceptable circumstances on 30 June 2017.

DIVESTMENT ORDERS

1. The Sale Shares are vested in the Commonwealth on trust for Keybridge and Aurora respectively.
2. ASIC must:
 - (a) sell the Sale Shares in accordance with these orders and
 - (b) account to Keybridge and Aurora respectively for the proceeds of sale, net of the costs, fees and expenses of the sale and any costs, fees and expenses incurred by ASIC and the Commonwealth (if any).
3. ASIC must:
 - (a) retain an Appointed Seller to conduct the sale and
 - (b) instruct the Appointed Seller:
 - (i) to use the most appropriate sale method to secure the best available sale price for the Sale Shares that is reasonably available at that time in the context of complying with these orders, including the stipulated timeframe for the sale and the requirement that none of the Associated Parties or their respective associates may acquire, directly or indirectly, any of the Sale Shares
 - (ii) to provide to ASIC a statutory declaration that, having made proper inquiries, the Appointed Seller is not aware of any interest, past, present, or prospective which could conflict with the proper performance of the Appointed Seller's functions in relation to the disposal of the Sale Shares
 - (iii) unless the Appointed Seller sells Sale Shares on market, that it obtain from any prospective purchaser of Sale Shares a statutory declaration that the prospective purchaser is not associated with any of the Associated Parties and
 - (iv) to dispose of all of the Sale Shares within six months from the date of its engagement.

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4. The Company and the Associated Parties must do all things necessary to give effect to these orders, including:
 - (a) doing whatever is necessary to ensure that the Commonwealth is registered with title to the Sale Shares in the form approved by ASIC and
 - (b) until the Commonwealth is registered, complying with any request by ASIC in relation to the Sale Shares.
5. None of the Associated Parties or their respective associates may, directly or indirectly, acquire any of the Sale Shares.
6. None of the Associated Parties or their respective associates may dispose of, transfer or charge any Sale Shares otherwise than in accordance with these orders.
7. None of the Associated Parties or their respective associates may vote any Sale Shares.
8. Nothing in these orders obliges ASIC to invest, or ensure interest accrues on, any money held in trust under these orders.

ACQUISITION RESTRICTION ORDERS

9. None of the Associated Parties or their respective associates may, directly or indirectly, acquire any shares in the Company before the date that is six months after the date of these orders.
10. From the end of the period referred to in order 9, none of the Associated Parties or their respective associates may take into account any relevant interest or voting power that any of the Associated Parties or their respective associates had, or have had, in the Sale Shares when calculating the voting power referred to in Item 9(b) of s611 of the Corporations Act 2001 (Cth), of a person six months before an acquisition exempted under Item 9 of s611.

DISCLOSURE ORDER

11. Within 2 business days after the date of these orders, the Associated Parties must disclose, in the form of a substantial holder notice, as approved by the Panel:
 - (a) that the Associated Parties became associated in relation to the Company by no later than 26 October 2016 and their current holdings in the Company
 - (b) the name of each associate who has a relevant interest in voting shares in the Company
 - (c) the nature of their association
 - (d) details of any relevant agreement through which they have a relevant interest in shares in the Company and
 - (e) all transactions undertaken during the period covered by the disclosure.

Interpretation

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12. In these orders the following terms apply.

Appointed Seller	an investment bank or stock broker
ASIC	Australian Securities and Investments Commission, as agent of the Commonwealth
Associated Parties	Keybridge and Aurora
Aurora	Aurora Funds Management Ltd, including as responsible entity for the Aurora Fortitude Absolute Return Fund and Aurora Global Income Trust
Company	Molopo Energy Limited
Keybridge	Keybridge Capital Limited
on market	in the ordinary course of trading on Australian Securities Exchange and not by crossing or special crossing
Sale Shares	3,666,285 ordinary shares in the issued capital of Company held by Keybridge 39,540,910 ordinary shares in the issued capital of Company held by Aurora



Bruce Dyer
Counsel
with authority of Ian Jackman SC
President of the sitting Panel
Dated 7 July 2017



Australian Government

Takeovers Panel

17-0759

**CORPORATIONS ACT
SECTIONS 657EA AND 657A
DECLARATION OF UNACCEPTABLE CIRCUMSTANCES**

MOLOPO ENERGY LIMITED 03R, 04R & 05R

The Takeovers Panel sets aside the declaration made on 30 May 2017 in relation to the affairs of Molopo Energy Limited (**Molopo**) and substitutes this declaration.

CIRCUMSTANCES

1. Molopo is an ASX listed entity. It currently has no operating activity and holds cash on hand of approximately \$67 million.
2. Keybridge Capital Limited (**Keybridge**) is an ASX listed entity. It currently has a relevant interest in 19.95% of Molopo.
3. Australian Style Group Pty Ltd (**ASG**) holds 21.16% of Keybridge. ASG is wholly owned by Australian Style Holdings Pty Ltd (**ASH**) whose shareholders are Mr Nicholas Bolton (1%) and Mr Bolton's sister (99%). Mr Bolton's father is the sole director of ASG and ASH. Prior to being disqualified from managing a corporation in December 2015, Mr Bolton was a co-director of ASG with his father and the sole director of ASH.
4. Mr Bolton also holds 2.2% of Keybridge in his personal capacity.
5. Mr Bolton was managing director of Keybridge until his disqualification.
6. Aurora Funds Management Limited (**Aurora**) is an unlisted funds manager. It currently has a relevant interest in 17.89% of Molopo, as responsible entity for Aurora Global Income Trust and Aurora Fortitude Absolute Return Fund.
7. Aurora was wholly owned by Keybridge until 30 June 2016. On or about that date, Keybridge sold Aurora to Seventh Orion Pty Ltd (**Seventh Orion**) as trustee for Aurora Investments Unit Trust. At the time, Aurora had a relevant interest in approximately 1.88% of Molopo.
8. Mr John Patton owns 50% of Seventh Orion and is one of its two directors. Mr Patton is the managing director of Aurora.
9. Units in the Aurora Investments Unit Trust are held indirectly by Mr Patton (26.1%)¹ and directly by Mr Bolton (49.9%).

¹ Through a corporation owned by Mr Patton and his wife that acts as the trustee for (i) a discretionary family trust and (ii) a superannuation fund

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10. On 1 July 2016, Keybridge filed a substantial shareholder notice advising that its relevant interest in Molopo had reduced to 18.48% as a result of the sale of Aurora.²
11. On 10 August 2016, Mr Patton was appointed as a non-executive director of Keybridge, nominated by ASG.
12. On 20 September 2016, Keybridge filed a substantial holder notice stating that it had acquired 1,682,763 Molopo shares and had voting power of 19.15% in Molopo.
13. On 13 October 2016, Mr Patton was appointed Chairman of the Keybridge board and engaged in a part time executive role.
14. On 14 October 2016, Mr Bolton was appointed as a consultant to Keybridge to provide Keybridge with advice and assistance in relation to its investments, including in Molopo.
15. From 7 October 2016, Aurora acquired shares in Molopo.³ While Mr Patton received daily reports setting out the number of shares held by the Aurora funds at each trading day, he did not become aware that Aurora's portfolio manager had commenced buying Molopo shares until "later in October 2016". By 31 October 2016, Aurora's total interest had increased to approximately 3.5% of Molopo's issued capital.
16. On 26 October 2016, Keybridge held a strategy meeting at which both Mr Bolton and Mr Patton were in attendance and where Keybridge's strategy in relation to acquisitions and disposals of Molopo shares and representation on the Molopo board was discussed.
17. In early November 2016, at Mr Patton's request, an investment paper was prepared and sent to Aurora's board members proposing that Aurora "move to a 19.99% as a balance of power stake, seek board representation".
18. On 1 December 2016, Aurora lodged a notice of initial substantial holder disclosing that it had voting power of 9.75% in Molopo.
19. Aurora continued to acquire shares in Molopo through to 21 March 2017, resulting in its then relevant interest in 17.92% of Molopo's issued capital.
20. On 13 March 2017, Keybridge requisitioned a meeting of Molopo shareholders under section 249D⁴ to consider resolutions for the removal of all the directors of Molopo and the appointment of three new directors nominated by Keybridge.
21. On 22 March 2017, Mr Patton on behalf of Aurora wrote to the Chair of Molopo indicating that Aurora would seek to nominate one or more persons for election to the Molopo board. Aurora ultimately nominated one director.⁵

² Keybridge disclosed voting power in Molopo of 18.48% (netting the disposal and recent purchases of 1,704,222 shares)

³ Aurora had previously acquired 418,385 Molopo shares on or about 20 July 2016 as a result of the unwinding of an equity derivative

⁴ Unless otherwise indicated, all statutory references are to the *Corporations Act 2001* (Cth), and all terms used in Chapter 6 or 6C have the meaning given in the relevant Chapter (as modified by ASIC)

⁵ On 20 June 2017, at the annual general meeting where the resolutions to change the board were considered, none of the resolutions seeking the removal of the existing directors or the appointment of Keybridge and Aurora nominees were passed

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22. Mr Bolton plays a significant role in the affairs of Keybridge and Aurora. Mr Bolton provides advice to both Keybridge and Aurora. He has knowledge of, and the capacity to influence substantively, the investment strategies of both Keybridge and Aurora in relation to Molopo. He has used this capacity to influence or orchestrate strategies and actions at Keybridge and Aurora that have as their ultimate aim control of Molopo and access to Molopo's cash. The boards of directors of Keybridge and Aurora were aware of this and agreed to, or at least acquiesced in, those strategies and actions.
23. Accordingly, the Panel considers that, by no later than 26 October 2016, Keybridge and Aurora:
- (a) have, or propose to enter into, a relevant agreement for the purpose of controlling or influencing the composition of the board of Molopo or the conduct of Molopo's affairs and are associated with each other under section 12(2)(b) or
 - (b) are acting, or propose to act, in concert in relation to the affairs of Molopo and are associated with each other under section 12(2)(c).
24. Further or in the alternative to association, the Panel considers the actions of Mr Bolton and Mr Patton, combined with the material financial interests each had in Keybridge and Aurora, and the influence that each exerted over Aurora and to an extent over Keybridge, gives rise to a control effect in Molopo that is otherwise unacceptable from no later than 10 August 2016. For example:
- (a) In addition to Mr Bolton's substantial influence over the investment strategies of each of Keybridge and Aurora in relation to Molopo, he has at least substantial influence over ASG, Keybridge's largest shareholder.
 - (b) Mr Patton is conflicted in his role at Keybridge in relation to the acquisition or use of Molopo shares given his role at Aurora. Information barriers established in Keybridge to address such conflicts were established late and have not been fully effective.
 - (c) Despite Mr Patton being fully apprised of Keybridge's strategy in relation to Molopo, there is no evidence of Aurora establishing an information barrier when it embarked on its strategy for Molopo.

Contraventions of section 606

25. Immediately prior to 26 October 2016, the aggregate voting power of each of Keybridge and Aurora in Molopo shares was 22.49%.
26. Each acquisition of Molopo shares by Keybridge and Aurora occurring on or after 26 October 2016 has resulted in a contravention of section 606 with the voting power of each of Keybridge and Aurora increasing with each acquisition from a starting point that is above 20% and below 90%. None of the exceptions in section 611 applied.

Contraventions of section 671B

27. Since 26 October 2016, Keybridge and Aurora have failed to lodge notices of change in substantial holding disclosing their association in contravention of section 671B.

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EFFECT

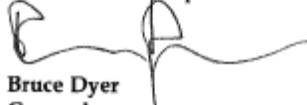
28. It appears to the Panel that the acquisition of control over voting shares in Molopo has not taken place in an efficient, competitive and informed market and the holders of shares in Molopo do not know the identity of persons who have acquired a substantial interest in Molopo.

CONCLUSION

29. It appears to the Panel that the circumstances are unacceptable circumstances:
- (a) having regard to the effect that the Panel is satisfied they have had, are having, will have or are likely to have on the control, or potential control, of Molopo
 - (b) in the alternative, having regard to the purposes of Chapter 6 set out in section 602
 - (c) in the further alternative, because they:
 - (i) constituted, constitute, will constitute or are likely to constitute a contravention of a provision of Chapter 6 or 6C or
 - (ii) gave or give rise to, or will or are likely to give rise to, a contravention of a provision of Chapter 6 or 6C.
30. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3).

DECLARATION

The Panel declares that the circumstances constitute unacceptable circumstances in relation to the affairs of Molopo.



Bruce Dyer
Counsel
with authority of Ian Jackman SC
President of the sitting Panel
Dated 30 June 2017

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 eighteenth day of August 2017

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

GUNNS PLANTATIONS WOODLOT PROJECT 2001

094 182 279

CORPORATIONS ACT 2001

Section 601CC(3)

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

Dated this eighteenth day of August 2017

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

THE AUSTRALIAN ASSOCIATION OF YOGA IN DAILY
LIFE INCORPORATED

079 035 199

CORPORATIONS ACT 2001

Section 601CL(5)

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

Dated this eighteenth day of August 2017

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
ALBIDON LTD	107 288 755
AUSTRALIAN-CANADIAN OIL ROYALTIES LTD.	090 707 216
COOPER-EROMANGA OIL, INC.	064 401 421
EMMY SUPER LLC	159 993 030
EXIR KIMIA SABZ CO.	165 431 201
INSIRO PTE LTD	108 223 258
INTUERI EDUCATION GROUP LIMITED	168 915 900
LUCKY VOICE GROUP LIMITED	165 734 332
PAKISTAN INTERNATIONAL AIRLINES CORPORATION	002 785 800
PRIME 8 CONSULTING LLC	166 526 763

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 eighteenth day of August 2017

Rosanne Bell

DELEGATE OF

THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company**ARBN**

APIGEE CORPORATION

603 388 727

BOCI-PRUDENTIAL ASSET MANAGEMENT
LIMITED

164 925 035

HI TECHNOLOGICAL PLASTIC INDUSTRIES
PLC

616 092 016

LAFUR TRADING COMPANY PLC

616 091 902

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.

ASIA PACIFIC FUND LIMITED

ACN 158 934 126 will change to a proprietary company limited by shares. The new name will be ASIA PACIFIC FUND PTY LTD ACN 158 934 126.

AZ NEXT GENERATION ADVISORY PTY LTD

ACN 167 960 018 will change to a public company limited by shares. The new name will be AZ NEXT GENERATION ADVISORY LIMITED

ACN 167 960 018.

BLACKGOLD INTERNATIONAL HOLDINGS LIMITED

ACN 145 095 478 will change to a proprietary company limited by shares. The new name will be BLACKGOLD INTERNATIONAL HOLDINGS PTY LTD ACN 145 095 478.

TIETTO MINERALS PTY LTD ACN 143 493 118 will change to a public company limited by shares. The new name will be TIETTO MINERALS LIMITED ACN 143 493 118.