



ASIC

Australian Securities &
Investments Commission

Commonwealth of Australia Gazette

No. A13/18, Tuesday 27 March 2018

Published by ASIC

ASIC Gazette

Contents

Notices under Corporations Act 2001

18-0173	18-0174	18-0178	18-0185
18-0188	18-0189	18-0193	

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, 2017

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

18-0173

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

Enabling Legislation

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

Title

2. This instrument is ASIC Instrument 18-0173.

Commencement

3. This instrument commences on 16 March 2018.

Declarations

4. Chapters 6 and 6C of the Act apply to Jupiter Mines Limited ACN 105 991 740 (the *Company*) as if section 609 were modified or varied by, after subsection (13) (as notionally inserted by ASIC Class Order [CO 13/520]) inserting:

"(13A) A person does not have a relevant interest in securities merely because, under an escrow agreement entered into by the person, the person applies restrictions on the disposal of the securities by the holder."

5. Chapters 6 and 6C of the Act apply to the Company as if section 9 were modified or varied by, after subparagraph (a)(ii)(C) in the definition of *substantial holding* (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

"or

(D) subsection 609(13A) (securities subject to escrow arrangement);"

6. Chapter 6C of the Act applies to the Company as if section 671B were modified or varied by omitting "." in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]) and inserting:

"or

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

Where this instrument applies

7. This instrument applies in relation to relevant interests the Company has in securities of the Company (*Escrowed Securities*) merely because the Company has entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*) with any one or more of the Existing Holders in connection with the Public Offer and proposed admission of the Company to the official list of the ASX where each Escrow Arrangement:

- (a) restricts disposal of, but not the exercise of voting rights attaching to, the Escrowed Securities;

18-0173

- (b) in the case of a takeover bid made under Chapter 6 of the Act (including a proportional takeover bid):
 - (i) allows each Existing Holder to accept into the takeover bid where holders of at least half of the bid class securities that are not subject to escrow have accepted into the bid; and
 - (ii) requires that the Escrowed Securities be returned to escrow if the takeover bid does not become unconditional;
- (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise of arrangement under Part 5.1 of the Act;
- (d) terminates no later than two years from the date the Company and the Existing Holder entered into the relevant Escrow Arrangement; and
- (e) is substantially in the same form as the draft Escrow Arrangement provided to ASIC on 16 March 2018.

Interpretation

8. In this instrument:

ASX means ASX Limited ACN 008 624 691 trading as the Australian Securities Exchange.

Existing Holder means any of the following persons or entities who hold Existing Shares and are to enter into an Escrow Deed:

- (a) Pallinghurst Steel Feed (Dutch) B.V.;
- (b) POSCO Australia GP Pty Ltd;
- (c) EMG Jupiter L.P.;
- (d) HJM Jupiter, L.P.;
- (e) FRK Jupiter, L.P.;
- (f) POSCO Australia Pty Ltd;
- (g) Red Rock Resources plc; and
- (h) Priyank Thapliyal.

Existing Share means a Share that is on issue prior to the Public Offer being made.

Public Offer means a public offer of Shares made under a prospectus or other disclosure document issued by the Company and the Sale Facility Operator, lodged with ASIC in or about 19 March 2018.

18-0173

Sale Facility Operator means Jupiter SaleCo Pty Ltd ACN 624 156 387.

Share means a fully paid ordinary share in the Company.

Dated this 16th day of March 2018.



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

18-0174

Australian Securities and Investments Commission
Section 655A(1)(a) of the Corporations Act 2001 (Cth) – Exemption

Enabling Legislation

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

Title

2. This instrument is ASIC Instrument 18-0174.

Commencement

3. This instrument commences on 16 March 2018.

Exemptions

4. The following parties do not have to comply with section 606 of the Act:
 - (a) the Company; and
 - (b) the Sale Facility Operator.

Where this instrument applies

5. This instrument applies where:
 - (a) the Company and the Sale Facility Operator acquire a relevant interest (within the meaning of that term under the Act) in Shares from a Seller as a result of the Seller participating in the Sale Facility whereby:
 - (i) the Seller appoints the Sale Facility Operator as the Seller's agent to offer for sale, and to sell, certain Existing Shares (*Sale Shares*) of that Seller under the Public Offer;
 - (ii) the Seller agrees not to dispose of Sale Shares;
 - (iii) the Sale Facility Operator offers the Sale Shares for sale as part of the Public Offer under the Prospectus and sells or transfers those Sale Shares as agent for each Seller;
 - (iv) the Sale Facility Operator provides consideration to the Seller for the sale or transfer of Sale Shares sold under the Public Offer, subject to payment of any transaction fees or costs associated with such sale (which are to be borne by the Seller),

including the entry into a deed providing for the Sale Facility Operator's appointment as the Seller's agent on the above terms and which is substantially in the same form as the draft deed provided to ASIC on 16 March 2018 (*Appointment Deed*);
 - (b) the Sale Facility Operator and the Company cease to have a relevant interest (within the meaning of that term under the Act) in Sale Shares under the Sale Facility by the earlier of:

18-0174

- (i) the date on which Sale Shares are sold under the Public Offer; and
- (ii) a date which is 3 months from the date of the Appointment Deed;
- (c) the Sale Facility Operator does not sell a Sale Share to a person if it knows or believes that the person would contravene section 606 of the Act by acquiring the Sale Share;
- (d) the Sale Facility Operator does not exercise any voting rights attaching to Sale Shares without ASIC's consent; and
- (e) the Sale Facility Operator, the Company and the Managers use their respective best endeavours to obtain as wide a placement of the Sale Shares as practicable.

Interpretation

6. In this instrument:

Company means Jupiter Mines Limited ACN 105 991 740.

Existing Share means a Share that is on issue prior to the Public Offer being made.

Managers means Hartleys Limited ACN 104 195 057, Foster Stockbroking Pty Limited, ACN 088 747 148 and Aitken Murray Capital Partners Pty Limited ACN 169 972 436.

Prospectus means a prospectus or other disclosure document issued by the Company and the Sale Facility Operator, lodged with ASIC on or about 19 March 2018.

Public Offer means a public offer of Shares made by the Company and the Sale Facility Operator under the Prospectus.

Sale Facility means a facility or other arrangement established by the Sale Facility Operator under which a Seller appoints the Sale Facility Operator as the Seller's agent to offer for sale and to sell Shares of that Seller under the Public Offer.

Sale Facility Operator means Jupiter SaleCo Pty Ltd ACN 624 156 387.

Seller means a holder of Existing Shares who appoints the Sale Facility Operator as agent to offer and sell Existing Shares under the Public Offer.

Share means a fully paid ordinary share in the Company.

Dated this 16th day of March 2018.



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

18-0178

NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001

Notice is given under section 915F of the *Corporations Act 2001* that the Australian Securities and Investments Commission has taken the action set out in the Notice below, which action took effect on 8 March 2018.

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

Notice of Suspension of Australian Financial Services Licence

To: Red Summit Trading Partners Pty Ltd ACN 154 739 189

TAKE NOTICE that under section 915B of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby suspends Australian financial services licence number 437915 held by Red Summit Trading Partners Pty Ltd ACN 154 739 189 until 7 September 2018.

Dated this 7th day of March 2018

Signed: 

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

18-0185

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 18-0185.

Commencement

3. This instrument commences on 21 March 2018.

Declaration

4. Chapter 6D of the Act applies to an offer for sale of ordinary shares in Triton Minerals Limited (ACN 126 042 215) (the **Company**) as if paragraph 708A(5)(b) of the Act was modified by deleting the words “5 days” and substituting the words “14 days”.

Where this instrument applies

5. This instrument applies to an offer for sale of ordinary shares in the Company (**Shares**) where:
 - (a) the Shares were issued on or about 22 March 2018 under an offer which did not require disclosure under Part 6D.2 of the Act; or
 - (b)
 - i. the Shares were issued between the date of this instrument and 3 May 2018 on the exercise of options issued on or about 26 February 2018 or 23 March 2018; and
 - ii. trading in the fully paid shares of the Company on the ASX is not suspended at any time during the period between the date of this instrument and 3 May 2018; and
 - (c) the Company has given ASX Limited (ACN 008 624 691) a notice under paragraph 708A(5)(e) of the Act that complies with subsection 708A(6) of the Act.

Dated this 21st day of March 2018



Signed by Peter Deakin
as a delegate for the Australian Securities and Investments Commission

18-0188

NOTICE UNDER SECTION 915F OF THE CORPORATIONS ACT 2001


Notice is given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has taken the action set out in the Notice below, which action took effect on 21 March 2018.

**Australian Securities and Investments Commission
Corporations Act 2001 section 915B****Notice of Cancellation of Australian Financial Services Licence**

To: Octani Capital Pty Limited ACN 139 782 808

TAKE NOTICE that under subparagraphs 915B(3)(a) and (b) of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby cancels Australian financial service licence number 342384 held by Octani Capital Pty Limited ACN 139 782 808.

Dated this 21st day of March 2018

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

Abigail Sheppard, a delegate of the Australian Securities and Investments Commission

18-0189

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

Enabling provisions

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

Title

2. This instrument is ASIC Instrument 18-0189.

Commencement

3. This instrument commences on 21 March 2018.

Declaration

4. Chapter 6D and Part 7.9 of the Act respectively apply to Cromwell Corporation Limited ACN 001 056 980 (*Cromwell*), Cromwell Property Securities Limited ACN 079 147 809 (*CPSL*) in its capacity as responsible entity of Cromwell Diversified Property Trust ARSN 102 982 598 (*CDPT*) (collectively *Cromwell Property Group*), and Cromwell SPV Finance Pty Ltd ACN 603 578 310 (*CB Issuer*) as if:

- (a) section 713(1) of the Act is omitted and substituted with:

“(1) A prospectus for an offer of:

- (a) continuously quoted securities of a body;
- (aa) convertible or converting notes or convertible or converting preference shares of a body (or a wholly owned entity of the body) that are convertible or may convert into continuously quoted securities of the body; or
- (b) options to acquire continuously quoted securities of a body

satisfies section 710 if it complies with subsections (2), (3) and (4) of this section or, in the case of a prospectus for an offer of convertible notes jointly issued by a body and a wholly owned entity of that body (referred to in paragraph (aa)), the prospectus satisfies section 710 if it complies with:

- (i) for the body, subsections (2), (3) and (4) of this section; and
- (ii) for the wholly owned entity, subsection (2) of this section (and for the purposes of complying with that subsection, references to the ‘body’ are taken to be references to the wholly owned entity).”;

18-0189

(b) subsections 707(3) and (4) are omitted and substituted with:

“(3) An offer of a body’s securities for sale within 12 months after their issue needs disclosure to investors under this Part if the body issued the securities:

(a) without disclosure to investors under this Part; and

(b) with the purpose of the person to whom they were issued:

(i) selling or transferring them; or

(ii) granting, issuing or transferring interests in, or options or warrants over, them;

and section 708 or 708A does not say otherwise.”;

(c) subsections 1012C(6) and (7) were omitted and substituted with:

“(6) This subsection covers the circumstances in which:

(a) the offer is made within 12 months after the issue of the financial product;

(b) the product was issued without a Product Disclosure Statement for the product being prepared; and

(c) the issuer issued the product with the purpose of the person to whom it was issued selling or transferring the product, or granting, issuing or transferring interests in, or options or warrants over, the product.”;

(d) Paragraphs (b) and (c) apply in relation to:

(a) offers of securities or interests in a managed investment scheme for sale; and

(b) recommendations to acquire interests in a managed investment scheme by way of transfer;

where the securities or interests are covered by an exempt category.

(e) In paragraph (d), securities or interests are covered by an exempt category if they are covered by the following category:

Category 1: Options, convertible or converting securities

All of the following apply:

18-0189

- (a) The securities or interests were issued by reason of the exercise of options or the conversion of convertible or converting notes or convertible or converting preference shares;
- (b) those options or convertible or converting securities were issued to persons who did not need disclosure under Part 6D.2 and a disclosure document for the offer of those options or convertible or converting securities was lodged with ASIC before the day on which those options or convertible or converting securities were issued;
- (c) the exercise of the option, or the conversion, did not involve any further offer.

Where this instrument applies

5. This instrument applies to an offer of convertible notes (**Convertible Notes**) by CB Issuer on or about 21 March 2018 (**Offer**) where:
- (a) CB Issuer, Cromwell and CDPT jointly issue a prospectus for the Offer;
 - (b) the terms of the Convertible Notes are substantially the same as those provided to ASIC on 20 March 2018;
 - (c) at the time the prospectus is lodged with ASIC, securities in the same class as securities to be issued on conversion of the Convertible Notes are quoted on the financial market operated by ASX Limited ACN 008 624 691;
 - (d) the Offer is only made to persons to whom an offer under Part 6D.2 of the Act does not require disclosure;
 - (e) each financial report or director's report of Cromwell and CDPT required under section 298 in relation to a financial year of Cromwell and CDPT during which the Convertible Notes were on issue contains the following information:
 - (i) the number of Convertible Notes in that class that have not been exercised or converted as at the end of the financial year;
 - (ii) the number of securities or other financial products in the class of relevant securities or other financial products (**Relevant Securities**) into which the Convertible Notes will convert;
 - (iii) the price (if any) to be paid on conversion;
 - (iv) the circumstances in which conversion may occur;
 - (v) the remaining liability of CB Issuer to make payments under the Convertible Notes as at the end of the financial year;
 - (vi) the average conversion price (if any) paid for any Convertible Notes that were converted during the financial year and the number of

18-0189

securities or other financial products in the class of Relevant Securities into which they converted; and

- (vii) any other matters relating to the Convertible Notes that holders of ED securities of Cromwell and CDPT would reasonably require to make an informed assessment of the financial position of Cromwell and CDPT and its prospects for future financial years;

except for material that would otherwise be required to be included under paragraph (e)(vii) if it is likely to result in unreasonable prejudice to:

- (1) Cromwell;
- (2) CDPT; or
- (3) if consolidated financial statements are required – Cromwell, CDPT or any entity (including Cromwell or CDPT or if Cromwell or CDPT is the responsible entity of a registered scheme, the registered scheme) that is part of the consolidated entity.

If material is omitted, the report must say so.

Dated this 21st day of March 2018



Signed by Teegan Winters
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

ASIC Corporations (Repeal) Instrument 2018/193

I, Stephen Yen PSM, delegate of the Australian Securities and Investments Commission, make the following legislative instrument.

Date: 23rd March 2018

Stephen Yen

Stephen Yen

ASIC Corporations (Repeal) Instrument 2018/193

Contents

Part 1—Preliminary	3
1 Name of legislative instrument	3
2 Commencement	3
3 Authority	3
4 Schedules	3
5 Repeal of amending and repealing instruments	3
Schedule 1—Repeals	4
ASIC Class Order [CO 07/753]	4

Part 1—Preliminary

1 Name of legislative instrument

This is the *ASIC Corporations (Repeal) Instrument 2018/193*.

2 Commencement

This instrument commences on the later of:

- (a) the day it is gazetted; and
- (b) the day after it is registered on the Federal Register of Legislation.

Note: The register may be accessed at www.legislation.gov.au.

3 Authority

This instrument is made under paragraphs 601QA(1)(a), 911A(2)(l), 1020F(1)(a) and 1020F(1)(c) of the *Corporations Act 2001*.

4 Schedules

Each instrument that is specified in Schedule 1 to this instrument is repealed as set out in the applicable items in the Schedule.

5 Repeal of amending and repealing instruments

- (1) The repeal of an instrument by section 4 does not affect any amendment to or repeal of another instrument (however described) made by the instrument.
- (2) Subsection (1) does not limit the effect of section 7 of the *Acts Interpretation Act 1901* as it applies to the repeal of an instrument by section 4 of this instrument.

Schedule 1—Repeals

ASIC Class Order [CO 07/753]

- 1 The whole of the instrument**
Repeal the instrument.

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 third day of March 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
AZTEC AGAVE, LLC	146 778 387
DUO VISTA, LLC	146 779 277
ENTRUST INTERNATIONAL LLC	120 901 055
FORRESTER SWITZERLAND GMBH	161 513 748

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this twenty third day of March 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
AIR BERLIN PLC & CO. LUFTVERKEHRS KG	169 668 017
CROAKYBILL LIMITED	141 530 805
DUBLICOM LIMITED	140 096 475
FLUIDIGM SINGAPORE PTE. LTD.	160 260 953
FMR GROUP LIMITED	125 356 498
GILTECH PRECISION CASTINGS (2004) LIMITED	109 030 677
JUHE CAPITAL HOLDINGS LIMITED	612 600 423
MONS ROYALE LIMITED	151 074 538
NEWMONT AUSTRALIA INVESTMENT LIMITED	000 812 751
NOVA SYLVA FORESTRY NZ LIMITED	130 926 626
UNILIFE CORPORATION	141 042 757

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-third day of March 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme	ARSN
ASTRO JAPAN PROPERTY TRUST	112 799 854
MACQUARIE SHORT TERM CURRENCY ALPHA FUND	151 269 153
RETAIL DIRECT PROPERTY 11	086 359 515
RETAIL DIRECT PROPERTY 11 UNIT TRUST	086 359 266

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.

ADAMO ENERGY LTD ACN 151 973 858 will change to a proprietary company limited by shares. The new name will be EDEN INNOVATIONS HOLDINGS PTY LTD ACN 151 973 858.

CYBER RESEARCH PTY LTD ACN 608 638 428 will change to a public company limited by shares. The new name will be CYBER RESEARCH LIMITED ACN 608 638 428.

EXCO OPERATIONS (SA) LIMITED ACN 105 161 564 will change to a proprietary company limited by shares. The new name will be EXCO OPERATIONS (SA) PTY LIMITED ACN 105 161 564.

FRUGL GROUP PTY LTD ACN 167 770 425 will change to a public company limited by shares. The new name will be FRUGL GROUP LIMITED ACN 167 770 425.

HALIFAX ASIA LIMITED ACN 623 651 392 will change to a proprietary company limited by shares. The new name will be HALIFAX ASIA PTY LTD ACN 623 651 392.

COPPERCHEM LTD ACN 130 641 691 will change to a proprietary company limited by shares. The new name will be COPPERCHEM PTY LIMITED ACN 130 641 691.

ELIZA CREEK MINES LTD ACN 104 179 053 will change to a proprietary company limited by shares. The new name will be ELIZA CREEK MINES PTY LIMITED ACN 104 179 053.

EXCO RESOURCES LIMITED ACN 080 339 671 will change to a proprietary company limited by shares. The new name will be EXCO RESOURCES PTY LIMITED ACN 080 339 671.

GREENFIELDS EXPLORATION PTY LTD ACN 619 328 442 will change to a public company limited by shares. The new name will be GREENFIELDS EXPLORATION LIMITED ACN 619 328 442.