



ASIC
Australian Securities &
Investments Commission

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Contents

Notices under Corporations Act 2001

18-1155	18-1164	18-1167	18-1174	18-1175	18-1176
18-1182	18-1183	18-1185	18-1186		

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.

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18-1155

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 14th December 2018

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION
IN THE MATTER OF AHMED SAAD AND THE CORPORATIONS ACT 2001

To: Mr Ahmed SAAD

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

TAKE NOTICE that under to sections 920A and 920B of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits AHMED SAAD from providing any financial services **PERMANENTLY**.

Dated this 11th day of December 2018

Signed: 

MELANIE BAXTER
Delegate of the
Australian Securities and Investments Commission.

Your attention is drawn to subsection 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 subsection 920C (2) is an offence.

18-1164

**Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 250PAB(4) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 250PAB(4) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 18-1164.

Commencement

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

Order

4. ASIC exempts Ansett Australia Limited (Subject to Deed of Company Arrangement) ACN 004 209 410 (the *Company*) from the obligation to hold an Annual General Meeting (*AGM*) in accordance with section 250N of the Act for the 2019 and 2020 calendar years.
5. ASIC exempts the Company from any continuing obligation to hold an AGM in accordance with section 250N of the Act for the 2012, 2013, 2014, 2015, 2016, 2017 and 2018 calendar years.

Where this instrument applies

6. This instrument applies where:
 - a. The Deed Administrators were appointed on 2 May 2002
 - b. The Deed Administrators have notified ASIC that the members of the Company have not ongoing economic interest in the Company.

Conditions

7. The Deed Administrators must:
 - a. maintain arrangements for answering, free of charge, reasonable enquiries from the Company's members about the consequences of the Deed of Company Arrangement; and
 - b. arrange for a notice explaining the relief granted by this instrument in relation to the Company to be published in a place that is readily accessible on a website maintained by the Deed Administrators.

Interpretation:

In this instrument:

Deed Administrators means Mark Anthony Korda and Mark Francis Mentha appointed under the deed of company arrangement in respect of the Company, executed and dated 2 May 2002 (and varied on 31 August 2006).

Dated: 13 December 2018



Signed by Lorraine Mizzi

As a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

18-1167

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Lipins Partners Pty Ltd
ACN 158 824 214 ("the Licensee")
PO Box 286
Balwyn VIC 3103

Pursuant to 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 486010 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 14 December 2018

Signed

A handwritten signature in black ink, appearing to be 'Floyd Williams'.

Floyd Williams
a delegate of the Australian Securities and Investments Commission

18-1174

**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 (Act)*.

Title

2. This instrument is ASIC Instrument 18-1174.

Commencement

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

Declaration

4. Chapter 5C of the Act applies to Pengana Investment Management Limited ACN 063 081 612 in its capacity as the responsible entity of:

1. Pengana Australian Equities Income Fund ARSN 098 586 586
2. Pengana WHEB Sustainable Impact Fund ARSN 121 915 526
3. Pengana International Fund – Ethical ARSN 093 079 906
4. Pengana International Fund – Ethical Opportunity ARSN 098 586 282
5. Pengana High Conviction Equities Fund ARSN 602 546 332

together (the *Schemes*) as if section 601FL were modified or varied as follows:

- (a) in subsection (1) omitting all the text after the word “it”, substitute:
“must either:
 - (a) call a members’ meeting to explain its reason for wanting to retire and to enable the members to vote on a resolution (which must be an extraordinary resolution if the scheme is not listed) to choose a company to be the new responsible entity; or
 - (b) propose a related body corporate of the responsible entity to be the new responsible entity in accordance with (1A).”;

18-1174

(b) after subsection (1), inserting:

“(1A) The requirements for proposing a related body corporate (the *proposed responsible entity*) to be the new responsible entity are as follows:

- (a) The responsible entity must give members of the scheme notice of a proposal to choose the proposed responsible entity, to be the scheme’s new responsible entity.
- (b) The notice to members must:
 - (i) set out the following information:
 - (A) the responsible entity’s reasons for wanting to retire;
 - (B) such information as can reasonably be expected to be material to a member in forming a view as to the choice of the proposed responsible entity;
 - (C) information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur;
 - (D) how members can access on the responsible entity’s website current information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur;
 - (ii) state prominently that if:
 - (A) members who together hold at least 5% of the total value of the interests held by members; or
 - (B) 100 members.

who would be entitled to vote if the proposal were put as a proposed resolution to a meeting of members under paragraph (1)(a), ask for a vote on the choice of the proposed responsible entity by giving written notice received by the responsible entity within 21 days from the date the notice is sent, the responsible entity will either arrange a postal vote or convene a meeting to vote on a resolution for the choice of the proposed responsible entity; and

18-1174

- (iii) be accompanied by a form which can be ticked to ask for a vote; and
 - (iv) state prominently a reply paid address of the responsible entity to which the form may be sent.
 - (c) The responsible entity must prominently disclose on its website current information about the proposed timing of the retirement of the responsible entity and the manner in which that retirement will occur.
 - (d) If sufficient members ask for a vote in accordance with the notice, the responsible entity must arrange for a postal vote or, if the responsible entity chooses, convene a meeting in accordance with Part 2G.4 to vote on the choice of the proposed responsible entity as soon as possible.
 - (e) If there is a postal vote:
 - (i) a voting paper must be sent to each member stating a reply paid address of the responsible entity to which the voting paper may be sent; and
 - (ii) the responsible entity must notify the members in, or in a document accompanying, the voting paper that:
 - (A) the proposed responsible entity will be chosen as the new responsible entity if at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the choice; and
 - (B) only votes received by the responsible entity within 28 days after the issue of the voting paper will be counted.
 - (f) If a meeting is convened the resolution to choose the new responsible entity must be an extraordinary resolution if the scheme is not listed”;
- (c) after subsection (2) insert:
- “(2A) If a postal vote is arranged under paragraph (1A)(d) and at least 50% of the total votes that may be cast by members that would be eligible to vote at a meeting under paragraph (1)(a) are cast in favour of the proposed responsible entity, that entity is taken for the purposes of

18-1174

subsection (2) to have been chosen by a resolution of members on the last day on which postal votes may be received in order to be counted.

(2B) If:

- (a) a related body corporate is proposed to be the new responsible entity in accordance with subsection (1A); and
- (b) sufficient members do not ask for a vote to choose the entity in accordance with the notice referred to in paragraph (1A)(b); and
- (c) the entity has consented in writing to becoming the scheme's responsible entity,

then:

- (d) as soon as practicable and in any event within 2 business days after the end of the period in which a member may ask for such a vote, the current responsible entity must lodge a notice with ASIC asking it to alter the record of the scheme's registration to name the proposed responsible entity as the scheme's responsible entity; and
- (e) the notice must be accompanied by a certificate from the current responsible entity that it reasonably considers that the appointment of the proposed responsible entity would be in the best interests of members with a summary of the responsible entity's reasons as to why this is the case; and
- (f) unless ASIC reasonably believes that the appointment of the proposed responsible entity would not be in the best interests of members, ASIC must comply with the notice as soon as practicable after the notice and summary are lodged."

Where this declaration applies

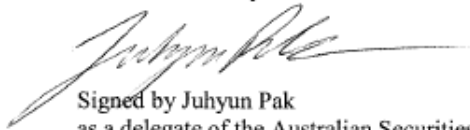
5. This declaration applies where Pengana Capital Limited ACN 103 800 568 has agreed in writing to become the new responsible entity of the Schemes.

Where this declaration ceases to apply

6. This declaration ceases to apply on 7 April 2019.

18-1174

Dated this 17th day of December 2018

A handwritten signature in black ink, appearing to read 'Juhyun Pak', is written over the printed name.

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

18-1175

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 601QA(1)(a), 926A(2)(a) and 1020F(1)(a) —
Exemptions**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 18-1175.

Commencement

3. This instrument commences on 18 December 2018.

Exemptions

4. LIFULL Co., Ltd (*Lifull*) does not have to comply with:
 - (a) subsection 601ED(5) of the Act in relation to the Sale Facility;
 - (b) Divisions 2 to 5 of Part 7.9 of the Act in relation to an interest in the Sale Facility;
 - (c) subsection 911A(1) of the Act for the provision of the following financial services:
 - (i) dealing in an interest in the Sale Facility;
 - (ii) the provision of general advice in relation to an interest in the Sale Facility; and
 - (d) Division 5A of Part 7.9 of the Act in relation to an invitation to participate in the Sale Facility.

Where this instrument applies

5. The exemptions in paragraph 4 apply in relation to the Sale Facility where that facility satisfies all of the following:
 - (a) the financial products that may be disposed of through the Sale Facility are New Lifull Shares that will be admitted to quotation on the TSX; and
 - (b) under the terms of the Sale Facility all of the following apply:

18-1175

- (i) the New Lifull Shares of participating holders to be disposed of through the Sale Facility are pooled;
- (ii) a broker disposes of the New Lifull Shares in the ordinary course of trading on the licensed market operated by the TSX or through the Buy-Back Procedure;
- (iii) the proceeds of the sale, net of expenses (to the extent, if any, that they are not met by Lifull) are distributed to participating holders; and
- (iv) each participating holder is paid their proportion of the proceeds of sale as soon as practicable and in any event within 12 weeks after the date of receipt of the participating holder's election to participate in the Sale Facility.

Conditions

- 6. In order to rely on the exemptions in paragraph 4, each participating holder must have been:
 - (a) given the Scheme Booklet personally; or
 - (b) provided the Scheme Booklet:
 - (i) by post to the address for the holder in the register of members or an alternative address (if any) nominated by the holder; or
 - (ii) to the fax number or electronic address (if any) nominated by the holder.
- 7. The Scheme Booklet:
 - (a) must contain all of the following information:
 - (i) the period during which participating holders may elect to participate in the Sale Facility;
 - (ii) the minimum and maximum number (if any) of New Lifull Shares a participating holder can sell through the Sale Facility;
 - (iii) any expenses relating to the sale of New Lifull Shares that will be paid by participating holders;
 - (iv) the market price of New Lifull Shares may be subject to change from time to time;
 - (v) how to obtain up-to-date information on the market price of the New Lifull Shares;

18-1175

- (vi) how the proceeds of sale of New Lifull Shares will be allocated between participating holders;
 - (vii) the amount of money received by a participating holder for New Lifull Shares that are disposed of through the Sale Facility may be more or less than the actual price that is received by the broker;
 - (ix) any other significant characteristics or features of the Sale Facility or of the rights and obligations of holders who elect to participate in the Sale Facility;
 - (x) any alternatives that the holder may have to participating in the Sale Facility; and
- (b) must be presented in a clear, concise and effective manner.

Exclusion

8. Lifull cannot rely on this instrument if ASIC has given a notice to Lifull which states that Lifull cannot rely on this instrument and ASIC has not withdrawn that notice.

Interpretation

9. In this instrument:

ASX means ASX Limited ACN 008 624 691

broker means a participant of the licensed markets operated by the TSX and or ASX with whom Lifull has entered or enters into arrangements in relation to the operation of the Sale Facility.

Buy-Back Procedure means the process that only operates in circumstances where a participating holder elects to have their New Lifull Shares disposed of through the Sale Facility, and where such an election includes a portion New Lifull Shares that are not in a multiple of 100. In such instances the portion of New Lifull Shares that are not in a multiple of 100 will be repurchased by Lifull at a price equal to the closing price of Lifull shares on the TSX on the day on which such an election is received by Lifull, or if there is no trade on any such day, the price of the first trade on the next day on which trading occurs.

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

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

Mitula means Mitula Group Limited ACN 604 677 796

18-1175

New Lifull Share means a fully paid ordinary share in the capital of Lifull to be issued under the Scheme and to be quoted on TSX

Participating holder means a person who holds New Lifull Shares and who has elected to participate in the Sale Facility

register of members means the register of members required to be set up and maintained under section 168 of the Act.

Sale Facility the facility through which the New Lifull Shares that are issued to participating holders under the Scheme are sold in accordance with the terms of the Sales Request Policy set out in the Scheme Booklet.

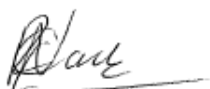
Sales Request Policy has the same meaning given in the Scheme Booklet

Scheme means the scheme of arrangement under Part 5.1 of the Act under which Lifull proposes to acquire all the issued capital in Mitula in exchange for cash and the issue of shares in Lifull to Mitula Shareholders, where the acquisition is approved by resolutions passed at a meeting of Mitula shareholders.

Scheme Booklet means the explanatory statement dated 26 October 2018 and registered by ASIC under subsection 412(6) of the Act.

TSX means Tokyo Stock Exchange.

Dated this 18th day of December 2018



Signed by Roxton Narcis
as a delegate of the Australian Securities and Investments Commission

18-1176

**Australian Securities and Investments Commission
Corporations Act 2001 — Paragraphs 601QA(1)(a), 926A(2)(a) and 1020F(1)(a) —
Exemptions**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 18-1176.

Commencement

3. This instrument commences on 18 December 2018.

Exemptions

4. LIFULL Co., Ltd (*Lifull*) does not have to comply with:
 - (a) subsection 601ED(5) of the Act in relation to the Termination Sale Facility;
 - (b) Divisions 2 to 5 of Part 7.9 of the Act in relation to an interest in the Termination Sale Facility;
 - (c) subsection 911A(1) of the Act for the provision of the following financial services:
 - (i) dealing in an interest in the Termination Sale Facility;
 - (ii) the provision of general advice in relation to an interest in the Termination Sale Facility; and
 - (d) Division 5A of Part 7.9 of the Act in relation to an invitation to participate in the Termination Sale Facility.

Where this instrument applies

5. The exemptions in paragraph 4 apply in relation to the Termination Sale Facility where that facility satisfies all of the following:
 - (a) the financial products that may be disposed of through the Termination Sale Facility are New Lifull Shares that will be admitted to quotation on the TSX; and
 - (b) under the terms of the Termination Sale Facility all of the following apply:

18-1176

- (i) the New Lifull Shares of participating holders to be disposed of through the Termination Sale Facility are pooled;
- (ii) a broker disposes of the New Lifull Shares in the ordinary course of trading on the licensed market operated by the TSX or through the Buy-Back Procedure;
- (iii) the proceeds of the sale, net of expenses (to the extent, if any, that they are not met by Lifull) are distributed to participating holders; and
- (iv) each participating holder is paid their proportion of the proceeds of sale as soon as practicable and in any event within 12 weeks after the Notional Facility Start Date.

Conditions

- 6. In order to rely on the exemptions in paragraph 4, each participating holder must have been:
 - (a) given the Scheme Booklet personally; or
 - (b) provided the Scheme Booklet:
 - (i) by post to the address for the holder in the register of members or an alternative address (if any) nominated by the holder; or
 - (ii) to the fax number or electronic address (if any) nominated by the holder.
- 7. The Scheme Booklet:
 - (a) must contain all of the following information:
 - (i) the dates upon which:
 - A. New Lifull Shares will commence to be sold under the Termination Sale Facility; and
 - B. the length of time after all New Lifull Shares have been sold under the Termination Sale Facility when the net sale proceeds are to be remitted to participating holders;
 - (ii) the minimum and maximum number (if any) of New Lifull Shares that can be sold through the Termination Sale Facility;
 - (iii) any expenses relating to the sale of New Lifull Shares that will be paid by participating holders;

18-1176

- (iv) the market price of New Lifull Shares may be subject to change from time to time;
 - (v) how to obtain up-to-date information on the market price of the New Lifull Shares;
 - (vi) how the proceeds of sale of New Lifull Shares will be allocated between participating holders;
 - (vii) the amount of money received by a participating holder for New Lifull Shares that are disposed of through the Termination Sale Facility may be more or less than the actual price that is received by the broker;
 - (viii) any other significant characteristics or features of the Termination Sale Facility or of the rights and obligations of holders who elect to participate in the Termination Sale Facility;
 - (ix) any alternatives that the holder may have to participating in the Termination Sale Facility; and
- (b) must be presented in a clear, concise and effective manner.

Exclusion

8. Lifull cannot rely on this instrument if ASIC has given a notice to Lifull which states that Lifull cannot rely on this instrument and ASIC has not withdrawn that notice.

Interpretation

9. In this instrument:

ASX means ASX Limited ACN 008 624 691

broker means a participant of the licensed markets operated by the TSX and or ASX with whom Lifull has entered or enters into arrangements in relation to the operation of the Sale Facility.

Buy-Back Procedure means the process that only operates in respect of the portion of a participating holder's New Lifull Shares to be disposed of through the Termination Sale Facility which are not in a multiple of 100. Such portions of shares that are not in a multiple of 100 will be repurchased by Lifull at a price equal to the closing price of Lifull shares on the TSX on the day on which such portions of shares will be sold, or if there is no trade on any such day, the price of the first trade on the next day on which trading occurs.

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

18-1176

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

Mitula means Mitula Group Limited ACN 604 677 796

New Lifull Share means a fully paid ordinary share in the capital of Lifull to be issued under the Scheme and to be quoted on TSX.

Notional Facility Start Date means the date that is three business days after the end of the three-month period commencing from the Settlement Completion Date.

Participating holder means a person who holds New Lifull Shares which are subject to the Termination Sale Facility

register of members means the register of members required to be set up and maintained under section 168 of the Act.

Termination Sale Facility the facility through which the New Lifull Shares that are issued to participating holders under the Scheme are sold in accordance with the terms of the Termination Sales Policy set out in the Scheme Booklet.

Termination Sales Policy has the same meaning given in the Scheme Booklet.

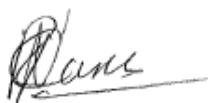
Scheme means the scheme of arrangement under Part 5.1 of the Act under which Lifull proposes to acquire all the issued capital in Mitula in exchange for cash and the issue of shares in Lifull to Mitula shareholders, where the acquisition is approved by resolutions passed at a meeting of Mitula shareholders.

Scheme Booklet means the explanatory statement dated 26 October 2018 and registered by ASIC under subsection 412(6) of the Act.

Settlement Completion Date has the same meaning given in the Scheme Booklet.

TSX means Tokyo Stock Exchange.

Dated this 18th day of December 2018



Signed by Roxton Narcis
as a delegate of the Australian Securities and Investments Commission

18-1182

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 18-1182.

Commencement

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

Disclosure relief*Offers made under an employee incentive scheme*

4. Ansarada Newco Pty Limited ACN 619 911 223 (*Ansarada*), 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 2018 Equity Incentive Plan.

Subsequent sale offers

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 the sale offer where:
 - (a) the product was issued or otherwise granted to an eligible participant, or was issued or transferred by reason of the vesting of an eligible product issued or otherwise granted to an eligible participant, under the 2018 Equity Incentive Plan; and
 - (b) the person has no reason to believe the eligible offer is not covered by this instrument.

Personal advice given by advisers

6. An eligible product offered under the 2018 Equity Incentive 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 2018 Equity Incentive Plan is not covered by this instrument.

18-1182

Licensing, hawking and other incidental relief*General advice*

7. Ansarada does not have to comply with subsection 911A(1) of the Act in relation to the provision of a financial service consisting of general advice in connection with an offer of an eligible product to an eligible participant under the 2018 Equity Incentive Plan.

Dealing

8. Ansarada does not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the 2018 Equity Incentive Plan:
- (a) issuing the eligible product;
 - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by Ansarada occurs either:
 - (i) through a financial services licensee; or
 - (ii) outside this jurisdiction and through a person which is licensed or otherwise authorised to deal in financial products of that kind in the relevant place.

Custodial or depository services

9. Ansarada does not have to comply with subsection 911A(1) of the Act in relation to the provision of any of the following financial services in relation to an offer of an eligible product to an eligible participant in connection with the 2018 Equity Incentive 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;
 - (b) dealing in the eligible product in the course of providing a custodial or depository service covered by subparagraph 9(a).

Hawking

10. Ansarada does not have to comply with section 736 or 992A of the Act in relation to making an offer of an eligible product to an eligible participant in the course of, or because of, an unsolicited meeting or telephone call held or made in connection with the 2018 Equity Incentive Plan.

Advertising

11. Ansarada does not have to comply with section 1018A of the Act in relation to an advertisement or publication that advertises, or publishes a statement that is reasonably likely to induce eligible participants to acquire, an eligible product under the 2018 Equity Incentive Plan.

18-1182

Conditions*Contribution plans and loans not permitted*

12. Ansarada must ensure that the terms of the 2018 Equity Incentive Plan, so far as they apply to offers made to eligible participants in reliance on this instrument:
- (a) do not involve a contribution plan; and
 - (b) do not involve a loan to the eligible participant to acquire eligible products.

Disclosure

13. Ansarada must ensure that, in relation to an offer of an eligible product to an eligible participant made in reliance on this instrument under the 2018 Equity Incentive Plan:
- (a) the offer is made in, or is accompanied by, an offer document; and
 - (b) the offer document is accompanied by:
 - (i) a copy of the most recent annual report;
 - (ii) a summary of the independent valuation made no earlier than 12 months before the making of the offer being the most recent independent valuation, that includes the conclusion, valuation methodologies used, and an explanation regarding the reasonable basis for such conclusion; and
 - (iii) a copy of a directors' solvency resolution made no earlier than 1 month before the making of the offer; and
 - (iv) a copy of a directors' valuation resolution made no earlier than 12 months before the making of the offer and being the most recent directors' valuation resolution; and
 - (c) if requested by an eligible participant at any time during the period the eligible participant is participating in the 2018 Equity Incentive Plan, or remains subject to the terms of the 2018 Equity Incentive Plan, the eligible participant is given, within 4 months after making the request:
 - (i) a copy of the most recent annual report; and
 - (ii) a summary of the most recent independent valuation, that includes the conclusion, valuation methodologies used, and an explanation regarding the reasonable basis for such conclusion.

18-1182

Terms of offer

14. Ansarada must ensure that,

- (a) save for the offers made under subparagraph 14(b), offers made in reliance on this instrument:
 - (i) are not made to more than 20 eligible participants in any 12 month period; and
 - (ii) to any eligible participant do not exceed \$10,000 in value in any 12 month period, calculated by reference to the most recent directors' valuation resolution as at the time of the relevant offer.
- (b) any offer of an eligible product to an eligible participant that is made in reliance on this instrument but that does not comply with subparagraph 14(a), is made at a time when that eligible participant is either a senior manager of Ansarada or a wholly-owned subsidiary of Ansarada or a wholesale client.
- (c) if the eligible offer is or includes an offer of fully paid ordinary shares or units in fully paid ordinary shares—no more than nominal monetary consideration is required to be provided by the eligible participant for the issue or transfer of the shares or units.
- (d) if the eligible offer is or includes an offer of options or incentive rights and more than nominal monetary consideration is required to be provided by the eligible participant in order for the options to become exercisable or for the incentive rights to vest—the options do not become exercisable, and the incentive rights do not vest, unless:
 - (i) both of the following are satisfied:
 - (A) fully paid voting shares or units in fully paid voting shares of the body are in a class of shares that have been able to be traded on any of the eligible financial markets specified in column 1 of Table A of ASIC Class Order [CO 14/1000] for a period of at least 3 months;
 - (B) trading in that class of shares was not suspended for more than a total of 5 days during:
 - (I) if the class of shares have been able to be traded for a period of at least 12 months—the most recent period of 12 months during which the class of shares have been able to be traded;
 - (II) if the class of shares have been able to be traded for a period of less than 12 months—that period; or
 - (ii) a valuation document which is dated no earlier than 1 month before it is given, is given to eligible participants no later than 14 days prior to exercise or vesting.

20% issue limit

18-1182

18. Ansarada must, at the time of making an offer in reliance on this instrument, 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 Ansarada that have been or may be issued in any of the circumstances covered by the following paragraphs will not exceed 20% of the total number of underlying eligible products in that class on issue:
- (a) underlying eligible products that may be issued under the offer;
 - (b) underlying eligible products issued or that may be issued as a result of offers made at any time during the previous 3 year period under:
 - (i) the 2018 Equity Incentive Plan; and
 - (ii) an ASIC exempt arrangement of a similar kind to the 2018 Equity Incentive Plan.

ASIC power to request documents

19. Ansarada must, if requested by ASIC and in accordance with the request, make available to ASIC the offer document and all other accompanying information or documents given to eligible participants in connection with an offer under the 2018 Equity Incentive Plan that is made in reliance on this instrument.

Interpretation

20. In this instrument:

- (a) **2018 Equity Incentive Plan** means the Ansarada Employee Share Option Plan 2018, which is substantially in the same form as provided to ASIC on 23 November 2018;

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

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

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

ASIC exempt arrangement of a similar kind, in relation to the 2018 Equity Incentive Plan, means an arrangement covered or previously covered by ASIC Class Order [CO 03/184], ASIC Class Order [CO 14/1001] or an instrument expressed to apply to Ansarada and which grants or granted similar relief to the relief granted by this instrument;

casual employee, in relation to Ansarada or a wholly-owned subsidiary, means an individual who is, or might reasonably be expected to be, engaged to work the

18-1182

number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the body;

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

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

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

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

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

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

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

eligible participant, in relation to Ansarada or a wholly-owned subsidiary, means a person specified in column 2 of Table A;

eligible product means a financial product of Ansarada specified in column 1 of Table A;

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

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;

18-1182

incentive right means a conditional right:

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

independent valuation means an independent expert's report, prepared annually, that contains an opinion on the value of shares in the same class as the shares to which the options and incentive rights offered under the 2018 Equity Incentive Plan relate. The initial report is substantially in the same form as provided to ASIC on 12 December 2018;

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

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

- (a) an offer to issue the eligible product;
- (b) an issue or grant of the eligible product;
- (c) an offer to transfer the eligible product;
- (d) a transfer of the eligible product;
- (e) an offer to arrange for the issue or transfer of the eligible product; but does not include an issue, grant or transfer of an underlying eligible product made by reason of the exercise or vesting of an overlying eligible product in circumstances where an offer to issue or transfer the overlying eligible product had been previously made;

18-1182

offer document, in relation to an offer made in reliance on this instrument, means a document which includes, or is accompanied by, the following information, statements and explanations worded and presented in a clear, concise and effective manner:

- (a) on the cover page of the offer document, in a box and in a minimum font size of 14 points—prominent statements to the following effect:
 - (i) the eligible products offered under this document may or may not have any value that is capable of being realised by the eligible participant;
 - (ii) whether the eligible products have any value that is capable of being realised by the eligible participant will depend on future events which may or may not occur;
- (b) prominent statements to the effect that:
 - (i) any advice given by Ansarada in relation to eligible products offered under the 2018 Equity Incentive Plan does not take into account an eligible participant's objectives, financial situation and needs; and
 - (ii) eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice;
 - (iii) eligible participants may, at any time during the operation of the 2018 Equity Incentive Plan make a request to be given, without charge:
 - (A) a copy of the most recent annual report; and
 - (B) a summary of the most recent independent valuation;
 - (iv) eligible participants may, at any time during the operation of the 2018 Equity Incentive Plan make a request to inspect a copy of the most recent independent valuation;
- (c) either:
 - (i) a copy of the terms of the 2018 Equity Incentive Plan; or
 - (ii) a summary of the terms of the 2018 Equity Incentive Plan together with a statement that, on request and at no charge and within a reasonable time, the body will provide an eligible participant with a copy of the terms of the 2018 Equity Incentive Plan;
- (d) an explanation of the methodology used or adopted by the directors of Ansarada for the purposes of the directors' valuation resolution;

18-1182

- (e) the identity of Ansarada and the nature of the eligible products offered under the 2018 Equity Incentive Plan;
- (f) a description of Ansarada's business; and
- (g) general information about the risks of acquiring and holding an eligible product being offered under the 2018 Equity Incentive Plan;

overlying eligible product means an eligible product specified in any of paragraphs (c) to (d) in column 1 of Table A;

prospective participant, in relation to an offer of an eligible product under the 2018 Equity Incentive Plan, means a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming covered by one of paragraphs (a) to (d) of column 2 of Table A;

senior manager has the meaning in section 9 of the Act, as modified by ASIC Class Order [CO 04/899];

underlying eligible product means an eligible product specified in paragraph (a) in column 1 of Table A;

valuation document, in relation to an offer of options or incentive rights, means:

- (a) a current disclosure document for an offer of shares in the same class as the shares to which the options or rights relate;
- (b) an independent expert's report that contains an opinion on the value of a share in the same class as the shares to which the options or rights relate;
- (c) a copy of an executed agreement under which shares in the same class as to shares in which the options or rights relate are to be acquired on arm's length terms by a third party that is not an associate of the body and which specifies the value of a share in that class;

wholesale client has the meaning in subparagraph 761G(7)(c) of the Act;

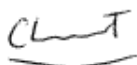
- (b) an offer of eligible products to an eligible participant under the 2018 Equity Incentive Plan on terms that the eligible participant may renounce the offer in favour of a person covered by one of the following paragraphs is to be treated as an offer of eligible products to the eligible participant:
 - (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

18-1182

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 Ansarada, by way of making it available on a website and notifying the intended recipient that it is available on the website).

Dated this 19th day of December 2018



Signed by Christopher Tran
as a delegate of the Australian Securities and Investments Commission

18-1182

Table A

Column 1 Eligible product	Column 2 Eligible participant
(a) a fully paid ordinary share of Ansarada;	(a) a full-time or part-time employee (including an executive director);
(b) a unit in a financial product mentioned in paragraph (a);	(b) a non-executive director;
(c) an option to acquire, by way of issue or transfer, a financial product mentioned in paragraph (a);	(c) a contractor;
(d) an incentive right granted in relation to a financial product mentioned in paragraph (a).	(d) a casual employee;
	(e) a prospective participant.



ASIC

Australian Securities & Investments Commission

18-1183

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Sunderland Marine Insurance Company Limited
ARBN 007 508 401 ("the Licensee")
c/- Norton Rose Fulbright Australia
Level 15, RACV Tower
485 Bourke Street
MELBOURNE VIC 3000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 246370 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 19 December 2018

Signed

Floyd Williams
a delegate of the Australian Securities and Investments Commission

18-1185

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 below, effective as of 22 November 2018

Australian Securities and Investments Commission**Notice of cancellation of Australian financial services licence**

To: Berndale Capital Securities Pty Ltd
ACN 113 616 032

TAKE NOTICE that under s915C(1) of the *Corporations Act 2001*, the Australian Securities and Investments Commission hereby cancels Australian financial services licence number 290108 held by Berndale Capital Securities Pty Ltd ACN 113 616 032 (the licence).

Under s915H of the *Corporations Act 2001*, ASIC specifies that the licence continues in effect until 20 December 2018, while cancelled, as though the cancellation had not happened for the purpose of Chapter 7 regarding the provision of a financial service to a person as a retail client or wholesale client if that person was a client immediately prior to the cancellation taking effect and if the financial service relates to the termination of an existing arrangement with a client.

Further, under s915H of the *Corporations Act 2001*, ASIC specifies that the licence continues in effect until 23 May 2019, while cancelled, as though the cancellation had not happened for the purpose of:

- (a) s912A(1)(g) to the extent that it requires Berndale Capital Securities Pty Ltd to have a dispute resolution system complying with s912A(2)(c), which requires Berndale Capital Securities Pty Ltd to be a member of the AFCA scheme; and
- (b) s912B and regulations 7.6.02AAA and 7.6.02AA of the *Corporations Regulations 2001*, which require Berndale Capital Securities Pty Ltd to have arrangements for compensating retail clients including the holding of professional indemnity insurance cover.

Dated this 22nd of November 2018.



Signed

Kate Dluzniak
Delegate of the Australian Securities and Investments Commission

18-1186

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 taken the action set out in the Notice below, which action took effect on 22 November 2018.

Australian Securities and Investments Commission**In the matter of Stavro D'Amore****Banning order under sections 920A and 920B****of the *Corporations Act 2001***

To: Stavro D'Amore

Take notice that under sections 920A(1) and 920B(2) of the *Corporations Act 2001* the Australian Securities and Investments Commission prohibits Stavro D'Amore from providing any financial services for a period of six years.

Dated this 22nd day of November 2018.

Signed:



Kate Dluzniak

Delegate of the Australian Securities and Investments Commission

Your attention is drawn to subsection 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 subsection 920C(2) is an offence.

CORPORATIONS ACT 2001
Subsection 601PA(3)

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

Dated this twenty-first day of December 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARSN

ARMSTRONG JONES OFFICE FUND

090 242 229

PRIME CREDIT PROPERTY TRUST

089 849 196

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-first day of December 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARSN
SESTANTE CONSERVATIVE FUND	615 786 395
SESTANTE DIVERSIFIED FUND	613 157 387
SESTANTE GROWTH FUND	615 785 870

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-first day of December 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
FAT BEEHIVE LIMITED	145 743 102
HOA SEN GROUP	620 140 874
MESIROW ADVANCED STRATEGIES, INC.	610 502 451
NORSKAN NORWAY AS	613 076 538
PERFECT DATA SOLUTIONS LIMITED	607 610 202

CORPORATIONS ACT 2001
Subsection 601CC(4)

ASIC has struck the registered Australian bodies
listed below off the register.

Dated this twenty-first day of December 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARBN

MILITARY BROTHERHOOD INC.

610 419 059

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this twenty-first day of December 2018

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARBN

ARISTREX LIMITED	616 567 643
AUSCASTLE I LLC	611 727 103
FRIESLANDCAMPINA DOMO B.V.	155 708 160
IGLU GROUP PTE. LTD.	152 080 236
LAVENDER INTERNATIONAL NDT CONSULTANCY SERVICES LIMITED	149 670 379

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.

AIRCOIN INTERNATIONAL PTY LTD

ACN 610 689 622 will change to a public company limited by shares. The new name will be AIRCOIN INTERNATIONAL LTD
ACN 610 689 622.

GATEWAY LIFESTYLE OPERATIONS LIMITED

ACN 605 543 968 will change to a proprietary company limited by shares. The new name will be GATEWAY LIFESTYLE OPERATIONS PTY LTD
ACN 605 543 968.

OPENMARKETS GROUP PTY LIMITED

ACN 159 661 453 will change to a public company limited by shares. The new name will be OPENMARKETS GROUP LIMITED
ACN 159 661 453.

ZEUS MINERALS LIMITED ACN 624 848 380 will change to a proprietary company limited by shares. The new name will be ZEUS MINERALS PTY LTD ACN 624 848 380.

CARRECORD.COM.AU PTY LTD

ACN 612 877 791 will change to a public company limited by shares. The new name will be CARRECORD.COM.AU LTD
ACN 612 877 791.

NEXT SCIENCE GROUP PTY LTD

ACN 622 382 549 will change to a public company limited by shares. The new name will be NEXT SCIENCE LIMITED ACN 622 382 549.

RAMCAP PTY LTD ACN 624 983 964 will change to a public company limited by shares. The new name will be RAMCAP LIMITED
ACN 624 983 964.