



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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19-0299

**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* (the *Act*).

Title

2. This instrument is ASIC Instrument 19-0299.

Commencement

3. This instrument commences on 24 April 2019.

Declarations

4. Chapters 6 and 6C of the Act apply to Navigator Resources Limited ACN 063 366 487 (*Navigator*) 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 body corporate does not have a relevant interest in its own securities merely because, under an escrow arrangement entered into by the body corporate, the body corporate applies restrictions on the disposal of the securities by the holder.”.
5. Chapters 6 and 6C of the Act apply to Navigator 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 Navigator as if section 671B were modified or varied by, omitting “.” in paragraph (7)(c) (as notionally inserted by ASIC Class Order [CO 13/520]), inserting:

“;or
(d) subsection 609(13A) (securities subject to escrow arrangement).”.

Where this instrument applies

7. This instrument applies in relation to relevant interests Navigator has in securities of Navigator (*Escrowed Securities*) merely because Navigator has entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*) with each *Security Holder* where each Escrow Arrangement:

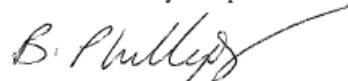
19-0299

- (a) does not restrict the exercise of voting rights attaching to, the Escrowed Securities;
- (b) in the case of a takeover bid (including a proportional takeover bid):
 - (i) allows each Security Holder to accept into the Takeover Bid where holders of at least half of the bid class securities that are not subject to an Escrow Arrangement have accepted into the bid; and
 - (ii) requires that the Escrowed Securities be returned to escrow if the bid does not become unconditional;
- (c) allows the Escrowed Securities to be transferred or cancelled as part of a merger by way of compromise or arrangement under Part 5.1 of the Act;
- (d) terminates on the date that is no later than 24 months from the date on which the Escrow Arrangement commences for the AFL Vendor, and 12 months from the date on which the Escrow Arrangement commences for the remaining Security Holders; and
- (e) is substantially in the same form as the draft agreement provided to ASIC on 18 March 2019.

Interpretation

8. In this instrument *Security Holder* means any of the following persons who hold shares in the Company:
- i. Oscar Churchill Pty Ltd ACN 603 632 560;
 - ii. Glen Dobbie;
 - iii. Gregory Ruddock;
 - iv. Malcom Keefe;
 - v. Joshua McKean; and
 - vi. Grant Dearlove.

Dated this 24 day of April 2019.



Signed by Ben Phillips
as a delegate of the Australian Securities and Investments Commission

19-0360

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 19-0360.

Commencement

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

Exemption

4. Prospa Advance Pty Ltd ACN 154 775 667 (**Prospa**) does not have to comply with subsection 734(2) of the Act.

Where this instrument applies

5. Subject to paragraph 6, this exemption applies to the following information communicated by Prospa to Employees:
 - (a) information alerting them to impending announcements about the Initial Public Offer;
 - (b) information about the ways in which Employees may participate in the Initial Public Offer;
 - (c) details of any employee share plan, employee option plan or employee incentive plan under which offers to Employees may be made at or about the same time as the Initial Public Offer;
 - (d) information relating to:
 - (i) changes which may be made to the structure and administration of Prospa and its related bodies corporate at or about the same time as the Initial Public Offer;
 - (ii) the appointment of management, executive officers and directors of Prospa or a related body corporate; and
 - (iii) the timetable for the Initial Public Offer, including updates to the timetable of the Initial Public Offer.

19-0360

Conditions

6. This exemption does not apply if, in communicating any of the information set out in paragraph 5 of this instrument, Prospa communicates any advantages, benefits or merits of the Initial Public Offer.

Cessation

7. The exemption shall remain effective, unless otherwise revoked, until the earlier of:
- (a) the date on which Prospa or a related body corporate lodges a prospectus for the Initial Public Offer with ASIC; or
 - (b) 31 October 2019.

Interpretation

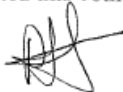
8. In this instrument:

Employees means employees of Prospa or a related body corporate;

Initial Public Offer means the proposed initial public offer of fully paid ordinary shares in Prospa or a related body corporate intended to be made from around May 2019; and

Prospectus means the prospectus to be lodged by Prospa or a related body corporate with ASIC in respect of the Initial Public Offer.

Dated this 18th day of April 2019



Signed by Remziye Hussein
as a delegate of the Australian Securities and Investments Commission

[19-0363]

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 1075A(1) – Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 1075A(1) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument [19-0363].

Commencement

3. This instrument commences on 18 April 2019.

Declaration

4. Part 7.11 of the Act applies to the securities of Yancoal as if:
 - (a) paragraph 7.11.37(3)(b) of the Regulations were modified or varied by omitting “48 hours” and substituting “4 business days”; and
 - (b) paragraph 7.11.38(3)(b) of the Regulations were modified or varied by omitting “48 hours” and substituting “4 business days”; and
 - (c) at the end of subregulations 7.11.37(3) and 7.11.38(3) add on a new line:

“In this subregulation, *business day* means a business day in Hong Kong.”.

Where this instrument applies

5. This declaration applies to any meeting of the holders of securities, or of a class of securities, of Yancoal whilst it is listed on both the Hong Kong Stock Exchange and on the Australian Securities Exchange.
6. This declaration does not apply to a meeting unless the notice of meeting for the meeting includes a summary of the effect of this instrument and is disclosed in a way that is likely to bring it to the attention of Australian holders of securities of Yancoal.

Interpretation

7. In this instrument:

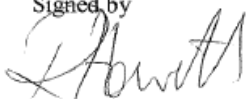
[19-0363]

Regulations means the *Corporations Regulations 2001*; and

Yancoal means Yancoal Australia Ltd ACN 111 859 119.

Dated this 18th day of April 2019

Signed by



Rachel Howitt

as a delegate of the Australian Securities and Investments Commission

19-0370

Australian Securities and Investments Commission
Corporations Act 2001 - Subsection 257D(4) - Exemption

Enabling legislation

- 1 The Australian Securities and Investments Commission (**ASIC**) makes this instrument under subsection 257D(4) of the Corporations Act 2001 (**Act**).

Title

- 2 This instrument is ASIC Instrument 19-0370.

Commencement

- 3 This instrument commences on 26 April 2019.

Exemption

- 4 Palladium Group Holdings Pty Ltd ACN 140 654 075 (**Company**) does not have to comply with subsections 257D(1), 257D(2) and 257D(3) of the Act.

Where this instrument applies

- 5 This instrument applies in relation to the off-market tender buy-back of Shares to be made available to all Shareholders (other than any shareholder who holds only Restricted Shares), commencing on or around 26 April 2019, which:
- (a) is substantially on the terms contemplated in the Buy-Back Invitation;
 - (b) complies with the conditions in subsection 257B(2) of the Act, subject to subsection 257B(3) of the Act, except that:
 - (i) the Company does not comply with paragraph 257B(2)(a) of the Act but rather the Buy-Back Invitations relate only to Shares;
 - (ii) the Company does not comply with paragraph 257B(2)(b) of the Act but rather invites all Shareholders (other than any shareholder who holds only Restricted Shares) to offer for sale their Shares to the Company in accordance with the terms and conditions of the Buy-back Invitation;
 - (iii) the Company does not comply with paragraph 257B(2)(c) of the Act but rather all Shareholders (other than any shareholder who holds only Restricted Shares) have a reasonable opportunity to offer their Shares for sale to the Company in accordance with the terms and conditions of the Buy-back Invitations;
 - (iv) the Company does not comply with paragraph 257B(2)(d) of the Act but rather the buy-back agreements are not entered into until the Tender Period has closed; and
 - (v) the Company does not comply with paragraph 257B(2)(e) of the Act but rather the Buy-back Invitation is to be made by the Company to all Shareholders (other than any shareholder who holds only Restricted

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Shares) for those holders to tender their Shares to the Company and for the Company to buy-back those Shares on the same terms subject to each Shareholder having the ability to nominate a maximum number of shares which they wish to offer for sale to the Company (and subject to the Scale Back Mechanism).

- (vi) the Company does not comply with paragraph 257B(2)(e) of the Act but rather the Buy-back Invitation need not be made to any shareholder who holds only Restricted Shares, and any Tender received from such a person need not be accepted by the Company.

Conditions

- 6 The Company complies with the approval requirement set out in section 257C and the lodgement requirements set out in sections 257E and 257F of the Act.

Interpretation

- 7 In this instrument:

Buy-Back Booklet means the document to be lodged on or about 26 April 2019, being substantially the same as that provided to ASIC on 22 April 2019;

Buy-Back Invitation means the invitation by the Company to its eligible Shareholders to offer to sell Shares to the Company as set out in the Buy-Back Booklet;

Buy-back Price means \$8.93 per Share bought back.

Guaranteed Allocation means, in the event of a scale-back, the smaller of:

- (a) the Shares offered by the Shareholder for sale to the Company in the Tender; or
(b) the number of Shares that represents 12.22% of the total Shares held by the Shareholder whose offer is being scaled back;

Incentive Scheme means the Palladium Senior Staff Incentive Scheme;

Offer Date means the date of the Buy-Back Booklet;

Participating Shareholder means a Shareholder (other than a shareholder who only holds Restricted Shares) who Tenders shares;

Restricted Shares means Shares that are restricted from being traded, transferred or encumbered under the terms of the Incentive Scheme as at the Offer Date;

Scale Back Mechanism means the reduction of Shares bought back by the Company on the terms and conditions set out in the Buy-Back Invitations and to be applied to Tenders from Participating Shareholders on the basis that:

- (a) the Guaranteed Allocation will be purchased from each Participating Shareholder; and

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- (b) Tenders that offer to sell more than the Guaranteed Allocation will be scaled back pro-rata according to the number of shares offered in the Tender by Participating Shareholders over and above each Shareholder's Guaranteed Allocation.

Shareholder means a holder of Shares at the Offer Date;

Shares means fully paid ordinary shares in the Company (other than Restricted Shares).

Tender means an offer made in accordance with the Buy-back Invitation, by a Shareholder to sell to the Company a specified number of Shares at the Buy-Back Price by delivering to the Company a Tender Form (which has not been withdrawn);

Tender Form means the form of offer by a Shareholder to sell their nominated Shares to the Company; and

Tender Period means the period, within which holders of Shares may lodge, withdraw or amend a Tender in accordance with the procedures set out in the Buy-Back Booklet.

Dated this 26th day of April 2019.



Signed by Will Robertson

as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001
Subsection 601CC(4)

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

Dated this twenty-sixth day of April 2019

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

YWCA OF DARWIN INCORPORATED

ARBN

624 438 599

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this twenty-sixth day of April 2019

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
BIZFLOW CORP.	102 986 934
DEKA AUSTRALIA ONE GMBH	133 063 733
DEKA AUSTRALIA THREE GMBH	144 566 889
KOHLER CO.	052 287 779
SOUTH EMERY CIRCLE, LLC	162 814 986
VECTORCOMMAND LIMITED	606 240 582
631604 N.B. INC.	167 246 380

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-sixth day of April 2019

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
AUSTRIAN AIRLINES AG	098 110 215
AUZMINERALS RESOURCE GROUP LIMITED	141 625 167
BRAZIRON, LTD.	133 221 084
CHEMETICS INC.	099 051 868
GEOTRACE TECHNOLOGIES LIMITED	146 313 288
JC MEDIA, LLC	606 234 360
LAMBE ENTERPRISES LIMITED	119 162 944
LUMILEDS HONG KONG CO. LIMITED	602 922 485
POETICGEM AUSTRALIA LIMITED	159 358 255
POPKORN MEDIA LIMITED	609 955 900
QSC ASIA, LIMITED	603 326 709
SOLSTAD OFFSHORE SINGAPORE PTE. LTD.	608 513 257
SUCRAM CONSULTING GROUP LIMITED	153 493 059
SUDILES	610 516 491
SULZER SINGAPORE PTE. LTD.	610 714 764
SUPPLY DESK LIMITED	611 953 827
SUZHOU ENSURER BIOTECH CO., LTD	608 384 827
SYNARBOR EDUCATION LIMITED	167 357 075
TEKNIK UTAMA INTERNATIONAL LTD	609 487 774
THE WALNUT GROUP INC	152 773 325
TIGER CAPITAL GROUP, LLC	606 368 816

TRAFFIC BRICK NETWORKS LLC	608 486 004
TRAVELWAY GROUP INTERNATIONAL HONG KONG LIMITED	610 536 493
TRIMBLE EUROPE B.V.	134 011 162
TRIMBLE NAVIGATION LIMITED	136 809 535
TRULIOO INFORMATION SERVICES, INC	607 087 016
ULG HOLDINGS LIMITED	606 136 789
ULVERSTON SHIPHOLDINGS CO. LTD	076 153 903
UNITED BIBLE SOCIETIES ASSOCIATION	129 089 247
UNITED GLOBAL SIM LIMITED	610 038 509
UNITED NETWORKS HONG KONG LIMITED	610 395 358
UNITED NETWORKS OPERATIONS LIMITED	610 288 876
UNITED SIM CANADA LTD.	611 158 671
UNIVERSAL STUDIOS PAY TELEVISION AUSTRALIA LLC	067 665 383
VAPIANO FRANCHISING GMBH & CO. KG	161 562 634
VAREC, INC.	112 954 417
VOLTDB, INC.	602 600 644
WOODBOLT DISTRIBUTION, LLC	608 229 974
WORLDWIDE MEDICAL GROUP PTE. LTD.	611 910 028
WYOMING DAIRY INC	605 034 384
XYNTEO LIMITED	610 562 868
ZBB ENERGY CORPORATION	082 338 789

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.

BILL PEACH GROUP LIMITED ACN 010 484 938 will change to a proprietary company limited by shares. The new name will be BILL PEACH GROUP PTY LTD ACN 010 484 938.

BONEYARD HOLDINGS LIMITED

ACN 127 828 657 will change to a proprietary company limited by shares. The new name will be BONEYARD HOLDINGS PTY LTD ACN 127 828 657.

IMCD AUSTRALIA LIMITED ACN 000 005 578 will change to a proprietary company limited by shares. The new name will be IMCD AUSTRALIA PTY LTD ACN 000 005 578.

QUANTIFY TECHNOLOGY LTD ACN 160 392 898 will change to a proprietary company limited by shares. The new name will be QUANTIFY TECHNOLOGY PTY LTD ACN 160 392 898.

BLACK OAK MINERALS LIMITED

ACN 124 374 321 will change to a proprietary company limited by shares. The new name will be MARDA OPERATIONS PTY LTD ACN 124 374 321.

GB ENERGY HOLDINGS PTY LIMITED

ACN 615 552 693 will change to a public company limited by shares. The new name will be GB ENERGY HOLDINGS LIMITED ACN 615 552 693.

PHAR LAP MOTORS LTD ACN 610 203 471 will change to a proprietary company limited by shares. The new name will be PHAR LAP MOTORS PTY LTD ACN 610 203 471.