



**ASIC**  
Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette

No. A41/19, Tuesday 1 October 2019

Published by ASIC

# ASIC Gazette

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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](http://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](http://www.asic.gov.au)  
Email [gazette.publisher@asic.gov.au](mailto:gazette.publisher@asic.gov.au)

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19-0918

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

**Enabling legislation**

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

**Title**

- 2 This instrument is ASIC Instrument [19-0918.

**Commencement**

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

**Exemption**

4. APN Funds Management Limited ACN 080 674 479 (**APN FM**) in its capacity as the responsible entity of APD Trust ARSN 629 330 007 (**Scheme**) does not have to comply with paragraph 601FC(1)(d) of the Act, to the extent that it requires the responsible entity of a registered scheme to treat members who hold interests of the same class equally.

**Where this instrument applies**

5. The Stapling Transaction is implemented on terms that allow APN FM to determine that Foreign Securityholders are to be excluded from participating in the Stapling Transaction.
6. APN FM reasonably concludes and documents its conclusions in writing that:
- (a) it would be unlawful (under the laws of the relevant foreign jurisdiction) for Foreign Securityholders to be offered or issued interests in the Scheme (as a component of the Stapled Securities); or
  - (b) it would be unduly onerous on APN FM for Foreign Securityholders to participate in the Stapling Transaction having regard to:
    - (i) the number of holders of Stapled Securities in that jurisdiction;
    - (ii) the number and value of Stapled Securities held by Foreign Securityholder in that jurisdiction; and
    - (iii) the cost of and process for seeking advice as to the requirements for doing so in relation to those jurisdictions and/or the cost of complying with legal requirements and the requirements of any relevant regulatory authority applicable to Foreign Securityholders participating in the Stapling Transaction in that jurisdiction;
7. APN FM reasonably believes that having regard to the rights and interests of all members of the Scheme, it would be in the best interests of all members of the Scheme for Foreign Securityholders to be treated in a manner as set out in paragraph 8.

19-0918

8. Where APN FM has determined that a holder of Stapled Securities is a Foreign Unitholder, Stapled Securities are transferred to a nominee and following the implementation of the Stapling Transaction, that nominee sells the Stapled Securities the Foreign Unitholder would otherwise have been entitled to hold under the Stapling Transaction on the ASX, with the proceeds of such sale being remitted to the Foreign Unitholder on the terms described in the Explanatory Materials.

**Interpretation**

In this instrument:

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

**Explanatory Materials** means the notice of meeting and explanatory memorandum dated 17 October 2019 in respect of the Stapling Transaction which is substantially in the same form as provided to ASIC on 11 September 2019.

**Foreign Unitholder** means a person who as at Record Date holds a share in APN Property Group Limited ACN 109 846 068 (**APD**) whose address in the relevant register is a place outside Australia or New Zealand.

**Stapled Security** means a unit in the Scheme and a share in APD which, under the terms on which each is to be traded, must be transferred together.

**Stapling Transaction** means the proposal under which units in the Scheme are to be issued to shareholders of APD, which if approved, would result in a unit in the Scheme being stapled to a share in APD, as described in the Explanatory Materials.

**Record Date** means 7.00 pm on the day after deferred settlement trading commences in Stapled Securities or such other time determined by APD and permitted by the ASX.

Dated this 17th day of September 2019



Signed by Sonia Moss  
as a delegate of the Australian Securities and Investments Commission

19-0919

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

**Enabling legislation**

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

**Title**

- 2 This instrument is ASIC Instrument 19-0919.

**Commencement**

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

**Exemption**

- 4 APN Funds Management Limited ACN 080 674 479 (**APN FM**) in its capacity as the responsible entity of the APD Trust ARSN 629 330 007 (**Scheme**) does not have to comply with section 1012B of the Act.
- 5 Any person who holds interests in the Scheme that were issued in connection with the Stapling Proposal as described in the Explanatory Materials does not have to comply with subsections 1012C(3) and (4) of the Act to the extent those subsections require a product disclosure statement to be given because the offer would take place in the circumstances covered by subsection 1012C(6) of the Act.

**Where this instrument applies**

- 6 Paragraph 4 applies where APN FM issues interests in the Scheme in connection with the Stapling Proposal as described in the Explanatory Materials.
- 7 Paragraph 5 applies in relation to any offer to sell Stapled Securities that were issued in connection with the Stapling Proposal where that offer is made within 12 months after the issue of the Stapled Securities.

**Interpretation**

- 8 In this instrument:

**Stapled Security** means a unit in the Scheme and a share in APN Property Group Limited ACN 109 846 068 (**APD**) which, under the terms on which each is to be traded, must be transferred together.

**Explanatory Materials** means the explanatory memorandum and notice of meeting dated 17 October 2019 sent to a person who holds a share in APD in relation to the Stapling Proposal which is substantially in the same form as provided to ASIC on 11 September 2019.

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**Stapling Proposal** means the proposal to staple a unit in the Scheme and a share in APD which under the terms on which each is to be traded, must be transferred together, as described in the Explanatory Materials.

Dated this 17th day of September 2019



Signed by Sonia Moss  
as delegate of the Australian Securities and Investments Commission

19-0920

**Australian Securities and Investments Commission  
Corporations Act 2001 — Paragraph 911A(2)(l) — Exemption**

**Enabling legislation**

- 1 The Australian Securities and Investments Commission (**ASIC**) makes this instrument under paragraph 911A(2)(l) of the *Corporations Act 2001* (**Act**).

**Title**

- 2 This instrument is ASIC Instrument 19-0920.

**Commencement**

- 3 This instrument commences on gazettal.

**Exemption**

- 4 APN Property Group Limited ACN 109 846 068 (**APD**) is exempt from the requirement to hold an Australian financial services licence under subsection 911A(1) of the Act.

**Where this Instrument applies**

- 5 This instrument applies where APD provides or gives financial product advice to APD shareholders that is:
- (a) General Advice;
  - (b) contained in the Explanatory Materials; and
  - (c) provided in connection with the Stapling Proposal.

**Interpretation**

- 6 In this instrument:

**Explanatory Materials** means the explanatory memorandum and notice of meeting dated 17 October 2019 sent to a person who holds a share in APD in relation to the Stapling Proposal which is substantially in the same form as that provided to ASIC on 11 September 2019.

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

**Stapling Proposal** means the proposal to staple a unit in the APD Trust ARSN 629 330 007 and a share in APD which under the terms on which each is to be traded, must be transferred together, as described in the Explanatory Materials.

Dated this 17th day of September 2019



Signed by Sonia Moss  
as a delegate of the Australian Securities and Investments Commission

19-0922

**Australian Securities and Investments Commission  
Corporations Act 2001 - Paragraph 1020F(1)(c) – Declaration**

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 19-0922.

**Commencement**

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

**Declaration**

4. Part 7.9 of the Act applies to The Trust Company (RE Services) Limited ACN 003 278 831 in its capacity as the responsible entity of the KKR Credit Income Fund ARSN 634 082 107 (the *Fund*) as if section 1017E of the Act were modified or varied as follows:
  - (a) in paragraph 1017E(4)(d) of the Act, omit "one month" and substitute "60 days"; and
  - (b) in paragraph 1017E(4)(e) of the Act, omit "end of that month" and substitute "end of the period referred to in paragraph (4)(d)".

**Where this declaration applies**

5. This declaration applies in relation to the offer of interests in the Fund under a Product Disclosure Statement (the *PDS*) dated and lodged with ASIC on 18 September 2019, where the PDS includes a statement to the effect that money paid for the interests in the Fund may be held for up to 60 days starting on the day on which the money was received before the interests in the Fund are issued or the money is returned.

Dated this 18 day of September 2019

  
Signed by Ada Bombardieri  
as a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities &amp; Investments Commission

19-0939

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

**Notice of Cancellation of an Australian Financial Services Licence**

TO: Anthony Tremonte  
ABN 41 476 815 867 ("the Licensee")  
233 North East Road  
HAMPSTEAD GARDENS SA 5086

Pursuant to paragraph 915B(1)(e) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 488364 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated

23 September 2019

Signed

John Connor

A delegate of the Australian Securities and Investments Commission



19-0948

**Australian Securities and Investments Commission  
Corporations Act 2001 -Paragraph 1020F(1)(c) – Revocation**

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument [19-0948].

**Commencement**

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

**Revocation**

4. ASIC Instrument [19-0922] dated 18 September 2019 is revoked.

Dated this 18 day of September 2019



Signed by Ada Bombardieri  
as a delegate of the Australian Securities and Investments Commission

19-0950

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 19-0950.

**Commencement**

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

**Exemption**

4. Australian Unity Funds Management Limited (ACN 071 497 115) (*AUFML*) in its capacity as responsible entity of:

- (a) Australian Unity Retail Property Fund ARSN 133 632 765;
- (b) Australian Unity Retail Property Trust ARSN 086 218 199;
- (c) Australian Unity Gillies Street Trust ARSN 103 267 447; and
- (d) Australian Unity Property Syndicate – East West Retail ARSN 091 941 061.

(collectively the *RPF Schemes*) does not have to comply with paragraph 601FC(1)(d) of the Act to the extent that it requires the responsible entity of a registered scheme to treat members who hold interests of the same class equally.

**Where this instrument applies**

5. The exemption in this instrument applies where:
  - (a) At a meeting of the RPF Schemes convened by AUFML in respect of the Proposed Transaction, members of the Schemes approve the resolutions proposed in the Explanatory Memorandum.
  - (b) As part of the Proposed Transaction and in accordance with the Explanatory Memorandum:
    - (i) in respect of each Foreign Member, AUFML as responsible entity of each of the RPF Schemes will compulsorily redeem the units held by each Foreign Member and pay the value of such units in cash; and
    - (ii) in respect of all other members of the RPF Schemes, the units held by each member in the RPF Schemes are transferred to AUPL and in

19-0950

consideration of such transfers, AUPL issues units in the DPF Scheme to such members of the RPF Schemes.

- (c) AUFML reasonably conclude and document its conclusions in writing that:
- (i) it would be unlawful (under the laws of the relevant foreign jurisdiction) for Foreign Members to be offered or issued units in the DPF Scheme as part of the Proposed Transaction; or
  - (ii) it would be unduly onerous on AUFML for Foreign Members to participate in the Proposed Transaction having regard to:
    - (A) the number of Foreign Members in that jurisdiction;
    - (B) the number and value of units in the RPF Schemes held by Foreign Members in that jurisdiction; and
    - (C) the cost and process for seeking advice as to the requirements for doing so in relation to those jurisdictions and/or the cost of complying with legal requirements of any relevant regulatory authority applicable to making the offer of or issuing units in the DPF Scheme in that jurisdiction.

#### Interpretation

6. In this instrument:

**AUPL** means Australian Unity Property Limited ACN 079 538 499 in its capacity as responsible entity of the DPF Scheme.


**DPF Scheme** means Australian Unity Diversified Property Fund ARSN 106 724 038.

**Explanatory Memorandum** means each explanatory memorandum in respect of the Proposed Transaction and related documents that are provided to members of the DPF Scheme and each of the RPF Schemes which are substantially in the same form as those provided to ASIC on or about 3 September 2019.

**Foreign Member** means a member whose address on the unit register of each of the RPF Schemes is a jurisdiction other than Australia.

**Proposed transaction** means the restructure of the RPF Schemes and DPF Scheme as described in the Explanatory Memorandum.

Dated this 20<sup>th</sup> day of September 2019

  
Signed by Ada Bombardieri  
as a delegate of the Australian Securities and Investments Commission

19-0951

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 19-0951.

**Commencement**

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

**Declaration**

4. Part 7.9 of the Act applies to Australian Unity Property Limited ACN 079 538 499 (*AUPL*) in its capacity as responsible entity of the Australian Unity Diversified Property Fund ARSN 106 724 038 (*DPF Scheme*) as if section 1019A of the Act were modified or varied by:
  - (a) in subsection (1), omitting the words “Subject to subsection (2)” and substituting the words “Subject to subsections (2) and (2A)”;
  - (b) after subsection (2), inserting a new subsection (2A) as follows:

“(2A) This Division does not apply to the issue of interests in a registered scheme under a restructure involving unlisted registered schemes.

**Where this declaration applies**

5. The declaration in this instrument applies where:
  - (a) A notice of meeting and Explanatory Memorandum in relation to the Proposed Transaction has been provided to each member of the following registered schemes:
    - (i) the DPF Scheme; and
    - (ii) the RPF Schemes.
  - (b) As part of the Proposed Transaction and in accordance with the Explanatory Memorandum;
    - (i) the units held by each member in the RPF Schemes are transferred to AUPL as responsible entity of the DPF Scheme; and

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- (ii) in consideration for such transfers, AUPL as responsible entity of the DPF Scheme issues units in DPF to such members of the RPF Schemes.

**Interpretation**

## 6. In this instrument:

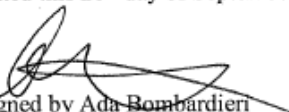
**Explanatory Memorandum** means each explanatory memorandum in respect of the Proposed Transaction and related documents that are provided to members of the DPF Scheme and each of the RPF Schemes which are substantially in the same form as those provided to ASIC on or about 3 September 2019.

**Proposed Transaction** means the restructure of the RPF Schemes and DPF Scheme as described in the Explanatory Memorandum.

**RPF Schemes** means each of the following registered schemes:

- (a) Australian Unity Retail Property Fund ARSN 133 632 765;
- (b) Australian Unity Retail Property Trust ARSN 086 218 199;
- (c) Australian Unity Gillies Street Trust ARSN 103 267 447; and
- (d) Australian Unity Property Syndicate – East West Retail ARSN 091 941 061.

Dated this 20<sup>th</sup> day of September 2019



Signed by Ada Bombardieri  
as a delegate of the Australian Securities and Investments Commission

19-0952

**Australian Securities and Investments Commission  
Corporations Act 2001 - Paragraph 1020F(1)(c) – Declaration**

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 19-0952.

**Commencement**

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

**Declaration**

4. Part 7.9 of the Act applies to The Trust Company (RE Services) Limited ACN 003 278 831 in its capacity as the responsible entity of the KKR Credit Income Fund ARSN 634 082 107 (the *Fund*) as if section 1017E of the Act were modified or varied as follows:
  - (a) in paragraph 1017E(4)(d) of the Act, omit "one month" and substitute "60 days"; and
  - (b) in paragraph 1017E(4)(e) of the Act, omit "end of that month" and substitute "end of the period referred to in paragraph (4)(d)".

**Where this declaration applies**

5. This declaration applies in relation to the offer of interests in the Fund under a Product Disclosure Statement (the *PDS*) dated and lodged with ASIC on 19 September 2019, where the PDS includes a statement to the effect that money paid for the interests in the Fund may be held for up to 60 days starting on the day on which the money was received before the interests in the Fund are issued or the money is returned.

Dated this 19 day of September 2019



Signed by Ada Bombardieri  
as a delegate of the Australian Securities and Investments Commission

19-0959

**Australian Securities and Investments Commission  
Corporations Act 2001 - Paragraphs 741(1)(a), 741(1)(b) and subsection 926A(2) -  
Exemptions and Declaration**

**Enabling legislation**

1. The Australian Securities and Investments Commission (**ASIC**) makes this instrument under paragraphs 741(1)(a), 741(1)(b) and subsection 926A(2) of the *Corporations Act 2001* (**Act**).

**Title**

2. This instrument is ASIC Instrument 19-0959.

**Commencement**

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

**Exemptions**

4. Prudential and M&G are exempt from complying with Parts 6D.2 and 6D.3 of the Act.
5. Prudential and M&G are exempt from the requirement of subsection 911A(1) of the Act to hold an Australian Financial Services license.

**Declaration**

6. Chapter 6D of the Act applies to each holder of M&G Shares as if subsections 707(3), (4), (5) and (6) were omitted.

**Where this instrument applies**

7. The exemption in paragraph 4 applies in relation to the Offer.
8. The exemption in paragraph 5 applies to the provision of General Advice contained in:
  - (a) a prospectus for M&G prepared pursuant to the rules of the United Kingdom Listing Authority in relation to the Dividend in Specie; or
  - (b) a circular prepared pursuant to the rules of the United Kingdom Listing Authority for the purpose of considering the resolution to approve the Dividend in Specie at the general meeting of Prudential.
9. The declaration in paragraph 6 applies where:
  - (a) a M&G shareholder makes an offer of their M&G Shares for sale;

19-0959

- (b) the M&G Shares were transferred to the M&G shareholder by way of the Dividend in Specie; and
- (c) the offer is not made within 12 months of a sale or transfer of the M&G Shares by a person, other than Prudential, who:
  - (i) controls M&G;
  - (ii) would have been required by subsection 707(2) of the Act to give disclosure to investors under Part 6D.2 of the Act but for section 708 or 708A of the Act; and
  - (iii) did not give disclosure to investors under Part 6D.2 of the Act because of section 708 or 708A of the Act.

**Interpretation**

10. In this instrument:

**Dividend in Specie** means the dividend in-specie to be effected by Prudential on the terms provided to ASIC on 7 August 2019, as a result of which Prudential shareholders are to receive shares in M&G in proportion to their shareholdings in Prudential.

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

**M&G** means M&G plc a company limited by shares incorporated under the laws of England and Wales.

**M&G Shares** means fully paid ordinary shares in M&G.

**Offer** means the offer for the distribution of M&G Shares pursuant to the Dividend in Specie.

**Prudential** means Prudential plc a company limited by shares incorporated under the laws of England and Wales.

Dated this 23<sup>rd</sup> day of September 2019



Signed by Jeremiah Leong  
as a delegate of the Australian Securities and Investments Commission



19-0961

**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 19-0961.

**Commencement**

3. This instrument commences on 23 September 2019.

**Declarations**

4. Chapters 6 and 6C of the Act apply to each of Home Consortium Limited ACN 138 990 593 and Home Consortium Developments Limited ACN 635 859 700 (each a *Company*, and together, the *Companies*) 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 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]), inserting:

“;or

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

19-0961

**Where this instrument applies**

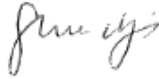
7. This instrument applies in relation to relevant interests each Company has in securities of the Companies (*Escrowed Securities*) merely because the Companies have entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*) with each *Security Holder* in connection with the proposed admission of the Companies' securities to the official list of the Australian Securities Exchange (*ASX*) where each Escrow Arrangement:
- (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 which is no later than 24 months from the date of entry into the Escrow Arrangement; and
  - (e) is substantially in the same form as the draft agreement provided to ASIC on 19 September 2019.

**Interpretation**

8. In this instrument:
- (a) *ASX* means ASX Limited ACN 008 624 691 or the financial market known as the Australian Securities Exchange which it operates, as the context requires.
  - (b) *Security Holder* means any of the following persons who hold shares in the Company:
    - (i) Home Investment Consortium Company Pty Ltd ACN 614 090 818 as trustee of the Home Investment Consortium Trust; and
    - (ii) HICC 2 Pty Limited ACN 621 961 779 as trustee of the Home Acquisition Trust.

19-0961

Dated this 23<sup>rd</sup> day of September 2019

A handwritten signature in black ink, appearing to read 'Gloria Yip'.

Signed by Gloria Yip  
as a delegate of the Australian Securities and Investments Commission

19-0963

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 19-0963.

**Commencement**

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

**Declaration**

4. Chapter 6D of the Act applies to each of Home Consortium Limited ACN 138 990 593 and Home Consortium Developments Limited ACN 635 859 700 (each a **Company**, and together, the **Companies**) as if that Chapter were modified or varied by omitting paragraph 708(13)(b) and substituting:

“(b) an offer of fully-paid shares in a body (*the first mentioned body*) to 1 or more existing holders of shares in the first mentioned body, under a plan for the reinvestment of at least one of the following:

- (i) dividends in respect of shares in the first mentioned body;
- (ii) dividends in respect of shares of another body which, under the terms on which they may be traded, must only be transferred together with shares in the first mentioned body.”

**Where this instrument applies**

6. This declaration applies where:
  - (a) each ordinary share in one Company and each ordinary share in the other Company must, under the terms on which each is to be traded, only be transferred together (*Stapled Security*); and
  - (b) an offer or issue of, or recommendation to acquire a component of, a Stapled Security is made under a plan for the reinvestment of dividends in respect of shares in one Company or dividends in respect of shares in the other Company.

**19-0963**

Dated this 23<sup>rd</sup> day of September 2019

A handwritten signature in black ink, appearing to read 'Gloria Yip'.

Signed by Gloria Yip  
as a delegate of the Australian Securities and Investments Commission

19-0964

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 19-0964.

**Commencement**

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

**Declaration**

4. Part 7.9 of the Act applies in relation to section 1020B products under or in connection with an initial public offer of Stapled Securities in HomeCo as if subparagraph 1020B(7C)(a)(ii) of the Act (as notionally inserted by *ASIC Corporations (Short Selling) Instrument 2018/745*) were modified by inserting “(or agreement to pay)” after “including payment of”.

**Interpretation**

5. In this instrument:

***Stapled Securities*** means an ordinary share in Home Consortium Limited ACN 138 990 593 (***HCL***) stapled to an ordinary share in Home Consortium Developments Limited ACN 635 859 700 (***HCDL***) pursuant to a stapling deed, under the terms of which a share in each of HCL and HCDL must be transferred together; and

***HomeCo*** means HCL and HCDL.

Dated this 23<sup>rd</sup> day of September 2019



Signed by Gloria Yip  
as a delegate of the Australian Securities and Investments Commission

19-0972

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 19-0972.

**Commencement**

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

**Exemption**

4. The following persons do not have to comply with subsection 606(1) of the Act in respect of a relevant interests in Shares they acquire in Latitude Financial Group Limited (ACN 625 845 883) (*Latitude*):

- (a) Latitude SaleCo Limited (ACN 625 845 874) (*SaleCo*);
- (b) Ahmed Fahour; and
- (c) Existing Shareholders.

**Where this instrument applies**

5. This instrument applies in the case of SaleCo where:
  - (a) the acquisition of a relevant interest in Shares occurs as a result of a facility or other arrangement established by SaleCo and Latitude under which pursuant to the Restructure Steps:
    - (i) either:
      - (A) Latitude issues Shares to SaleCo; or
      - (B) the Existing Shareholders sell or transfer Shares to SaleCo;
    - (together, *Sale Shares*)
    - (ii) SaleCo sells or transfers Sale Shares under offers made under the Prospectus; and

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- (iii) SaleCo provides consideration to Latitude or the Existing Shareholders for the issue, sale or transfer referred to in paragraph (a)(i) which is referable to the consideration received by SaleCo for the sale or transfer referred to in paragraph (a)(ii), subject to the payment by SaleCo of any costs associated with the sale or transfer referred to in paragraph (a)(ii);
  - (b) SaleCo ceases to have a relevant interest in Sale Shares by the earlier of:
    - (i) the date on which the Sale Shares are transferred under an offer of Shares under the Prospectus lodged with ASIC; and
    - (ii) 30 days from the date SaleCo acquires the Sale Shares under paragraph (a); and
  - (c) SaleCo does not sell or transfer a Sale Share to a person if it knows or believes that person would contravene section 606 of the Act by acquiring the Sale Share; and
  - (d) SaleCo does not exercise any voting rights attaching to Sale Shares without ASIC's consent.
6. This instrument applies in the case of Ahmed Fahour and the Existing Shareholders (each, an **Applicant**) where:
- (a) the acquisition of Shares occurs as a result of one or more of the Restructure Steps;
  - (b) if an Applicant's relevant interest in Shares exceeds 20% following a Restructure Step, that relevant interest does not exceed the maximum relevant interest disclosed in the Prospectus in respect of that Applicant; and
  - (c) each Applicant ceases to have a relevant interest in Shares exceeding 20% by the earlier of:
    - (i) the date on which the Shares are transferred under an offer of Shares under the Prospectus lodged with ASIC; and
    - (ii) 24 hours from the date the Applicant acquires the Shares under paragraph 6(a).
7. This instrument shall remain effective, unless otherwise revoked, until the earlier of:
- (a) the first date on which all of the Restructure Steps are complete; and
  - (b) 24 January 2020.



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**Interpretation**

8. In this instrument:

*Deutsche* means Deutsche Bank AG, Sydney Branch (ABN 13 064 165 162).

*Existing Shareholders* means Deutsche and KVDS.

*IPO* means the initial public offering of Shares.

*KVDS* means KVD Singapore Pte Ltd (201509236C).

*Prospectus* means the prospectus issued by Latitude and SaleCo dated on or about 26 September 2019.

*Restructure Steps* means the restructure steps in connection with the proposed admission of Latitude's securities to the official list of the Australian Securities Exchange as outlined in the Prospectus.

*Shares* means fully paid ordinary shares in Latitude.

Dated this 26<sup>th</sup> day of September 2019



Signed by Lydia Sia  
as a delegate for the Australian Securities and Investments Commission

19-0973

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 19-0973.

**Commencement**

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

**Exemption**

4. An ordinary share (*Share*) in Latitude Financial Group Limited (ACN 625 845 883) (*Latitude*) is exempt from subsection 1020B(2) of the Act.

**Where exemption applies**

5. The exemption applies to an offer to sell Shares by:
  - (a) Selling Shareholders to SaleCo or Applicants nominated by SaleCo; or
  - (b) by SaleCo to Applicants;where all of the following are satisfied:
  - (a) pursuant to the Restructure:
    - a. each Selling Shareholder has, before the time of the offer, entered into a contract to have transferred or issued to them Shares;
    - b. each Selling Shareholder has, before the time any sale offer is made by SaleCo, offered to sell New Shares to SaleCo under an Irrevocable Offer Deed; and
    - c. Latitude has, before the time any sale offer is made by SaleCo, offered to issue New Shares to SaleCo under an Irrevocable Offer Deed;
  - (b) the offer for the sale of New Shares under the Prospectus or the Pathfinder Prospectus is conditional on the Restructure occurring; and
  - (c) SaleCo has offered to sell the New Shares to Applicants.

**Interpretation**

6. In this instrument:

**ASX** means ASX Limited or the financial market it operates, known as the Australian Securities Exchange, as the context requires.

**Applicants** means applicants under the Prospectus or the Pathfinder Prospectus.

**Irrevocable Offer Deed** means a deed under which either:

- i. a Selling Shareholder irrevocably offers to sell some or all of the Shares it receives under the Restructure to, or as directed by, SaleCo for consideration per Share equal to the offer price per Share under the Prospectus; or
- ii. Latitude irrevocably offers to issue Shares to, or as directed by, SaleCo for consideration per Share equal to the offer price per Share under the Prospectus.

**Latitude Group** means KVD Australia HoldCo Pty Ltd (ACN 604 747 391), Latitude Financial Services Limited (New Zealand company number 562 4865) and their respective subsidiaries.

**New Shares** means the Shares offered by Latitude and SaleCo under the Prospectus.

**Pathfinder Prospectus** means a draft of the Prospectus sent or to be sent to persons who do not require a disclosure document because of subsections 708(8), 708(10) or 708(11).

**Prospectus** means the prospectus issued by Latitude and SaleCo lodged with ASIC on or after 26 September 2019.

**Restructure** means the restructure of the Latitude Group (that are proposed to comprise the subsidiaries and controlled entities of Latitude) shortly prior to the Shares being granted quotation on ASX such that they are ultimately wholly or majority owned by Latitude in consideration for the issue of Shares to the Selling Shareholders.

**SaleCo** means Latitude SaleCo Limited (ACN 625 845 874).

**Selling Shareholder** means:

- i. Deutsche Bank AG, Sydney Branch ABN 13 064 165 162;
- ii. KVD Singapore Pte. Ltd. (201509236C);

Dated this 26<sup>th</sup> of September 2019



Signed by Lydia Sia  
as a delegate of the Australian Securities and Investments Commission

19-0974

**Australian Securities and Investments Commission  
Corporations Act 2001 – Subsections 655A(1)(b) and 673(1)(b) – Declarations**

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 19-0974.

**Commencement**

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

**Declarations**

4. Chapters 6 and 6C of the Act apply to Latitude Financial Group Limited (ACN 625 845 883) (**Latitude**) as if section 609 of the Act were modified or varied by, after subsection 609(13) as notionally inserted by ASIC Class Order [CO 13/520], inserting:

*“Securities subject to escrow arrangements*

- (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 Latitude 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 arrangements);”;

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

“or

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- (d) subsection 609(13A) (securities subject to escrow arrangements).”.

**Where this instrument applies**

7. This instrument applies in relation to relevant interests Latitude has in securities of Latitude (*Escrowed Securities*) merely because it has entered into one or more escrow agreements or deeds (each an *Escrow Arrangement*) with a Shareholder in connection with the proposed admission of Latitude’s securities to the official list of the Australian Securities Exchange (*ASX*) where each Escrow Arrangement:
- (a) does not restrict the exercise of voting rights attached to the Escrowed Securities;
  - (b) in the case of a takeover bid (including a proportional takeover bid):
    - (i) allows each Shareholder to accept into a 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 an arrangement under Part 5.1 of the Act;
  - (d) terminates no later than 24 months from the date on which the Escrow Arrangement was entered into; and
  - (e) is substantially in the same form provided to ASIC on 24 September 2019.

**Interpretation**

8. In this instrument:

*Affiliate* means in respect of a person (*Primary Person*), a person:

- a) Controlled directly or indirectly by the Primary Person;
- b) Controlling directly or indirectly the Primary Person; or
- c) directly or indirectly under the common Control of the Primary Person and another person or persons.

*Control* means, with respect to any person (other than an individual), the possession, directly or indirectly of the power to direct or cause the direction of the management or policies of that person, whether through the ownership of voting securities, by agreement or otherwise, and includes the following:

- a) direct or indirect ownership of more than 50% of the voting rights of that person; or

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- b) the right to appoint the majority of the members of the board of directors of that person (or similar governing body) or to manage on a discretionary basis the assets of that person,  
and, for the avoidance of doubt:
- c) a general partner is deemed to control a limited partnership;
- d) a fund, limited partnership or other investment vehicle advised and/or managed, directly or indirectly, by a person will also be deemed to be controlled by that person; and
- e) a fund, limited partnership or other investment vehicle will be deemed to be an affiliate of the primary person if the fund, limited partnership or other investment vehicle is advised and/or managed, directly or indirectly, by a person controlling directly or indirectly the primary person or a person directly or indirectly under the common control of the primary person and another person or persons.

**Existing Shareholders** means:

- a) Deutsche Bank AG, Sydney Branch;
  - b) Clarendon Singapore Pte. Ltd; and
  - c) Vatpo Investments Pte Ltd,
- and each of their respective Affiliates

**Latitude Group** means KVD Australia HoldCo Pty Ltd (ABN 83 604 747 391), Latitude Financial Services Limited (New Zealand company number 562 4865) and their respective subsidiaries.

**Management Shareholders** means the Australian and New Zealand senior management who participate in the Latitude Group's management equity incentive plan.

**Minority Shareholders** means the:

- (a) unaffiliated investors which currently hold an economic exposure to the Latitude Group through SELECT ACCESS Investments Limited (ACN 101 078 111);
- (b) certain investors connected with KKR Clarendon Holdings L.P. who participate in a Latitude Group equity plan; and

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(c) SPF Investment Management.

**Shareholder** means any of the Existing Shareholders, Minority Shareholders and the Management Shareholders.

**SPF Investment Management** means SPF Securitized Products Master Fund Ltd (for SPF Investment Management, L.P.).

Dated this 26<sup>th</sup> of September 2019



Signed by Lydia Sia  
as a delegate of the Australian Securities and Investments Commission

19-0977

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 19-0977.

**Commencement**

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

**Declaration**

4. Chapter 6 of the Act applies to:
  - (a) Baobab Partners LLC, a body corporate incorporated under the laws of Delaware, and its associates Baobab Founders LLC, Timothy Cotton, Farouk Chaouni, Vulcan Phosphates LCC and Driss Chaouni, Saad Chaouni and Timothy Cotton as joint trustees of the Chaouni Family Trust;
  - (b) Tablo Corporation, a body corporate incorporated under the laws of Republic of Panama and its associates Ennomos Foundation and David Mimran; and
  - (c) Agrifields DMCC, a body corporate incorporated under the laws of United Arab Emirates and its associate Amit Gupta

**(Major Shareholders)**

as if subsection 609(7) of the Act was omitted and replaced with the following:

"A person does not have a relevant interest in securities merely because of an agreement if the agreement:

- (a) is conditional on:
  - (i) a resolution under item 7 in the table in section 611 being passed; or
  - (ii) ASIC exempting the acquisition under the agreement from the provisions of this Chapter under section 655A; and



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- (b) does not confer any control over, or power to substantially influence, the exercise of a voting right attached to the securities; and
- (c) does not restrict disposal of the securities for more than the shorter of the period between the date when the agreement is entered into and:
  - (i) 15 October 2019; or
  - (ii) the date of the general meeting held to effect satisfaction of subparagraph (a)(i).

The person acquires a relevant interest in the securities when the condition referred to in paragraph (a) is satisfied."

**Where this instrument applies**

5. This declaration applies:
- (a) in relation to the LLC Agreement;
  - (b) where the Binding Agreement is disclosed to the market on the Market Platform in respect of Avenir on 1 July 2019;
  - (c) where the LLC Agreement is disclosed to the market on the Market Platform through the lodgement of Form 604s by the Major Shareholders on 2 July (as amended on 3 July), 3 July and 15 July 2019 respectively;
  - (d) where a draft notice of meeting and accompanying explanatory materials seeking, amongst other things, shareholder approval of the Proposed Transaction, and the approval of the Binding Agreement and LLC Agreement under item 7 of section 611 of the Act is first provided to ASIC on 16 August 2019; and
  - (e) where the Major Shareholders have given written notice of the granting and effect of this instrument to Avenir for release to the market on the Market Platform.

**Interpretation**

6. In this instrument:

*ASX* means ASX Limited ACN 008 624 691.

*Avenir* means Avenir Limited ACN 116 296 541.

*Binding Agreement* means the binding agreement entered into between the Major Shareholders and Avenir on 29 June 2019 (as amended from time to time) where the parties agree to give effect to the Proposed Transaction, subject to obtaining the necessary approvals, including those of the Avenir shareholders;

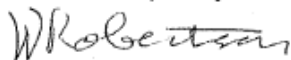
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*LLC Agreement* means the Limited Liability Company Agreement – Term Sheet entered into between the Major Shareholders on 28 June 2019 (as amended from time to time), under which the Major Shareholders agree to establish or utilise a company for the purpose of completing the Proposed Acquisition;

*Market Platform* means the markets announcement platform operated by ASX; and

*Proposed Transaction* means the transaction pursuant to which the Major Shareholders have agreed to acquire certain assets and rights from Avenir and its subsidiaries in return for the Major Shareholders agreeing to the buy-back all of the Avenir shares and options held by the Major Shareholders for nil consideration, and the payment of a to be determined cash sum.

Dated this 26th day of September 2019



Signed by Will Robertson  
as a delegate of the Australian Securities and Investments Commission

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 September 2019

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Company**

**ARBN**

CVC ASIA PACIFIC (AUSTRALIA) LIMITED

095 429 413

FIRTH NEW ZEALAND HOLDINGS LIMITED

623 657 367

METTRR TECHNOLOGIES LIMITED

628 311 188

SMARTBOX STORAGE PTY LIMITED

139 467 842

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-sixth day of September 2019

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

**ARSN**

BT ASSET SELECTION FUND	089 300 283
BT AUSTRALASIAN BOND FUND	087 589 222
BT DIVERSIFIED SHARE FUND	106 554 803
BT TAX EFFECTIVE INCOME FUND	106 554 376
ONEANSWER - JANUS HENDERSON AUSTRALIAN EQUITY TRUST	137 001 828

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-sixth day of September 2019

Rosanne Bell  
DELEGATE OF  
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

**Name of Scheme**

RAMADA BATEMANS BAY RESORT APARTMENTS SCHEME

**ARSN**

612 975 783

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.

**AUSTRALIAN BITCOIN LTD** ACN 624 426 526 will change to a proprietary company limited by shares. The new name will be AUSTRALIAN BITCOIN PTY LTD ACN 624 426 526.

**NUCHEV PTY LTD** ACN 163 225 090 will change to a public company limited by shares. The new name will be NUCHEV LIMITED ACN 163 225 090.

**ME AESTHETICS GROUP LIMITED**

ACN 631 777 476 will change to a proprietary company limited by shares. The new name will be ME AESTHETICS GROUP PTY LTD ACN 631 777 476.

**THEDOCYARD PTY LTD** ACN 602 586 407 will change to a public company limited by shares. The new name will be THEDOCYARD LIMITED ACN 602 586 407