



ASIC
Australian Securities &
Investments Commission

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

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19-1248

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

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

DISQUALIFICATION ORDER

To: Sofranios Vlahos

Approved SMSF auditor registration number 100260991

Under s130F(2) of the *Superannuation Industry (Supervision) Act 1993* the Australian Securities and Investments Commission disqualifies Sofranios Vlahos from being an approved SMSF auditor with effect from 19 December 2019.

Dated this 12th December 2019.

Signed: 

Scott Rea

Delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

20-0023

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

Notice of Cancellation of an Australian financial services licence

TO: Legalwise Australia Pty Ltd
ACN 087 251 590 ("the Licensee")
13 Yagun Road
City Beach WA 6105

Pursuant to paragraph 915B(3)(a) of the **Corporations Act 2001** (the Act), the Australian Securities and Investments Commission (ASIC) hereby cancels Australian financial services (AFS) licence number 340074 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated

23 January 2020

Signed

A handwritten signature in cursive script that reads 'John J. Connor' written over a horizontal dotted line.

John Connor

a delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

20-0040

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Steven John Wildes
ABN: 67 754 627 669 ("the Licensee")
22 Killarra Ave
CAMBERWELL VIC 3124

Pursuant to paragraph 915B(1)(e) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 489199 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated *23 January 2020*

Signed *John J. Connor*.....

John Connor
A delegate of the Australian Securities and Investments Commission

**ASIC**

Australian Securities & Investments Commission

20-0041**Australian Securities and Investments Commission
Corporations Act 2001 Section 915B****Notice of Cancellation of an Australian Financial Services Licence**

TO: Probis Securities Pty Limited
ACN 149 475 105 ("the Licensee")
PO Box 20697
World Square NSW 2002

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 403070 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated *23 January 2020*

Signed *John J. Connor*.....

John Connor

A delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

20-0042

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

Notice of Cancellation of an Australian Financial Services Licence

TO: D P Loewy & Co Pty Ltd & David Glass Pty Ltd & Mark Lindsay Pty Ltd &
Roman Garbuz Pty Ltd & Anthony Su Pty Ltd & Joshua Stein Pty Ltd
ABN 27 543 807 977 ("the Licensee")
PO Box 704
Edgecliff NSW 2027

Pursuant to paragraph 915B(2)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 484303 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 23 January 2020

Signed

A handwritten signature in cursive script, appearing to read 'John Connor', written over a dotted line.

John Connor

A delegate of the Australian Securities and Investments Commission



ASIC

Australian Securities & Investments Commission

20-0049

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Innergi Pty Limited
ABN 43 129 557 539 ("the Licensee")
Level 16, 385 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 428680 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 23 January 2020

Signed

John Connor

John Connor

A delegate of the Australian Securities and Investments Commission

20-0072



Australian Government

Takeovers Panel

**CORPORATIONS ACT
SECTION 657A
DECLARATION OF UNACCEPTABLE CIRCUMSTANCES**

ENERGY RESOURCES OF AUSTRALIA LIMITED

CIRCUMSTANCES

1. Energy Resources of Australia (**ERA**) is an ASX listed company. Rio Tinto Limited and Rio Tinto Plc (**Rio Tinto**), through two wholly-owned subsidiaries, have voting power in ERA of approximately 68.4%.
2. On 15 November 2019, ERA announced a pro-rata, renounceable entitlement offer of 6.13 ERA shares for every 1 ERA share held to raise up to approximately \$476 million to fund ERA's Ranger Project Area rehabilitation obligations.
3. The entitlement offer is fully underwritten by North Limited, a subsidiary of Rio Tinto (**Underwriter**) pursuant to an underwriting agreement dated 15 November 2019. Rio Tinto also committed to subscribe for its entitlement in full.
4. If no other shareholders take up their entitlements, Rio Tinto would acquire voting power in ERA of approximately 95.6% in reliance on item 10 of section 611 of the *Corporations Act 2001* (Cth) (**Act**).
5. The underwriting agreement contains a number of undertakings from ERA in favour of the Underwriter, including regarding the use of funds raised by the entitlement offer for rehabilitation and that ERA will not deal with or create any new economic or legal interest in the "Jabiluka Growth Assets", without the prior written consent of the Underwriter (not to be unreasonably withheld or delayed).
6. The undertakings effectively continue until the substantial completion of the rehabilitation obligations (currently required to be completed by January 2026).
7. In January 2019, the ERA board resolved to form a committee comprising three directors independent of Rio Tinto to have and exercise all powers of the ERA board in relation to evaluating, negotiating and if thought fit approving any proposed agreement with Rio Tinto in respect of any proposed funding support agreement with Rio Tinto (the **committee**).
8. An executive director that was not independent of Rio Tinto attended each meeting of the committee and was involved in those meetings as a member of management. The full ERA board was kept apprised of and discussed the committee's progress and matters within the committee's mandate and ultimately approved the

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entitlement offer on 14 November 2019. No minutes were produced for any of the committee's meetings.

9. The Panel considers that:
- (a) the entitlement offer:
 - (i) is highly dilutive and requires shareholders to invest substantial additional capital to avoid dilution and therefore minority shareholders are unlikely to participate and
 - (ii) in conjunction with the underwriting agreement and in isolation, is a proposal under which a person would acquire a substantial interest in ERA
 - (b) Rio Tinto sought to consolidate control and acquire ERA
 - (c) insufficient measures were taken to ensure the independence of the committee and potential conflicts of interest were not sufficiently managed
 - (d) the terms of the underwriting agreement affect aspects of the management of ERA and dealings with a major asset of ERA over the medium to long term
 - (e) aspects of the disclosure in the entitlement offer information booklet should have more closely reflected the disclosure in a document required for a control transaction regulated by Chapter 6 of the Act (for example, intentions statements) given the potential for Rio Tinto to increase its voting power in ERA above 90% and
 - (f) the alternatives available to ERA were limited by what would be accepted by Rio Tinto in such a way as to limit the ability of ERA to address its need for funds otherwise than by the entitlement offer.

EFFECT

10. It appears to the Panel that:
- (a) the entitlement offer is likely to result in Rio Tinto becoming entitled to proceed to compulsory acquisition (where it may acquire 100% of ERA) without undertaking a takeover bid
 - (b) as far as practicable, the holders of the ordinary shares in ERA, other than Rio Tinto, do not have a reasonable and equal opportunity to participate in benefits ultimately accruing to Rio Tinto through the entitlement offer and the underwriting agreement
 - (c) the terms of the underwriting agreement grant Rio Tinto, through the Underwriter, effective control over aspects of the management of ERA and dealings with a major asset of ERA over the medium to long term, inhibiting

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the acquisition of control over ERA taking place in an efficient, competitive and informed market and

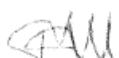
- (d) the holders of shares in ERA have not been given enough information to enable them to assess the merits of the entitlement offer, causing the holders of shares in ERA to make investment decisions on the basis of inadequate information and the market for control of ERA shares to not be efficient, competitive and informed.

CONCLUSION

11. It appears to the Panel that the circumstances are unacceptable circumstances:
- (a) having regard to the effect that the Panel is satisfied they have had, are having, will have or are likely to have on:
- (i) the control, or potential control, of ERA or
- (ii) the acquisition, or proposed acquisition, by a person of a substantial interest in ERA or
- (b) in the alternative, having regard to the purposes of Chapter 6 set out in section 602 the Act.
12. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3).

DECLARATION

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



Tania Mattei
Counsel
with authority of Ron Malek
President of the sitting Panel
Dated 11 December 2019

20-0073



Australian Government

Takeovers Panel

**CORPORATIONS ACT
SECTION 657D
ORDERS**

ENERGY RESOURCES OF AUSTRALIA LIMITED

The Panel made a declaration of unacceptable circumstances on 11 December 2019.

THE PANEL ORDERS

1. ERA must immediately take all action necessary, in relation to the Entitlement Offer to:
 - (a) suspend trading in new shares on a deferred settlement basis for not less than 20 business days from and including 12 December 2019 and
 - (b) postpone by not less than 20 business days the following dates:
 - (i) the close of the Entitlement Offer and
 - (ii) all subsequent dates listed in the Entitlement Offer timetable in ERA's ASX announcement dated 4 December 2019.
2. ERA must make an announcement on the ASX as soon as possible regarding the adjustments to the Entitlement Offer timetable.
3. Without the consent of the Panel, North Limited must not rely on any right it may have to terminate or not comply with its obligations under the Underwriting Agreement by reason of or as a consequence of these orders.
4. Clause 10.4 of the Underwriting Agreement is void and of no effect from the date of these orders.
5. ERA must within 8 business days from the date of these orders dispatch a Supplementary Statement to ERA shareholders in a form approved by the Panel which discloses:
 - (a) the effect of these orders
 - (b) details of the possible increase in Rio Tinto's voting power as a result of the Entitlement Offer under different scenarios of take up under the Entitlement Offer (including but not limited to a scenario where no shareholders other than Rio Tinto entities take up their entitlements)

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- (c) Rio Tinto's intentions regarding the continuation of the business of ERA, any major changes to be made to the business of ERA and the future employment of the present employees of ERA.
6. ERA must provide the Panel with a draft of the Supplementary Statement within 5 business days from the date of these orders.
 7. Rio Tinto and North Limited must do all things necessary to assist ERA in the preparation of the Supplementary Statement, including but not limited to the provision of information regarding Rio Tinto's intentions, as required under Order 5(c).
 8. In the event that Rio Tinto becomes a 90% holder in ERA's ordinary shares as a result of the Entitlement Offer and Underwriting Agreement, it must not lodge a compulsory acquisition notice with ASIC under section 664C(2)(a) of the Corporations Act within the period of 6 months after it becomes a 90% holder in ERA's ordinary shares.
 9. Order 8 does not apply if ERA shareholders prospectively or retrospectively approve Rio Tinto's acquisition of relevant interests as a result of the Entitlement Offer and Underwriting Agreement in a manner equivalent to the approval required under item 7 of s611 of the Corporations Act (with necessary changes to reflect timing).
 10. The parties to this proceeding and ASIC have the liberty to apply to the Panel for further orders in relation to these orders.

Definitions


11. In these orders the following terms apply:

ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
Corporations Act	<i>Corporations Act 2001</i> (Cth), as amended by ASIC
Entitlement Offer Information Booklet	ERA's entitlement offer information booklet dated 15 November 2019
Entitlement Offer	ERA's proposed renounceable entitlement offer as detailed in the Entitlement Offer Information Booklet
ERA	Energy Resources of Australia Limited
Rio Tinto	means Rio Tinto Limited and Rio Tinto plc
Supplementary Statement	as referred to in Order 5

20-0073

Underwriting Agreement

The underwriting agreement between North
Limited and ERA dated 15 November 2019


Tania Mattei
Counsel
with authority of Ron Malek
President of the sitting Panel
Dated 11 December 2019

20-0074

Australian Securities and Investments Commission**Corporations Act 2001 – Paragraphs 926A(2)(a), 992B(1)(a) and 1020F(1)(a) –
Variation****National Consumer Credit Protection Act 2009 –
Paragraph 109(1)(a) – Variation****Enabling power**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraphs 926A(2)(a), 992B(1)(a) and 1020F(1)(a) of the *Corporations Act 2001* (the *Corporations Act*) and paragraph 109(1)(a) of the *National Consumer Credit Protection Act 2009* (the *Credit Act*).

Title

2. This instrument is ASIC Instrument 20-0074.

Commencement

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

Variation

4. ASIC Instrument 18-1019 is varied as follows:
 - (a) In subparagraph 3(b) omit “31 October 2019”, substitute “30 April 2020”.

Dated this 29th day of January 2020



Signed by Emily Newman
as a delegate of the Australian Securities and Investments Commission

20-0075

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 20-0075.

Commencement

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

Declaration

4. Chapter 6D of the Act applies to Plukka Limited as if subsection 723(3)(b) and paragraph 724(1)(b)(ii) were both modified by omitting “within 3 months after the date of the disclosure document” and substituting “within 3 months and 9 days after the date of the disclosure document”.

Where this instrument applies

5. This instrument applies in connection with the Offer where Plukka Limited lodges with ASIC by 5:30pm AWST on the date of this instrument a further supplementary prospectus for the Offer which is in substantially the same form as the draft of that document provided to ASIC at 1:41pm AWST on the date of this instrument.

Interpretation

6. In this instrument:

Plukka Limited means Plukka Limited ACN 106 854 175 (to be renamed ‘Tesoro Resources Limited’).

20-0075

Offer means the offer of securities set out in the prospectus lodged by Plukka Limited on 29 October 2019 and supplemented by supplementary prospectus on 9 December 2019 and 29 January 2020.

Dated this 29th day of January 2020



Signed by Sabrina Mobbs
as a delegate of the Australian Securities and Investments Commission

20-0092

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 30 January 2020

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION**IN THE MATTER OF Tram Le Anh TRAN
AND THE CORPORATIONS ACT 2001**

To: Tram Le Anh TRAN

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

TAKE NOTICE that under sections 920A and 920B of the Corporations Act 2001 the Australian Securities and Investments Commission prohibits Tram Le Anh TRAN from providing any financial services PERMANENTLY.

Dated this 14th day of January 2020.

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.

20-0093

Notice is given under section 915F of the Corporations Act 2001 that the Australian Securities and Investments Commission has made an order in the terms set out below, which order took effect on 30 January 2020.

Australian Securities & Investments Commission

Notice of Cancellation of Australian Financial Services Licence

To: Tram Le Anh TRAN

TAKE NOTICE that under s 915B(1) and s915C(1) of the *Corporations Act 2001*, the Australian Securities and Investments Commission cancels Australian financial services licence number 488734 held by Tram Le Anh TRAN.

Dated 14th January 2020.

Signed



Melanie Baxter
Delegate of the Australian Securities & Investments Commission

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this thirty-first day of January 2020

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
FRC WY SUPER LLC	162 203 429
HNA-AEP REIT MANAGEMENT PTE. LTD.	620 186 147
UNITED NETWORKS HONG KONG LIMITED	610 395 358

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 thirty-first day of January 2020

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

FIXED INCOME STRATEGY 1

621 259 194

GRESHAM PRIVATE EQUITY CO-INVESTMENT FUND

109 573 015

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 thirty-first day of January 2020

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Scheme

ARSN

AUSTRALIAN UNITY RETAIL PROPERTY FUND

133 632 765

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.

AVITAS GROUP LIMITED ACN 631 141 056 will change to a proprietary company limited by shares. The new name will be AVITAS GROUP PTY LIMITED ACN 631 141 056.

CTL CORPORATION LTD ACN 133 093 660 will change to a proprietary company limited by shares. The new name will be CTL CORPORATION PTY LTD ACN 133 093 660.

SHOOTING INDUSTRY FOUNDATION OF AUSTRALIA LIMITED ACN 602 728 754 will change to a proprietary company limited by shares. The new name will be SHOOTING INDUSTRY FOUNDATION OF AUSTRALIA PTY LTD ACN 602 728 754.