



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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20-0718

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 20-0718.

Commencement

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

Declaration

4. Chapter 6D of the Act applies to a person who holds Shares of the Company, as if section 707 were modified or varied by omitting subsections 707(3) and (4), and substituting the following subsection:

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

- (a) without disclosure to investors under this Part; and
- (b) with the purpose of the person to whom they were issued:
 - (i) selling or transferring them; or
 - (ii) granting, issuing or transferring interests in, or options or warrants over, them;

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

Where this instrument applies

5. This instrument applies where a person who holds Shares makes an offer of Shares for sale within 12 months of their issue where:
 - (a) the Shares were issued, or are to be issued, by the Company without disclosure under Chapter 6D of the Act:

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- i. to Existing Investors prior to Listing;
 - ii. upon the conversion of Convertible Notes in the Company on or about the Allotment Date;
 - iii. to U.S. Investors, as part of an institutional offer of shares under the IPO;
 - iv. to employees of Laybuy or its related bodies corporate in the United Kingdom;
 - v. to holders of Options in Laybuy in consideration for the cancellation of those Options;
 - vi. to holders of Options or Warrants in the Company, on exercise of the Options or Warrants and:
 - A. the Options and Warrants were issued or granted prior to Listing without disclosure under Chapter 6D of the Act; and
 - B. the issue of Shares upon the exercise of the Options or Warrants, did not involve any further offer; and
- (b) a prospectus in connection with the IPO describes:
- i. the issue of Shares to Existing Investors, including:
 - A. to the three shareholders of Laybuy for nominal consideration in substantially the same proportions as their existing shareholding in Laybuy; and
 - B. in exchange for the transfer of their Shares in Laybuy, including in exchange for the transfer of shares in Laybuy to be issued in exchange for shares in a subsidiary of Laybuy incorporated in the United Kingdom;
 - ii. the conversion of Convertible Notes into Shares;
 - iii. the issue of Shares to the U.S. Investors;
 - iv. the issue of Shares to employees of Laybuy or its related bodies corporate in the United Kingdom;
 - v. the issue of Shares to senior managers of Laybuy or its related bodies corporate in consideration for the cancellation of Options issued to them by Laybuy;
 - vi. the Options to be issued by the Company to merchant customers of Laybuy or its related bodies corporate, in substitution of Options issued by Laybuy to such persons;
 - vii. the Options to be issued by the Company under the New Incentive Plan;

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- viii. the Warrants to be issued by the Company in substitution of Warrants to be issued by Laybuy on or prior to the Allotment Date; and
- ix. the nature and effect of the relief in this instrument.

Interpretation

6. In this instrument:

- (a) *Allotment Date* means the date that Shares are issued under the IPO.
- (b) *ASX* means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited.
- (c) *Company* means Laybuy Group Holdings Limited ABRN 642 138 476, a company incorporated in New Zealand.
- (d) *Convertible Notes* means convertible promissory notes issued by the Company between March 2020 and the time the Company lodges with ASIC a prospectus in connection with the IPO.
- (e) *Existing Investors* means:
 - i. the holders of Shares issued by the Company on its incorporation; and
 - ii. the shareholders of Laybuy, to whom the Company will, on or about the Allotment Date, issue Shares in exchange for the transfer of their shares in Laybuy.
- (f) *Laybuy* means Laybuy Holdings Limited, a company incorporated in New Zealand.
- (g) *Listing* means the admission of the Company to the official list of the ASX.
- (h) *IPO* means the proposed initial public offering of Shares in the Company.
- (i) *New Incentive Plan* means an incentive plan of the Company, to be adopted before the time the Company lodges with ASIC a prospectus in connection with the IPO.
- (j) *Options* means options issued:
 - i. to senior managers under an equity incentive scheme for senior employees of Laybuy or its related bodies corporate;

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- ii. to merchant customers of Laybuy or its related bodies corporate; and
 - iii. under the New Incentive Plan on or about the Allotment Date.
- (k) **Shares** means fully paid ordinary shares in the Company.
- (l) **U.S. Investors** means persons in the United States of America who are:
- i. 'qualified institutional buyers' as defined in Rule 144A under the U.S. *Securities Act of 1933*, as amended (**Securities Act**), in transactions exempt from the registration requirements of the Securities Act, or
 - ii. dealers or other professional fiduciaries organised or incorporated in the United States of America that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not 'U.S. persons (as defined in Rule 902(k) under the Securities Act) for which they have and are exercising investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the Securities Act in reliance on Regulation S under the Securities Act.
- (m) **Warrants** means warrants to be issued to Victory Park Capital Advisors, LLC (or its associates) in connection with a debt facility to be provided by Victory Park Capital Advisors, LLC (or its associates) to Laybuy or its related bodies corporate.

Dated this 17th day of July 2020



Signed by Shiraz Dang
as a delegate of the Australian Securities and Investments Commission

20-0760

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Lifestyle & Investment Planning Solutions Pty Ltd (ACN 107 322 056)
("the Licensee")
224 Long Street
Graceville Qld 4075

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 275 914 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 20 August 2020

Signed *George Podaras*
.....

George Podaras
A delegate of the Australian Securities and Investments Commission

20-0777

Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 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* (Cth) (the **Act**).

Title

- 2 This instrument is ASIC Instrument 20-0777.

Commencement

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

Declarations

- 4 Chapter 6 of the Act applies to ARA Real Estate Investors 28 Limited, a company incorporated in the Cayman Islands with registration number 354324 (**ARA BidCo**), as if Part 6.5 were modified or varied as follows:

- (a) in item 6 of the table in subsection 633(1) (as notionally modified by ASIC Class Order [CO 13/528]) omit "item 2", insert:

"item 2, unless the bidder is eligible to rely on section 633A and the offers are made on terms set out in a replacement bidder's statement that differ from the lodgement terms solely in accordance with a permitted variation."

- (b) in subsection 633A(3) (as notionally inserted by ASIC Class Order [CO 13/528]):

- (i) after "subsection 633(1):" insert:

"lodgement terms means the terms of the offer set out in the original bidder's statement and offer document (if any) lodged with ASIC under item 2 of the table in subsection 633(1).

permitted variation means a difference arising from an amendment to terms of the offer made under the bid to improve the consideration offered by increasing a cash sum offered."; and

- (ii) omit paragraph (d) of the definition of **replacement bidder's statement**, and substitute:

"(d) sets out or reflects offers under the bid that are on the same terms as the lodgement terms, or terms that differ from the lodgement terms solely in accordance with a permitted variation."

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Where this instrument applies

- 5 This instrument applies in relation to the Bid in respect of which a bidder's statement was lodged with ASIC on 21 July 2020, where ARA BidCo has lodged a replacement bidder's statement in respect of the Bid which includes a statement describing the need for, and effect of, this instrument.

Interpretation

- 6 In this instrument:

Bid means the proportional off-market takeover bid made by ARA BidCo to acquire 29% of the fully paid stapled securities in CMW that the ARA Group, comprising of ARA Asset Management Holdings Pte. Ltd. (a company incorporated in Singapore with company number 201629830D) and its controlled entities, does not already own.

CMW means Cromwell Property Group, comprising of Cromwell Corporation Limited ACN 001 056 980 and Cromwell Diversified Property Trust ARSN 102 982 598, for which the responsible entity is Cromwell Property Securities Limited ACN 079 147 809.

Dated this 14th day of August 2020



Signed by Shaw Nomura
as a delegate of the Australian Securities and Investments Commission

20-0780

**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* (the *Act*).

Title

2. This instrument is ASIC Instrument 20-0780.

Commencement

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

Exemption

4. Samphire Uranium Limited ACN 613 018 385 (*Samphire*) does not have to comply with subsections 606(1) and 606(2) of the Act.

Where this instrument applies

5. This instrument applies where:
 - (a) members of Alligator Energy Limited ACN 140 575 604 (*Alligator*) approve at a general meeting (*Meeting*) the issue of up to 679,561,608 ordinary shares in Alligator (*Consideration Shares*) to Samphire as consideration for the acquisition of S Uranium Pty Ltd ACN 116 348 915;
 - (b) after the Meeting, members of Samphire approve an in-specie distribution of the Consideration Shares from Samphire to its members; and
 - (c) Samphire acquires a relevant interest as a result of the acquisition of the Consideration Shares.
6. The exemption does not apply unless Samphire has given to ASIC a deed expressed to be irrevocable without the prior consent of ASIC and for the benefit of, and enforceable by, ASIC under which Samphire undertakes the following:
 - (a) Samphire will not, at any time, exercise the votes attaching to, nor control or influence the exercise of the votes attaching to the Consideration Shares;
 - (b) Samphire will take all reasonable steps to ensure that the Consideration Shares are transferred to its members or nominees (including the nominee appointed under paragraph 6(c)) within 3 business days of issue by Alligator; and
 - (c) where its members or nominees are foreign holders and Samphire has determined that the transfer of the relevant portion of the Consideration Shares to its foreign


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holders would impose an unreasonable compliance burden with the relevant foreign laws, Samphire will appoint a nominee for foreign holders of its securities, who is an Australian financial services licensee authorised to provide financial services in relation to securities, to sell the Consideration Shares that its foreign holders are otherwise entitled to receive, and distribute to each of the foreign holders, their proportion of the proceeds of the sale net of expenses.

Cessation

7. This exemption shall remain effective, unless otherwise revoked, until the earlier of:
- (a) the day after Samphire transfers the Consideration Shares to its members or nominees; or
 - (b) 31 October 2020.

Dated this 18th day of August 2020



Signed by Waverley Duong
as a delegate of the Australian Securities and Investments Commission

CORPORATIONS ACT 2001
Section 601CC(3)

ASIC will strike the 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 August 2020

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

AIRLINE CHRISTIAN NETWORK INCORPORATION

161 735 226

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this twenty-first day of August 2020

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company

ARBN

CHINA DAIRY CORPORATION LIMITED

607 996 449

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 August 2020

Rosanne Bell
DELEGATE OF
THE AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

Name of Company	ARBN
ACTIVE ASIA TOURS LIMITED	629 059 767
BIDFX SYSTEMS LTD.	636 240 367
EC SPECIAL SITUATIONS LIMITED	608 517 102
FULCRUM, PLANIFICACION, ANALISIS Y PROYECTO, S.A.	610 371 241
GLOBAL DIVERSITY OPPORTUNITY LIMITED	165 599 155
GLOBAL DIVERSITY OPPORTUNITY VI LIMITED	619 633 386
GLOBAL DIVERSITY OPPORTUNITY V LIMITED	619 633 288
GLOBAL ENHANCED OPPORTUNITY X LIMITED	621 915 580
ISHARES, INC.	125 632 279
ISHARES TRUST	125 632 411
KROOZ, INC.	633 227 273
LORD BUSINESS HOLDING IX LIMITED	612 149 292
LORD BUSINESS HOLDING X LIMITED	612 149 318

LORD BUSINESS OPPORTUNITY LIMITED	602 010 588
LORD CAPITAL OPPORTUNITY IV LIMITED	605 324 427
LORD CAPITAL OPPORTUNITY VI LIMITED	605 324 507
LORD CAPITAL OPPORTUNITY V LIMITED	605 334 816
LORD CENTRAL OPPORTUNITY III LIMITED	616 859 815
LORD CENTRAL OPPORTUNITY II LIMITED	616 859 413
LORD GLOBAL OPPORTUNITY LIMITED	601 993 355
LORD GLOBAL OPPORTUNITY VI LIMITED	615 141 181
LORD GLOBAL OPPORTUNITY V LIMITED	615 141 261
MILLER TANNER ASSOCIATES, LLC	619 295 368
PA ENHANCED OPPORTUNITY IX LIMITED	618 752 828
PA GRAND OPPORTUNITY VIII LIMITED	616 859 691
PA GRAND OPPORTUNITY VII LIMITED	616 859 539
PA RESOURCES OPPORTUNITY II LIMITED	601 192 027

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.

AURAMIN RESOURCES LTD ACN 630 357 247 will change to a proprietary company limited by shares. The new name will be AURAMIN RESOURCES PTY LTD ACN 630 357 247.

DUSK RETAIL GROUP HOLDINGS PTY LIMITED ACN 603 018 131 will change to a public company limited by shares. The new name will be DUSK GROUP LIMITED ACN 603 018 131.

LJ HOOKER LIMITED ACN 139 537 232 will change to a proprietary company limited by shares. The new name will be LJ HOOKER PTY LIMITED ACN 139 537 232.

MILLENIUM KAPITAL RESOURCES PTY LTD ACN 624 033 183 will change to a public company limited by shares. The new name will be MILLENIUM KAPITAL RESOURCES LTD ACN 624 033 183.

ST.GEORGE COMMERCIAL CREDIT CORPORATION LIMITED ACN 003 359 466 will change to a proprietary company limited by shares. The new name will be ST.GEORGE COMMERCIAL CREDIT CORPORATION PTY LIMITED ACN 003 359 466.

DC TWO PTY LTD ACN 155 473 304 will change to a public company limited by shares. The new name will be DC TWO LIMITED ACN 155 473 304.

JET RESOURCES LIMITED ACN 625 993 599 will change to a proprietary company limited by shares. The new name will be JET RESOURCES PTY LTD ACN 625 993 599.

MEMORIES GROUP PTY LTD ACN 168 078 055 will change to a public company limited by shares. The new name will be MEMORIES GROUP LIMITED ACN 168 078 055.

OUTBACK RESOURCES CONSOLIDATED LIMITED ACN 622 959 095 will change to a proprietary company limited by shares. The new name will be OUTBACK RESOURCES CONSOLIDATED PTY LTD ACN 622 959 095.

WESTPAC FINANCIAL CONSULTANTS LIMITED ACN 052 952 753 will change to a proprietary company limited by shares. The new name will be WESTPAC FINANCIAL CONSULTANTS PTY LIMITED ACN 052 952 753.