



**ASIC**  
Australian Securities &  
Investments Commission

Commonwealth of Australia Gazette

No. A46/21, Tuesday 16 November 2021

Published by ASIC

# ASIC Gazette

## Contents

### Notices under Corporations Act 2001

<b>21-0160</b>	<b>21-0161</b>	<b>21-0854</b>	<b>21-0859</b>	<b>21-0915</b>	<b>21-0916</b>	<b>21-0917</b>
<b>21-0918</b>	<b>21-0919</b>	<b>21-0920</b>	<b>21-0922</b>	<b>21-0923</b>	<b>21-0924</b>	<b>21-0928</b>
<b>21-0929</b>	<b>21-0933</b>	<b>21-0934</b>	<b>21-0935</b>	<b>21-0940</b>	<b>21-0941</b>	<b>21-0944</b>

Company/scheme deregistrations

Change of company type

#### RIGHTS OF REVIEW

Persons affected by certain decisions made by ASIC under the *Corporations Act 2001* and the other legislation administered by ASIC may have rights of review. ASIC has published Regulatory Guide 57 *Notification of rights of review (RG57)* and Information Sheet *ASIC decisions – your rights (INFO 9)* to assist you to determine whether you have a right of review. You can obtain a copy of these documents from the ASIC Digest, the ASIC website at [www.asic.gov.au](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)

© Commonwealth of Australia, 2021

This work is copyright. Apart from any use permitted under the *Copyright Act 1968*, all rights are reserved. Requests for authorisation to reproduce, publish or communicate this work should be made to: Gazette Publisher, Australian Securities and Investment Commission, GPO Box 9827, Melbourne Vic 3001

21-0160



**Australian Market Licence (Cboe FX Markets, LLC) 2021**

*Corporations Act 2001*

---

I, Nathan Bourne, Australian Securities and Investments Commission grant this Licence under subsection 795B(1) of the *Corporations Act 2001* (the Act) and impose conditions on this Licence under subsection 796A(1) of the Act.

9<sup>th</sup> November 2021

Dated .....

A handwritten signature in black ink, appearing to be 'N. Bourne', written over a horizontal line.

Signed .....

as a delegate of the Minister under section 1101J of the Act

---

**1. Name**

This is the *Australian Market Licence (Cboe FX Markets, LLC) 2021*.

*Note:* This instrument should be read in conjunction with the *Corporations (Cboe FX Markets, LLC) Exemption Notice 2021*.

**2. Commencement**

This Licence commences when it is granted.

**3. Definitions**

In this Licence unless the contrary intention appears, terms defined in the Act have the same meaning in this Licence and:

*Act* means the *Corporations Act 2001*.

*ASIC* means the Australian Securities and Investments Commission.

*Australian client* means, in relation to a participant in the Market, a person in this jurisdiction on whose behalf the participant deals on the Market.

*Australian participant* means:

- (a) an Australian entity that is a participant in the Market;
- (b) a foreign branch or office of an Australian entity where:
  - (i) the foreign branch or office is a participant in the Market; or
  - (ii) the Australian entity is a participant in the Market.
- (c) an Australian branch or office of a foreign entity where:
  - (i) the Australian branch or office is a participant in the Market; or
  - (ii) the foreign entity is a participant in the Market.

*foreign participant* means a participant who is not an Australian participant.

*Licensee* means Cboe FX Markets, LLC ARBN 647 674 379.

*Market* means the financial market the Licensee is authorised to operate under this Licence.

*reporting period* means each period of 3 months, or part thereof, during which the Market is operated in Australia, ending on 31 March, 30 June, 30 September, or 31 December.

#### 4. Grant of Licence

- (1) The Licensee is granted a licence to operate a financial market through which participants may make or accept offers to acquire or dispose of any of the following financial products:
  - (a) a financial product mentioned in paragraph 764A(1)(k) of the Act; and
  - (b) derivatives that are commodity derivatives.

#### 5. Participants

- (1) It is a condition of this Licence that the Licensee must ensure that each:
  - (a) Australian participant:
    - (i) is a wholesale client, or is a branch or office of an entity that is a wholesale client; and
    - (ii) only deals on the Market on their own behalf or on behalf of a wholesale client.
  - (b) foreign participant only deals on the Market:
    - (i) on their own behalf; or
    - (ii) on behalf of a person who is not an Australian client; or
    - (iii) if the foreign participant is a wholesale client—on behalf of an Australian client who is a wholesale client.

#### 6. Information about the operation of the Market

It is a condition of this Licence that the Licensee must at all times make available to participants information, including updated information, about the operation of the Market.

#### 7. Clearing and settlement arrangements

- (1) It is a condition of this Licence that the Licensee must:
  - (a) clearly inform participants of the Market of their respective responsibilities in relation to the clearing and/or settlement of trades entered into on the Market; and
  - (b) have in place adequate arrangements to facilitate the efficient clearing and/or settlement of trades entered into on the Market, which must be arrangements of one or more of the following types:
    - (i) arrangements for the clearing and settlement of the trades with a clearing and settlement facility; or
    - (ii) arrangements to:
      - (A) notify each party to a trade entered into on the Market of the identity of the other party to the trade; or

(B) otherwise be satisfied that each party to a trade entered into on the Market knows the identity of the other party to the trade, so that the parties to the trade can settle the trade in accordance with arrangements agreed between them.

#### 8. Quarterly notifications

- (1) It is a condition of this Licence that the Licensee must notify ASIC of the details of the following matters, within 30 days after the end of each reporting period:
- (a) details of any kind of disciplinary action taken by the Licensee against a participant including the participant's name and the reason for and nature of the action taken;
  - (b) if the Licensee became aware of:
    - (i) a matter that the Licensee considers has adversely affected, is adversely affecting, or may adversely affect the ability of a participant, who is a financial services licensee, to meet the participant's obligations as a financial services licensee; or
    - (ii) a matter, concerning a participant who is a financial services licensee, that is of a kind prescribed under Regulation 7.2.01 of the Corporations Regulations 2001;
  - (c) if the Licensee became aware that a person had come to have, or had ceased to have, more than 15% of the voting power in or in a holding company of the Licensee;
  - (d) if a person became or ceased to be a director, secretary or senior manager of the Licensee or of a holding company of the Licensee (including when a person changes from one of those positions to another); and
  - (e) details of any changes made to its operating rules in a notice that must:
    - (i) set out the text of the change; and
    - (ii) specify the date on which the change was made; and
    - (iii) contain an explanation of the purpose of the change.

#### 9. Periodic trade reporting

- (1) It is a condition of this Licence that the Licensee must give to ASIC, in a machine-readable format, at least the following information within 30 days after the end of each reporting period, for each product specified in the following table:

Category	Products
Commodity derivatives	Agricultural derivatives, Energy derivatives, Metals derivatives, Index derivatives,

	Environmental derivatives, Freight derivatives, Multi Commodity derivatives
Foreign Exchange financial product	Spot

- (a) the total number of trades and their total value, in AUD-equivalent terms, of trades during the reporting period by all participants; and
- (b) the total number of trades and their total value, in AUD-equivalent terms, of trades during the reporting period by each Australian participant, identifying each Australian participant by their registered name and, if applicable, their branch name and, if available, their Legal Entity Identifier;
- (c) the total number of trades and their total value, in AUD-equivalent terms, of trades during the reporting period by each foreign participant but only in relation to the trades that the Licensee believes to be trades on behalf of one or more Australian clients, identifying each foreign participant by their registered name and, if applicable, their branch name and, if available, their Legal Entity Identifier; and
- (d) the total number of trades and their total value, in AUD-equivalent terms, of the trades that are included in the information in (b) and (c) above and which are trades between any two participants listed in (b) and (c) above.

#### 10. Annual report

It is a condition of this Licence that the Licensee must include in its annual report to ASIC under section 792F of the Act, details of any new class of financial services provided by the Licensee that is incidental to the operation of the Market.

#### 11. Record keeping

- (1) It is a condition of this Licence that the Licensee must have adequate arrangements in place for the recording of order information and trades entered into through the Market.
- (2) It is a condition of this Licence that the Licensee must keep for a period of at least 7 years the records of order information and trades entered into through the Market.

#### 12. Market ceases to operate

- (1) It is a condition of this Licence that, where the Licensee intends to cease operating the Market in this jurisdiction, the Licensee must:
  - (a) establish, document and implement adequate arrangements for ensuring, as applicable, the orderly cessation of the Market;
  - (b) notify ASIC:
    - (i) that the Licensee intends to cease operating the Market in this jurisdiction, as soon as reasonably practicable;

- (ii) of the arrangements referred to in paragraph (a), at least 4 weeks before ceasing to operate the Market in this jurisdiction; and
- (iii) of any changes to the arrangements referred to in paragraph (a) following the notification in subparagraph (ii), as soon as reasonably practicable after making those changes.

21-0161



**Corporations (Cboe FX Markets, LLC) Exemption Notice 2021**

*Corporations Act 2001*

---

I, Nathan Bourne, Australian Securities and Investments Commission make this notice under subsection 791C(1) of the *Corporations Act 2001* (the Act).

9<sup>th</sup> November 2021

Dated .....



Signed .....

as a delegate of the Minister under section 1101J of the Act

---



**1. Name**

This is the *Corporations (Cboe FX Markets, LLC) Exemption Notice 2021*.

*Note:* This instrument should be read in conjunction with the *Australian Market Licence (Cboe FX Markets, LLC) 2021*.

**2. Authority**

This instrument is made under subsection 791C(1) of the *Corporations Act 2001*.

**3. Commencement**

- (1) This instrument commences on the later of:
  - (a) the time that is immediately after the commencement of the *Australian Market Licence (Cboe FX Markets, LLC) 2021*; and
  - (b) the date of execution.

**4. Definitions**

In this instrument unless the contrary intention appears, terms defined in the Act have the same meaning in this instrument and:

*Act* means the *Corporations Act 2001*.

*ASIC* means the Australian Securities and Investments Commission.

*Corporations Regulations* means the *Corporations Regulations 2001*.

*Licensee* means Cboe FX Markets, LLC ARBN 647 674 379.

*Market* means the financial market operated by the Licensee under the *Australian Market Licence (Cboe FX Markets, LLC) 2021*.

**5. Exemption - Notifications to ASIC**

- (1) The Licensee does not have to comply with any of the following provisions of the Act in relation to the Market:
  - (a) paragraph 792B(2)(a) – relating to notifying ASIC of a new class of financial service incidental to the operation of the Market;
  - (b) paragraph 792B(2)(b) – relating to notifying ASIC of disciplinary action taken against a participant;
  - (c) paragraph 792B(3)(a) – relating to notifying ASIC of a matter that has (or may) adversely affect the ability of a participant, who is a financial services licensee, to meet the participant's obligations as a financial services licensee;

- (d) paragraph 792B(3)(b) – relating to notifying ASIC of a matter concerning a participant who is a financial services licensee, of a kind prescribed by the regulations made for the purposes of paragraph 792B(3)(b);

Note: See Corporations Regulation 7.2.01 for the matters prescribed for the purposes of paragraph 792B(3)(b).

- (e) paragraph 792B(5)(a) – relating to notifying ASIC of a person becoming or ceasing to be a director, secretary or senior manager of the Licensee or of a holding company of the Licensee; and
- (f) paragraph 792B(5)(b) – relating to notifying of voting power of more than 15% in the Licensee or in a holding company of the Licensee.

#### 6. Exemption - Changing the operating rules

The Licensee does not have to comply with section 793D of the Act in relation to changes to the operating rules of the Market.

#### 7. Exemption - Content of operating rules

- (1) The Licensee does not have to comply with any of the following in relation to the Market:
  - (a) Corporations Regulation 7.2.07(b)(ii) – relating to operating rules for the monitoring of participants' compliance with the operating rules;
  - (b) Corporations Regulation 7.2.07(b)(v) – relating to operating rules for the expulsion or suspension of a participant for breaches of Chapter 7 of the Act or regulations made under that Chapter;
  - (c) Corporations Regulation 7.2.07(b)(vii) – relating to operating rules for the expulsion or suspension of, or enforcement action against, a participant for failing to meet obligations under commitments entered into on the market;
  - (d) Corporations Regulation 7.2.07(f) – relating to operating rules dealing with the terms of the contract formed between participants;
  - (e) Corporations Regulation 7.2.07(h) – relating to operating rules to deal with mechanisms for settling market-related disputes between participants; and
  - (f) Corporations Regulation 7.2.07(i) – relating to operating rules to deal with assessment and investigation of market-related disputes between participants.
- (2) The Licensee is exempt from the requirement to have market operating rules that comply with paragraph 798DA(2) of the Act.

#### 8. Exemption - Content of written procedures

The Licensee does not have to comply with Corporations Regulation 7.2.08 relating to written procedures for the Market for the matters specified under the regulation.

21-0854

**AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION***Superannuation Industry (Supervision) Act 1993*  
Subsection 130F(2)**DISQUALIFICATION ORDER**

To: Mr Christopher James Baldwin

Approved SMSF auditor registration number 100097818

Under s130F(2) of the *Superannuation Industry (Supervision) Act 1993* the Australian Securities and Investments Commission disqualifies Christopher James Baldwin from being an approved SMSF auditor with effect from 15 October 2021.

Dated 11 October 2021



Signed: .....

Craig Angove

Delegate of the Australian Securities and Investments Commission

21-0859

**Australian Securities and Investments Commission  
Corporations Act 2001 – Paragraph 601QA(1)(b) – Declaration**

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 21-0859

**Commencement**

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

**Declaration**

4. Chapter 5C of the Act applies to Spark Infrastructure RE Limited ACN 114 940 984 (*Spark RE*) in its capacity as the responsible entity of the Spark Infrastructure Trust ARSN 116 870 725 (the *scheme*) as if the following provisions of that Chapter were modified or varied:

- (a) after section 601FE insert:

**“601FEA Modification of duties: stapled securities**

- (a) This section applies to a registered scheme where the interests in the scheme, the loan notes issued by the scheme and the shares in each company are components of stapled securities.
  - (b) For the purposes of paragraphs 601FC(1)(c) and 601FD(1)(c), an obligation to act in the best interests of the members of the scheme is an obligation to act in the best interests of the members of the scheme having regard to their interests as members of the scheme and of the company.
  - (c) For the purposes of paragraphs 601FC(1)(e), 601FD(1)(d) and 601FD(1)(e), and subsection 601FE(1), an obligation to not make use of information, or not make improper use of position, in order to cause detriment to the members of the scheme is an obligation not to do those things in order to cause detriment to the members of the scheme having regard to their membership of both the scheme and all the companies, and as creditors of the scheme .”;
- (b) after subsection 208(2) as notionally inserted by section 601LC, insert:

## 21-0859

“(2A) Member approval is not required for the giving of a financial benefit and the benefit need not be given within 15 months if all the following conditions are satisfied:

- (a) the benefit either:
  - (i) is given out of the scheme property of a registered scheme;  
or
  - (ii) could endanger the scheme property;
- (b) all of the interests in the scheme, all of the shares in a company, and all of the loan notes issued by the scheme, are components of stapled securities;
- (c) the benefit is given by:
  - (i) the responsible entity of the scheme; or
  - (ii) an entity that the responsible entity controls; or
  - (iii) an agent of, or person engaged by, the responsible entity;
- (d) the benefit is given to:
  - (i) an entity wholly owned, whether directly or indirectly, by the scheme; or
  - (ii) a company or an entity that is wholly owned, whether directly or indirectly, by one or more of the companies; or
  - (iii) an entity wholly owned, whether directly or indirectly, jointly by the scheme and one or more of the companies.

(2B) For the purposes of this section:

- (a) An entity is wholly owned by another entity if all of the shares or interests (as applicable) in the first-mentioned entity are held by, or held by a nominee for (in the case of the second-mentioned entity being a company), or form part of the trust property of (in the case of the second-mentioned entity being a trust), the second mentioned entity or a wholly owned entity of it; and
- (b) A reference to the giving of a benefit to an entity which is a trust is a reference to the giving of a benefit to the trustee of the trust so as to form part of the trust property of the trust or for the benefit of the trust beneficiaries.”;

21-0859

(c) insert after section 601PC:

**“601PD Stapled securities**

For the purposes of this Chapter:

*stapled securities* means two or more financial products including at least one interest in a registered scheme where:

- (a) under the terms of which each of the products are to be traded, they must be transferred together; and
- (b) there are no financial products in the same class as those financial products which may be transferred separately.”

**Where this declaration applies**

- 5. This declaration applies where each ordinary interest in the scheme, each loan note issued by the scheme, and each share in each company, must, under the terms on which each is to be traded, only be transferred together.

**Interpretation**

- 6. In this instrument:

*company* means any of:

- (a) Spark Infrastructure Holdings No.1 Ltd ACN 116 940 786;
- (b) Spark Infrastructure Holdings No.2 Ltd ACN 116 940 795; and
- (c) Spark Infrastructure Holdings No.3 Ltd ACN 117 034 492.

*scheme* means the Spark Infrastructure Trust (ARSN 116 870 725).

*share* means an A class share in each company.

Dated this 15<sup>th</sup> day of November 2021



Signed by Andrew Kyu Sun Choi  
as a delegate of the Australian Securities and Investments Commission

21-0915

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

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

TO: Ignition Wealth Limited  
ACN 602 351 968 ("the Licensee")  
PO Box 1324  
NORTH SYDNEY NSW 2060

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 470605 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 5 November 2021

Signed *N Vonarx*  
.....

Nicholas Vonarx  
a delegate of the Australian Securities and Investments Commission

21-0916

**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* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 21-0916.

**Commencement**

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

**Exemption**

4. Australian Unity Investment Real Estate Limited ACN 606 414 368 (**AOF RE**) in its capacity as responsible entity of the Australian Unity Office Fund ARSN 113 369 627 (**AOF**) is exempt from complying with Division 5A of Part 7.9 of the Act.

**Where this instrument applies**

5. The exemption in paragraph 4 applies in relation to the unsolicited offer or invitation made to unitholders of Australian Unity Diversified Property Fund ARSN 106 724 038 (**DPF**) by AOF RE in its capacity as responsible entity of AOF to acquire all the units in DPF under a Trust Scheme described in the Explanatory Memorandum.

**Interpretation**

6. In this instrument:

*Explanatory Memorandum* means the explanatory memorandum accompanying the notice of meeting in relation to the Trust Scheme which is issued by DPF RE and sent to DPF Unitholders containing information relevant to DPF Unitholders making an informed decision on the proposed resolution to facilitate the Trust Scheme, which is substantially in the same form as that provided to ASIC on 8 November 2021.

*DPF Unitholder* means a holder of a unit in DPF.

*Trust Scheme* means the trust scheme arrangement under which AOF RE as responsible entity of AOF proposes to acquire all the units in DPF in consideration for the issue of units in AOF where the trust scheme is approved by a resolution passed at a meeting of members of DPF.

Dated this 8<sup>th</sup> day of November 2021



Signed by Sarah Stenner  
as delegate of the Australian Securities and Investments Commission



21-0917

**Australian Securities and Investments Commission  
Corporations Act 2001- Paragraph 951B(1)(a) – Exemption**

**Enabling legislation**

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under paragraph 951B(1)(a) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 21-0917.

**Commencement**

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

**Exemption**

4. Australian Unity Property Limited ACN 079 538 499 (**DPF RE**), as the responsible entity of Australian Unity Diversified Property Fund ARSN 106 724 038 (**DPF**) and Australian Unity Investment Real Estate Limited ACN 606 414 368 (**AOF RE**), as responsible entity of Australian Unity Office Fund ARSN 113 369 627 (**AOF**), are exempt from complying with Division 2 of Part 7.7 of the Act.

**Where this instrument applies**

5. The exemption in paragraph 4 applies where the DPF RE or AOF RE provides or gives financial product advice to members of the scheme that is:
  - (a) General Advice;
  - (b) provided in connection with the Trust Scheme; and
  - (c) contained in the Explanatory Memorandum.

**Interpretation**

6. In this instrument:

*Explanatory Memorandum* means the explanatory memorandum and notice of meeting sent to members of the scheme in relation to the Trust Scheme which is substantially in the same form as that provided to ASIC on 8 November 2021.

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

*Trust Scheme* means the arrangement under which AOF RE proposes to acquire all of the units in DPF in exchange for the issue of units in AOF, where the acquisition is approved by a resolution passed at a meeting of the members of the scheme to approve amendments to the constitution of the scheme under subsection 601GC(1) of the Act.

Dated this 8<sup>th</sup> day of November 2021



Signed by Sarah Stenner  
as a delegate of the Australian Securities and Investments Commission

21-0918

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 21-0918.

**Commencement**

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

**Exemption**

4. Australian Unity Investment Real Estate Limited ACN 606 414 368 (AOF RE) in its capacity as responsible entity of Australian Unity Office Fund ARSN 113 369 627 (AOF) is exempt from complying with:
  - (a) section 1013B(1) of the Act; and
  - (b) section 1016A(2) of the Act.

**Declaration**

5. Part 7.9 of the Act applies to AOF RE as if section 1015C of the Act were varied or modified as follows:
  - (a) in subparagraph (1)(a)(ii), omit 'and' and substitute 'or'; and
  - (b) after subparagraph (1)(a)(ii), insert:
    - (iii) sent to the person, at the person's address (including an electronic address) as set out in the register of members maintained by the responsible entity of the relevant Target Trust under Chapter 2C; or
    - (iv) sent or given in any manner by which a notice of meeting may be sent or given under section 253RA.'

**Where this instrument applies**

6. This instrument applies where:
  - (a) AOF RE offers units in AOF as consideration to holders of units in the Target Trust to acquire their units under the Trust Scheme as described in the Explanatory Memorandum;
  - (b) holders of units in the Target Trust who receive or are sent or given the Explanatory Memorandum (including by means of an electronic communication or by information to allow electronic access) are:
    - (i) made aware that upon request, AOF RE will send a printed copy of the Explanatory Memorandum to that member or that member's agent at any other address nominated by that member or that member's agent;
    - (ii) requested to approve a resolution required for the relevant Trust Scheme to be implemented at a meeting of members to be held on or about 10 December 2021; and

21-0918

- (c) the Explanatory Memorandum clearly explains near or at the front that it constitutes a Product Disclosure Statement and an explanatory memorandum.

**Interpretation**

7. In this instrument:

*Explanatory Memorandum* means the explanatory memorandum accompanying the notice of meeting in relation to the Trust Scheme that is:

- (a) sent to the holders of interests in the Target Trust; and  
(b) in substantially the same form as that provided to ASIC on 8 November 2021.

*Target Trust* means Australian Unity Diversified Property Fund ARSN 106 724 038 (DPF).

*Trust Scheme* means the trust scheme arrangement under which AOF RE as responsible entity of AOF proposes to acquire all the issued units in DPF, in consideration for the issue of new units in AOF, where the trust scheme is approved by a resolution passed at a meeting of members of the Target Trust.

Dated this 8<sup>th</sup> day of November 2021



Signed by Sarah Stenner  
as delegate of the Australian Securities and Investments Commission

21-0919

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 21-0919.

**Commencement**

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

**Exemption**

4. Australian Unity Property Limited ACN 079 538 499 (**DPF RE**) in its capacity as responsible entity of Australian Unity Diversified Property Fund ARSN 106 724 038 (**DPF**) 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 Trust Scheme is implemented on terms that allow DPF RE to determine that Ineligible Foreign Unitholders are to be excluded from participating in the Trust Scheme except by participating in the Sale Facility.
6. DPF RE in its capacity as responsible entity of DPF reasonably concludes and documents its conclusion in writing that:
  - (a) it would be unlawful (under the laws of the relevant foreign jurisdiction) for Foreign Unitholders to be offered or issued interests in Australian Unity Office Fund ARSN 113 369 627 (**AOF**); or
  - (b) it would be unduly onerous on DPF RE for Foreign Unitholders to participate in the Trust Scheme except by participating in the Sale Facility having regard to:
    - (i) the number of holders of units in DPF in that jurisdiction;
    - (ii) the number and value of units in DPF held by Foreign Unitholders 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 Unitholders participating in the Trust Scheme in that jurisdiction; and
  - (c) having regard to the rights and interests of all members of DPF, it would be in the best interests of all members of DPF to treat Foreign Unitholders to whom paragraph 6(a) or 6(b) apply (**Ineligible Foreign Unitholders**) as set out in paragraph 7.

21-0919

7. Where DPF RE has determined that a holder of units in DPF is an Ineligible Foreign Unitholder, the units in AOF to which the Ineligible Foreign Unitholder is entitled under the Trust Scheme are issued to the Broker or AOF RE, to be sold in accordance with the terms of the Sale Facility, with the net proceeds of such sale being remitted to the Ineligible Foreign Unitholder on the terms described in the Explanatory Memorandum.

#### Interpretation

8. In this instrument:

*AOF RE* means Australian Unity Investment Real Estate Limited ACN 606 414 368.

*Broker* means a participant of a licensed market with whom, or with whose related body corporate, AOF RE has entered into, arrangements for the operation of the Sale Facility.

*DPF Unitholder* means a holder of units in DPF.

*Explanatory Memorandum* means the explanatory memorandum accompanying the notice of meeting dated on or about 15 November 2021 in relation to the Trust Scheme that is:

- (a) sent to the DPF Unitholders; and
- (b) in substantially the same form as that provided to ASIC on 8 November 2021.

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

*Foreign Unitholder* means a DPF Unitholder with a registered address as shown on the register of member of DPF in a jurisdiction other than Australia or New Zealand.

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

*Sale Facility* means a facility operated by AOF RE under which units in AOF to which Ineligible Foreign Unitholders are entitled and which would otherwise be issued to Ineligible Foreign Unitholders under the Trust Scheme are issued to a Broker or AOF RE to be sold on behalf of Ineligible Foreign Unitholders in accordance with the terms of the Explanatory Memorandum.

*Trust Scheme* means the arrangements described in the Explanatory Memorandum under which AOF RE as responsible entity of AOF proposes to acquire all of the issued units in DPF, in consideration for the issue of new units in AOF, where the trust scheme is approved by a resolution passed at a meeting of members of DPF.

Dated this 8<sup>th</sup> day of November 2021



Signed by Sarah Stenner  
as delegate of the Australian Securities and Investments Commission

21-0920

**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 subsection 1020F(1)(c) of the Corporations Act 2001 (the *Act*).

**Title**

2. This instrument is ASIC Instrument 21-0920.

**Commencement**

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

**Declaration**

4. Part 7.9 of the Act applies to interests in Australian Unity Office Fund ARSN 113 369 627 (**AOF**) as if section 1020B of the Act were modified or varied by:
  - (a) omitting "." in paragraph (7F)(b) in the definition of *public offer* (as notionally inserted by *ASIC Corporations (Short Selling) Instrument 2018/745*), and inserting:  
"*and*  
(c) does not mean a proposed issue of section 1020B products under or in connection with a trust scheme."; and
  - (b) omitting "." in paragraph (7J)(f) in the definition of *corporate action* (as notionally inserted by *ASIC Corporations (Short Selling) Instrument 2018/745*), and inserting:  
";  
(g) a trust scheme."

**Where this instrument applies**

5. This instrument applies in relation to the sale of interests in AOF during a deferred settlement trading period in accordance with the deferred settlement trading arrangements, where those interests were issued under or in connection with the Trust Scheme.

**Interpretation**

6. In this instrument:

*Trust Scheme* means the trust scheme arrangement under which Australian Unity Investment Real Estate Limited ACN 606 414 368 in its capacity as responsible entity of AOF proposes to acquire all the issued units in Australian Unity Diversified Property Fund ARSN 106 724 038 (**DPF**), in consideration for the issue of new units in AOF, where the trust scheme is approved by a resolution passed at a meeting of members of DPF.

Dated this 8<sup>th</sup> day of November 2021



Signed by Sarah Stenner  
as delegate of the Australian Securities and Investments Commission

21-0922

**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 21-0922.

**Commencement**

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

**Exemption**

4. Kiland Ltd ACN 091 247 166 (*the 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 an equal access scheme for an off-market buy-back of Shares of the Company to be made available to all Shareholders (other than Ineligible Shareholders) commencing on or around 16 November 2021 which:
  - (a) 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 Ineligible Shareholders) to offer to sell some or all of their Shares to the Company in accordance with the terms and conditions of the Buy-Back Invitations;
    - (iii) the Company does not comply with paragraph 257B(2)(c) of the Act but rather all Shareholders (other than Ineligible Shareholders) have a reasonable opportunity to offer to sell some or all of their Shares 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 after the Closing Date;



## 21-0922

- (v) the Company does not comply with paragraph 257B(2)(c) of the Act but rather the Buy-Back Invitations are to be made by the Company to all Shareholders (other than Ineligible Shareholders) and the terms of the Company's buy-back of those Shares are to be the same for all such Shareholders subject to:
- A. each Shareholder having the ability to nominate the maximum number of Shares they wish to offer for sale to the Company;
  - B. first, the Company will buy back all of the Shares held by Shareholders holding a parcel of shares valued at \$2,000 or less (determined by the number of shares multiplied by the Buy-Back Price), which equates to 1,492 or less Shares (*the Priority Allocation*);
  - C. second, the Company will calculate the difference between the number of Shares it intends to buy back up to the Limit and the number of Shares comprising all Priority Allocations to determine the number of Shares the Company can also buy back without exceeding the Limit (*the Remaining Allocation*);
  - D. third, subject to paragraph F, the Company will buy back the Remaining Allocation from each other Shareholder (*the Remaining Shareholders*) on a pro rata basis (*the Pro Rata Allocation*) up to the Limit. For the avoidance of doubt, each Remaining Shareholder will have an equal percentage of Shares bought back by the Company;
  - E. fourth, if, after the Pro Rata Allocation occurs, any Remaining Shareholder holds a parcel of Shares valued at \$500 or less (determined by the number of shares multiplied by the Buy-Back Price), which equates to 373 or less Shares (*the Small Residual Holding*), the Company will also buy back each Small Residual Holding; and
  - F. fifth, the Company complies with paragraphs B to E (inclusive) and the number of Shares to be bought back by Company exceeds the Limit, the Company may reduce the percentage of shares it buys back from each Remaining Shareholder under paragraph D to ensure that the Limit is not exceeded; and
- (b) subject to subparagraph (a), is on substantially the same terms as those set out in the Buy-Back Booklet;

**Conditions of the relief**

6. The Company must not, after the date of release of the Buy-Back Booklet amend any of the terms of the Buy-Back Invitations as set out in the Buy-Back Booklet or waive any conditions precedent of the buy-back without ASIC's consent.
7. The Company must comply with the lodgement requirements set out in sections 257E and 257F of the Act.



21-0922

**Interpretation**

8. In this instrument:

*ASX* means the ASX Limited (ABN 98 008 624 691) or the financial market which it operates, as applicable.

*Buy-Back Booklet* means the document to be released on the ASX or about 8 November 2021 being substantially the same as that provided to ASIC on 3 November 2021.

*Buy-Back Invitations* means the invitations by the Company to Eligible Shareholders to offer to sell some or all of their Shares to the Company as set out in the Buy-Back Booklet.

*Buy-Back Price* means \$1.34.

*Closing Date* means Friday, 10 December 2021 5.00pm Sydney time (AEDT), unless the Company announces a later date (in which case it is that later date).

*Eligible Shareholder* means a Shareholder whose Shares are registered in their name on the Record Date and who is not an Ineligible Shareholder.

*Ineligible Shareholder* means anyone who falls within any of the following exclusions:

- (a) persons who are (or who are acting on behalf of or for the account of a person who is) located in the United States, a US Person, or a resident of Canada;
- (b) any other shareholders to whom the Company would be prohibited, pursuant to any act, rule or regulation in any jurisdiction, from making payments;
- (c) persons who reside, or who are acting on behalf of or for the account of a person who resides, in a jurisdiction other than Australia or New Zealand, unless the Company determines that:
  - (i) it would not be illegal for the Company to make an invitation to that person, or for that person to participate in the Buy-Back under the laws of that jurisdiction; and
  - (ii) it would not be impractical for the Company to permit the person to participate in the Buy-Back, having regard to the number of shareholders in the relevant jurisdiction and the requirements of the laws of that jurisdiction.

*Limit* means the maximum number of Shares the Company chooses to buy back, up to a maximum of 11,296,071.

*Record Date* means 5:00pm (Sydney time) on 12 November 2021.

*Shareholder* means a holder of a Share.

*Share* means a fully paid ordinary share in the capital of the Company.

**21-0922**

*United States* means the United States of America, its territories and possessions, any State of the United States and the District of Columbia.

*US Person* has the meaning given by Regulation S under the United States' Securities Act of 1993, as at the date of this instrument.

Dated this 5<sup>th</sup> day of November 2021.



Signed by Mitchell Coles  
as a delegate of the Australian Securities and Investments Commission

21-0923



Australian Government

Takeovers Panel

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

NEX METALS EXPLORATIONS LTD

## CIRCUMSTANCES

1. On 14 September 2021, Metalicity Ltd (**Metalicity**) announced its intention to make a conditional off-market bid for all of the ordinary shares in Nex Metals Explorations Ltd (**Nex Metals**), offering 4.81 Metalicity shares for every 1 Nex Metals share (**Bid**).
2. On 24 September 2021, Metalicity issued and served its bidder's statement in relation to its Bid (**Bidder's Statement**). Offers made under the Bidder's Statement are subject to a number of defeating conditions, including:

*Condition 11.8(j) (No Prescribed Occurrences): Between the period beginning on the date Bidder gives its Bidder's Statement to [Nex Metals] and ending three Business Days after the end of the Offer Period, no Prescribed Occurrence occurs in relation to [Nex Metals] or any of its Subsidiaries.*

"Prescribed Occurrence" is defined to include an event where:

*(d) [Nex Metals] or a Subsidiary issues shares, or grants an option over its shares, or agrees to make such an issue or grant such an option;*

3. On 29 September 2021, Nex Metals announced that it was undertaking a 1 for 3 non-renounceable rights issue to raise up to \$3.115 million (before costs) priced at \$0.035 per share (**Rights Issue**).
4. The issue of shares under the Rights Issue will trigger the condition of Metalicity's Bid set out in paragraph 2 and is a frustrating action.
5. The Rights Issue is not subject to shareholder approval.
6. The announcement of the Rights Issue did not disclose information material to Nex Metals shareholders, including:
  - (a) that the issue of shares under the Rights Issue would trigger a condition of Metalicity's Bid or
  - (b) the relative merits of the Rights Issue and Metalicity's Bid.
7. Further, limited material was provided by Nex Metals to establish that:

## 21-0923

- (a) Nex Metals' directors had been considering undertaking the Rights Issue (or to otherwise raise funds through the issue of shares) prior to the announcement of Metalicity's Bid and
- (b) Nex Metals had an urgent need for funds that would justify the timing of, and amount sought to be raised by, the Rights Issue.

## EFFECT

8. Nex Metals shareholders have not been given sufficient information to enable them to consider the merits of the Rights Issue and Metalicity's Bid, such that the market for control of Nex Metals shares is not taking place in an efficient, competitive and informed market.
9. The issue of shares under the Rights Issue, which will result in Metalicity being entitled to not proceed with its Bid, would deny Nex Metals shareholders a reasonable and equal opportunity to participate in any benefits accruing under Metalicity's Bid.

## CONCLUSION

10. 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 Nex Metals or
    - (ii) the acquisition, or proposed acquisition, by a person of a substantial interest in Nex Metals or
  - (b) in the alternative, having regard to the purposes of Chapter 6 set out in section 602 of the *Corporations Act 2001* (Cth) (Act).
11. 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) of the Act. In particular, it had regard to section 602(c) of the Act and the actions of the directors of Nex Metals.

## DECLARATION

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



**Tania Mattei**  
General Counsel  
with authority of Karen Phin  
President of the sitting Panel  
Dated 3 November 2021

21-0924



Australian Government  
Takeovers Panel

CORPORATIONS ACT  
SECTION 657D  
ORDERS

NEX METALS EXPLORATIONS LTD

The Panel made a declaration of unacceptable circumstances on 3 November 2021.

THE PANEL ORDERS

1. Nex Metals must not:
  - (a) proceed with the rights issue announced on 29 September 2021 without the rights issue being subject to approval of Nex Metals shareholders at a general meeting or
  - (b) make or announce another rights issue prior to the end of the offer period for Metalicity's Bid unless the rights issue is subject to approval of Nex Metals shareholders at a general meeting.
2. If Nex Metals proceeds with the rights issue announced on 29 September 2021, or announces another rights issue subject to shareholder approval, the following requirements apply:
  - (a) Nex Metals must call and arrange to hold a general meeting at which shareholders consider, as an ordinary resolution, approval of the rights issue
  - (b) Nex Metals must include in the notice of meeting, in a form approved by the Panel, the following information:
    - (i) a comparison of the financial position of Nex Metals if the rights issue is approved and if it is not approved by Nex Metals shareholders
    - (ii) a description of Metalicity's Bid
    - (iii) the relative merits of the rights issue and Metalicity's Bid
    - (iv) a statement that approval of the rights issue by Nex Metals shareholders will result in Metalicity being entitled to rely on the Relevant Condition and to not proceed with its Bid and
    - (v) details of how Nex Metals will use the proceeds from the rights issue
  - (c) no Nex Metals director or any of their associates is permitted to (in full or in part) underwrite or sub-underwrite the rights issue and

**21-0924**

- (d) no Nex Metals director or any of their associates is permitted to participate in any shortfall facility in relation to the rights issue.
3. Until Nex Metals shareholders at a general meeting have passed a resolution approving such rights issue:
- (a) Nex Metals must not issue shares to subscribers under the rights issue and
- (b) any money received by Nex Metals as subscriptions for new shares under the rights issue must be held:
- (i) separately from all other Nex Metals funds and
- (ii) on trust for the subscribers.
4. If such rights issue is not approved by Nex Metals shareholders at a general meeting, any subscription money received by Nex Metals must be returned to the subscribers promptly.
5. Until Nex Metals shareholders at a general meeting have passed a resolution approving either the rights issue announced on 29 September 2021 or any other rights issue, in relation to triggering the Relevant Condition:
- (a) Metalicity is not entitled to rely on the Relevant Condition to not proceed with its Bid in respect of such rights issue and
- (b) takeover contracts and acceptances under Metalicity's Bid will not be considered void under section 650G of the *Corporations Act 2001* (Cth) as a result of non-fulfillment of the Relevant Condition in respect of such rights issue, provided that the general meeting is held before the end of the offer period for Metalicity's Bid.
6. The parties to these proceedings and ASIC have the liberty to apply for further orders in relation to these orders.
7. In these orders, the following definitions apply:

<b>Bid</b>	Metalicity's off-market all scrip bid for all of the ordinary shares in Nex Metals, offering 4.81 Metalicity shares for every 1 Nex Metals share, the terms of which are set out in its bidder's statement dated 24 September 2021
<b>Metalicity</b>	Metalicity Ltd
<b>Nex Metals</b>	Nex Metals Explorations Ltd



**21-0924****Relevant  
Condition**

The condition of Metalicity's Bid that Nex Metals or a subsidiary of Nex Metals not issue any shares or grant an option over its shares, or agree to make such an issue or grant such an option (as set out in Condition 11.8(j) (No Prescribed Occurrence) and paragraph (d) of the definition of "Prescribed Occurrence" in Metalicity's bidder's statement in respect of the Bid)



**Tania Mattei**  
General Counsel  
with authority of Karen Phin  
President of the sitting Panel  
Dated 3 November 2021

21-0928

**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsections 601QA(1) and 1020F(1) -  
Declaration and repeal**

**Enabling legislation**

1. The Australian Securities and Investments Commission makes this instrument under subsections 601QA(1) and 1020F(1) of the *Corporations Act 2001 (Act)*.

**Title**

2. This instrument is ASIC Instrument 21-0928.

**Commencement**

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

**Repeal**

4. ASIC Instrument 19-1105 is repealed.

**Declarations**

5. Part 7.9 of the Act applies to Instreet Investment Limited ACN 128 813 016 (*Instreet*) as the responsible entity of the Raiz Invest Australia Fund ARSN 607 533 022 (*Scheme*), for as long as Instreet does not rely on, and includes a prominent statement and explanation in the PDS for the Scheme that it does not rely on, the order in paragraph 11 of ASIC Class Order [CO 13/762] in relation to the Scheme, as if Part 7.9 of the Act were modified or varied by inserting after section 1010A:

**“1010AA Registered schemes that invest in Cash, Registered  
Schemes and Bitcoin**

This Part applies to the responsible entity of a registered scheme that invests only in:

- (a) cash; or
  - (b) interests in registered schemes unaffected by any modification or variation made by ASIC Class Order [CO 13/762]; or
  - (c) up to 5% of the value of the scheme property of the registered scheme, in Bitcoin.”
6. Chapter 5C of the Act applies to Instreet as responsible entity of the Scheme, for as long as Instreet does not rely on, and includes a prominent statement and explanation in the PDS for the Scheme that it does not rely on, the order in paragraph 11 of ASIC Class Order [CO 13/762] in relation to the Scheme, as if Chapter 5C of the Act were modified or varied by inserting after notional section 601GCB:

**“601GDA Registered schemes that invest in Cash, Registered Schemes  
and Bitcoin**



21-0928

Chapter 5C of the Corporations Act 2001 applies to the responsible entity of a registered scheme that invests only in:

- (a) cash; or
- (b) interests in registered schemes unaffected by any modification or variation made by ASIC Class Order [CO 13/762]; or
- (c) up to 5% of the value of scheme property of the registered scheme, in Bitcoin.”

7. Part 7.9 of the Act applies to to Instreet as responsible entity of the Scheme as if regulation 7.9.11S of the *Corporations Regulations 2001* were modified or varied by omitting subregulation 7.9.11S(4).

Dated this 9<sup>th</sup> day of November 2021



Signed by Natasha Gomez  
as a delegate of the Australian Securities and Investments Commission

21-0929

**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 paragraph 741(1)(b) of the *Corporations Act 2001* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 21-0929.

**Commencement**

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

**Declaration**

4. Chapter 6D of the Act applies to holders of ordinary shares in Judo Capital Holdings Limited ACN 612 862 727 (*Judo*) as if section 707 was 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 sections 708 and 708A does not say otherwise.”

**Where this instrument applies**

5. The declaration in paragraph 4 applies where a shareholder of Judo makes an offer of Shares for sale within 12 months after their issue where:
  - (a) the Shares are in the same class as the shares described in the Prospectus;  
and

21-0929

- (b) the Shares offered for sale were issued following the IPO and as a result of the exercise of Options in Judo.

**Interpretation**

6. In this instrument:

*IPO* means initial public offering of Judo.

*Options* means Options over the Shares issued on or before 31 October 2021 and described in the Prospectus.

*Prospectus* means the prospectus lodged by Judo with ASIC on 14 October 2021 in relation to the IPO in accordance with section 718 of the Act.

*Shares* means fully paid ordinary shares in Judo.

Dated this 9<sup>th</sup> day of November 2021



Signed by Matthew Bevens  
as a delegate of the Australian Securities and Investments Commission

21/0933

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 21-0933.

**Commencement**

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

**Declaration**

4. Chapter 6D of the Act applies to an offer for sale of ordinary shares in 333D Limited ACN 118 159 881 (*Company*) as if paragraph 708A(5)(b) of the Act was modified by deleting the words “5 days” and substituting the words “31 days”.

**Where this instrument applies**

5. The declaration in paragraph 4 of this instrument applies to an offer for sale of ordinary shares in the *Company (Shares)* where:
  - (a) the offer for sale relates to an issue of shares approved by the *Company*’s shareholders at a General Meeting held on 8 November 2021 and announced on ASX Limited ACN 008 624 691 (*ASX*); and
  - (b) the *Company* will give ASX a notice on or about 11 November 2021 under paragraph 708A(5)(e) of the Act which complies with subsection 708A(6) of the Act.

Dated this 10<sup>th</sup> day of November 2021



Signed by Adam Prior  
as a delegate for the Australian Securities and Investments Commission

21-0934

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

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

TO: Alipay (Australia) Pty Ltd  
ACN 151 757 845 ("the Licensee")  
Level 7  
33 York Street  
SYDNEY NSW 2000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 427246 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 11 November 2021

Signed  .....

Gerard Mithen  
A delegate of the Australian Securities and Investments Commission

21-0935

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

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

TO: Holman Hodge Financial Services Pty Ltd  
ACN 611 203 199 ("the Licensee")  
PO Box 6443  
Halifax Street SA 5000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 488560 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 12 November 2021

Signed .....



Chun Kei Marco Lam  
A delegate of the Australian Securities and Investments Commission

21-0940

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

**Enabling legislation**

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

**Title**

2. This instrument is ASIC Instrument 21-0940.

**Commencement**

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

**Exemption**

4. A fully paid ordinary share in the Company is exempt from subsection 1020B(2) of the Act.

**Where this instrument applies**

5. The exemption applies to an offer to sell Shares by Selling Shareholders to SaleCo where all of the following are satisfied:
  - (a) each Selling Shareholder holds, before the time of the offer:
    - i. Series A Shares which convert into Shares pursuant to the Restructure; or
    - ii. Series B Shares which convert into Shares pursuant to the Restructure; or
    - iii. Series C Shares which convert into Shares pursuant to the Restructure;
  - (b) each Selling Shareholder has, before the time any sale offer is made by SaleCo to Applicants, offered to sell the Shares to SaleCo under a Sale Agreement;
  - (c) the offer for the sale of Shares to SaleCo under a Sale Agreement is conditional on the Restructure occurring and the Company's Shares being admitted to quotation on the ASX; and
  - (d) SaleCo has offered to sell the Shares to Applicants under a prospectus in connection with the IPO.

21-0940

**Interpretation**

6. In this instrument:

*Applicants* means applicants under the IPO Prospectus.

*ASX* means ASX Limited ACN 008 624 691 or the financial market it operates, known as the Australian Securities Exchange, as the context requires.

*Company* means APM Human Services International Pty Ltd ACN 639 621 766.

*IPO* means the initial public offering of ordinary shares in the Company.

*IPO Prospectus* means a disclosure document lodged with ASIC by the Company and SaleCo on 4 November 2021 (as a replacement to the disclosure document lodged with ASIC by the Company and SaleCo on 28 October 2021) in connection with an IPO.

*Restructure* means the subdivision and/or consolidation (as applicable) and subsequent conversion of Series A Shares, Series B Shares and Series C Shares into Shares that will occur prior to the Company listing on the ASX and completion of the sale offers made by SaleCo under the IPO Prospectus.

*Sale Agreement* means an agreement under which a Selling Shareholder irrevocably offers to sell to SaleCo, some or all of the Shares they receive under the Restructure, as notified by SaleCo pursuant to the terms of the agreement, for consideration per Share equal to the offer price per Share under the IPO Prospectus and which is in substantially the same form as either one of the two sale agreements (determined as the context requires by reference to the relevant Selling Shareholder) provided to ASIC on 26 October 2021.

*SaleCo* means APM SaleCo Limited ACN 653 997 472.

*Series A Share* means fully paid Series A shares in the Company.

*Series B Share* means fully paid Series B shares in the Company.

*Series C Share* means fully paid Series C shares in the Company.

*Selling Shareholder* means each of the following:

- a) Madison Dearborn Capital Partners VIII -A LP
- b) Madison Dearborn Capital Partners VIII -C LP
- c) Madison Dearborn Capital Partners VIII Executive-A LP
- d) Madison Dearborn Capital Partners VIII Executive-A2 LP
- e) Harry Jansen Kraemer Jr
- f) ASP SPC II No Facilitation LLC
- g) AS Private Credit Facilitation LLC
- h) Pathway Private Credit Fund II LP
- i) Adams Street Private Income Fund LP
- j) The Decresce Family LLLP
- k) D Scott Brown 2001 Revocable Trust
- l) Joanne C. Smith MD and Rory T Repicky, JTWROS
- m) Kristine M Brown 2001 Irrevocable Trust

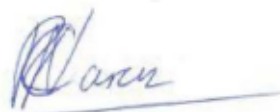


21-0940

- n) Daniel B Brown 2001 Irrevocable Trust
- o) Megan Wynne
- p) Bellinge Holdings Pty Ltd ACN 060 541 068
- q) Michael Anghie
- r) Wattle (WA) Pty Ltd ACN 624 749 391 as trustee for the Wattle Trust
- s) Karen Rainbow
- t) Rainbow Ambition Pty Ltd (ACN 627 016 853) as trustee for A&K Rainbow Family Trust
- u) Carl Alexander Woodbridge as trustee for the Woodbridge Family Trust
- v) Meyerowitz Family Superannuation Pty Ltd ACN 142 786 990 as trustee for Meyerowitz Family Superannuation Fund
- w) Gregory Meyerowitz
- x) Fiona Monahan
- y) Caitriona Hayes
- z) Jack Sawyer
- aa) Stephen Farrell
- bb) Stephen Farrell as trustee for The Farfield Trust
- cc) Christopher Ryan
- dd) Matthew Cooper
- ee) James Wakefield
- ff) James Wakefield as trustee for FORE! PlayGolf Trust
- gg) Karen Came
- hh) Terrance Thomson
- ii) Terrance Thomson and Chantal Thomson as trustees for The TC Thomson Family Trust
- jj) Han Jai Yong
- kk) Fiona Kalaf
- ll) Steve Hart
- mm) Michael Dunphy
- nn) Michael Dunphy as trustee for the DM Family Trust
- oo) Vanessa Corbett
- pp) Amy Tyson
- qq) Robert Melia
- rr) Melia Holdings LLC
- ss) Simone Blank
- tt) One Managed Investments Funds Limited ACN 117 400 987 in its capacity as nominee for various individuals who are or have been employed or engaged by the Company or its subsidiaries.

*Share* means a fully paid ordinary share in the Company.

Dated this 11<sup>th</sup> day of November 2021



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

21-0941

**Australian Securities and Investments Commission  
Corporations Act 2001 — Subsections 601QA(1), 741(1), 926A(2),  
992B(1) and 1020F(1) — Exemptions**

**Enabling legislation**

1. The Australian Securities and Investments Commission (ASIC) makes this instrument under subsections 601QA(1), 741(1), 926A(2), 992B(1) and 1020F(1) of the *Corporations Act 2001* (the Act).

**Title**

2. This instrument is ASIC Instrument 21-0941.

**Commencement**

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

**Nature of this instrument**

4. This instrument is an individual relief instrument, as referred to in paragraphs 28A to 28D of ASIC Class Order [CO 14/1000].

**Disclosure relief***Offers made under an employee incentive scheme*

5. The Company or a related body corporate that makes an offer under an employee incentive scheme covered by this instrument does not have to comply with Part 6D.2, Part 6D.3 or Part 7.9 of the Act in relation to the offer.

*Subsequent sale offers*

6. A person that makes a sale offer of an underlying eligible product within 12 months after the issue of the product does not have to comply with Part 6D.2, Part 6D.3 or Part 7.9 of the Act in relation to the sale offer where:
  - (a) the product was issued by reason of the exercise or vesting of an eligible product issue or otherwise granted:
    - (i) to an eligible participant under an employee incentive scheme; or
    - (ii) to a trustee in connection with an employee incentive scheme; and

21-0941

- (b) the person has no reason to believe the employee incentive scheme is not covered by this instrument.
7. A person that makes a sale offer of a financial product within 12 months after the issue of the product does not have to comply with Part 6D.2, Part 6D.3 or Part 7.9 of the Act in relation to the sale offer where:
- (a) the product was issued by reason of the exercise or vesting of an eligible product issued or otherwise granted to:
    - (i) an eligible participant under an employee incentive scheme; or
    - (ii) to a trustee in connection with an employee incentive scheme; and
  - (b) the person has no reason to believe the employee incentive scheme is not covered by this instrument.

**Licensing, hawking and other incidental relief***General advice*

8. The Company or a related body corporate that makes an offer under an employee incentive scheme covered by this instrument, and in relation to the offer, provides a financial service consisting of general advice in connection with the offer, does not have to comply with subsection 911A(1) of the Act in relation to the advice.

*Dealing*

9. The Company or a related body corporate that provides any of the following financial services in relation to an offer in connection with an employee incentive scheme covered by this instrument does not have to comply with subsection 911A(1) of the Act in relation to the financial service:
- (a) issuing the eligible product;
  - (b) dealing in the eligible product where any acquisition by purchase or disposal of the eligible product by the Company or a related body corporate occurs either:
    - (i) through a financial services licensee; or
    - (ii) outside this jurisdiction and through a person which is licensed or otherwise authorised to deal in financial products of that kind in the relevant place;

## 21-0941

- (c) dealing in an interest in a managed investment scheme covered by paragraph 13 of this instrument or paragraph 28C of ASIC Class Order [CO 14/1000].

*Custodial or depository services*

10. The Company or a related body corporate that provides any of the following financial services in connection with an employee incentive scheme covered by this instrument does not have to comply with subsection 911A(1) of the Act in relation to the financial service:
- (a) a custodial or depository service in relation to the eligible product where the body performs their duties in good faith and has sufficient resources to perform those duties;
  - (b) dealing in the eligible product in the course of providing a custodial or depository service covered by paragraph (a).

*Hawking*

11. The Company or a related body corporate that makes an offer of an eligible product to an eligible participant in the course of, or because of, an unsolicited meeting or telephone call held or made in connection with an employee incentive scheme covered by this instrument does not have to comply with section 736, 992A or 992AA of the Act.

*Advertising*

12. The Company, a related body corporate or a trustee that advertises, or publishes a statement that is reasonably likely to induce eligible participants to acquire, an eligible product under an employee incentive scheme covered by this instrument does not have to comply with section 1018A of the Act in relation to the advertisement or publication.

*Incidental managed investment scheme*

13. The Company, a related body corporate or a trustee that operates a managed investment scheme only by reason of operating a contribution plan in connection with an employee incentive scheme covered by this instrument does not have to comply with section 601ED of the Act in relation to the operation of that managed investment scheme.

**Conditions***Notice of reliance*

14. The Company or a related body corporate making an offer in connection with a particular employee incentive scheme must give ASIC a notice of reliance.

21-0941

Note: A notice of reliance can cover a particular employee incentive scheme that is intended to operate for many years. A new notice of reliance will be required to be given to ASIC if the Company or a related body corporate establishes a new employee incentive scheme.

15. The Company or a related body corporate may give ASIC the notice of reliance at any time before the body first relies on this instrument in relation to the particular employee incentive scheme but, in any event, must give ASIC the notice of reliance no later than 1 month after the day the body first relies on this instrument in relation to the particular employee incentive scheme.

*Disclosure*

16. The Company or a related body corporate that makes an offer under an employee incentive scheme must ensure that the offer is made in, or is accompanied by, an offer document.

*Offers must be conditional on quotation*

- 16A. The Company or a related body corporate that makes an offer under an employee incentive scheme in reliance on this instrument must ensure that any offers to eligible participants are:

- (a) made on or after the day the Prospectus has been lodged with ASIC and while before the Allotment Date; and
- (b) conditional on the quotation of the Company's shares on the eligible financial market.

*Offers of overlying eligible products*

17. The Company, a related body corporate or a trustee that makes an offer of an overlying eligible product under an employee incentive scheme must ensure that, if the overlying eligible product is not able to be traded on an eligible financial market, the offer is for no more than nominal monetary consideration.

Note: This paragraph 17 does not prohibit an offer for more than nominal monetary consideration of an underlying eligible product held or to be held by a trustee under a trust in relation to which the eligible participant acquires or will acquire a unit in the underlying eligible product because it is or will be held by the trustee under the trust.

*5% issue limit*

18. The Company or a related body corporate that makes an offer covered by this instrument must, at the time of making the offer, have reasonable grounds to believe that the number of underlying eligible products in a class of underlying eligible products

## 21-0941

that form part of the issued capital of the Company that have been or may be issued in any of the circumstances covered by the following paragraphs will not exceed 5% of the total number of underlying eligible products in that class on issue:

- (a) underlying eligible products that may be issued under the offer;
- (b) underlying eligible products issued or that may be issued as a result of offers made at any time during the previous 3 year period under:
  - (i) the employee incentive scheme or like scheme of the Company or a related body corporate, where offers were covered by this instrument or an individual instrument made by ASIC in terms similar to this instrument; or
  - (ii) an employee incentive scheme or employee share scheme of the Company or a related body corporate, where the offers were covered by ASIC Class Order [CO 14/1000] or an individual instrument made by ASIC in terms similar to that class order.

*Trusts*

19. The Company or a related body corporate that makes an offer of an underlying eligible product under an employee incentive scheme in relation to which a trustee holds or will hold the underlying eligible products must ensure:
- (a) the activities of the trustee of the trust in that capacity are limited to the employee incentive schemes of the Company or the related body corporate (whether or not the other employee incentive schemes are covered by this instrument);
  - (b) the trustee maintains written records on the administration of the trust including, in the case of underlying eligible products being held for a specified eligible participant on an allocated basis, written records that identify the underlying eligible products held on an allocated basis for the specified eligible participant;  
  
Note: The written records in relation to underlying eligible products held on an allocated basis may take the form of a sub-register administered by or on behalf of the trustee.
  - (c) the trustee does not levy any fees or charges for administering the trust that are payable directly by any eligible participant or out of the assets of the trust, other than reasonable disbursements including brokerage and tax levied or incurred in connection with the trust;
  - (d) if the trustee is the Company or an associate of the Company – the trustee does not, at its own discretion, exercise any voting rights attaching to any of the underlying eligible products that it holds on trust; and



21-0941

- (e) the trustee, either alone or together with one or more other trustees, does not hold more than 5% of the voting shares or voting interests in the Company calculated by reference to all employee incentive schemes or like schemes of the Company or a related body corporate in relation to which offers were covered by this instrument, ASIC Class Order [CO 14/1000] or an individual instrument made, on or after the commencement of this instrument, by ASIC in terms similar to this instrument.

*Contribution plans*

20. The Company or a related body corporate that makes an offer under an employee incentive scheme that involves a contribution plan:
- (a) must not allow an eligible participant to participate in the contribution plan unless the eligible participant has agreed in writing to the terms of the contribution plan;
  - (b) must not allow an eligible participant to participate in the contribution plan to acquire an overlying eligible product that is not able to be traded on an eligible financial market;  

Note: This subparagraph (b) does not prohibit an eligible participant from participating in a contribution plan to acquire an underlying eligible product held or to be held by a trustee under a trust in relation to which the eligible participant acquires or will acquire a unit in the underlying eligible product because it is or will be held by the trustee under the trust.
  - (c) must ensure that any contributions (other than contributions in the form of future gross (before-tax) salary or wages or from a loan from the Company or a related body corporate to an eligible participant) under the terms of the contribution plan which are to be used but have not yet been used to acquire underlying eligible products are held by or on behalf of the Company or a related body corporate on trust for eligible participants, in an account with an Australian ADI that is used solely in connection with employee incentive schemes of the Company or a related body corporate (whether or not the other employee incentive schemes are covered by this instrument), whether the account is maintained in this jurisdiction or elsewhere;
  - (d) must ensure that if underlying eligible products have been acquired by the trustee for a specified eligible participant on an allocated basis using contributions made by the eligible participant under a contribution plan, the eligible participant has the right to:
    - (i) exercise, or to direct the trustee of the underlying eligible products to exercise of their behalf, any voting rights attaching to the underlying eligible products; and

## 21-0941

- (ii) receive income deriving from the underlying eligible products, including dividends and distributions;

Note: The right to receive dividends or distributions may be subject to terms that the dividends or distributions are to be applied to repay a loan from the Company or a related body corporate to the eligible participant in connection with the employee incentive scheme.

- (e) unless the eligible participant (or a person covered by one of the sub-paragraphs in subparagraph 21(c)) has already acquired the eligible products under the employee incentive scheme – must ensure that an eligible participant may, by giving a notice to the Company or a related body corporate, discontinue their participation in the contribution plan, the discontinuance to take effect no more than 45 days after the giving of the notice; and
- (f) must ensure that if an eligible participant has discontinued their participation in the contribution plan, any contributions (other than contributions in the form of future gross (before-tax) salary or wages or from a loan from the Company or a related body corporate to an eligible participant) under the terms of the contribution plan that have not been used to acquire underlying eligible products, are repaid to or as directed by the participant as soon as practicable after the participant has discontinued their participation in the contribution plan (such repayment including any accumulated interest (if any), less any tax).

*Loans*

- 21. The Company or a related body corporate making an offer of an eligible product under an employee incentive scheme that involves a loan from the Company or a related body corporate to an eligible participant to acquire the product:
  - (a) must ensure that the loan is not provided to acquire options or incentive rights; and
  - (b) must ensure that under the terms of the loan:
    - (i) no fees or interest is payable; and
    - (ii) either:
      - (A) the lender has no recourse against the participant in relation to the repayment of the loan; or
      - (B) the recourse of the lender against the participant in relation to the repayment of the loan is limited to forfeiture of the eligible products issued or transferred to, or held on behalf of, the participant in connection with the scheme.



21-0941

**ASIC power to request documents**

22. The Company or a related body corporate must, if requested by ASIC and in accordance with the request, make available to ASIC the offer document and all other accompanying information or documents given to eligible participants in connection with the offer made in reliance on this instrument.

**Interpretation**

23. In this instrument:

- (1) *able to be traded* has the meaning given by section 761A of the Act;

*Allotment Date* means the date of allotment and transfer of shares in the Company to successful applicants in connection with the initial public offer and listing of the Company on ASX in accordance with the Prospectus;

*associate* has the meaning given by Division 2 of Part 1.2 of the Act (except sections 12 and 16);

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

*casual employee*, in relation to Company or a related body corporate, means an individual who is, or might reasonably be expected to be, engaged to work the number of hours that are the pro-rata equivalent of 40% or more of a comparable full-time position with the body;

*Company* means APM Human Services International Pty Ltd ACN 639 621 766;

*contractor*, in relation to the Company or a related body corporate, means:

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

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

21-0941

**contribution**, in relation to a contribution plan, does not include:

- (a) non-monetary consideration; or
- (b) a monetary contribution as consideration for an issue, transfer or grant of an eligible product to the eligible participant without undue delay (including a monetary contribution made to exercise an eligible product or cause an eligible product to vest);

**contribution plan** means a plan under which an eligible participant may make monetary contributions to acquire eligible products, whether made before or after the acquisition, from one or more of the following:

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

**eligible financial market** means a financial market specified in column 1 of Table A and, unless a contrary intention appears, is limited to the main board of that market;

**eligible participant**, in relation to the Company or a related body corporate, means a person specified in column 3 of Table A;

**eligible product**, in relation to the Company, means a financial product specified in column 2 of Table A;

**employee incentive scheme** means the arrangement under which eligible products of the Company are offered to eligible participants;

**financial product advice** has the meaning given by section 766B of the Act;

**general advice** has the meaning given by section 766B of the Act;

**incentive right** means a conditional right:

- (a) to acquire underlying eligible products;
- (b) to be paid a cash amount that is ultimately determined by reference to (wholly or in part):

## 21-0941

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

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

***notice of reliance***, in relation to a particular employee incentive scheme, means a written notice in a form approved in writing by ASIC for the purposes of ASIC Class Order CO 14/1000;

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

- (a) an offer to issue the eligible product;
- (b) an issue or grant of the eligible product;
- (c) an offer to transfer the eligible product;
- (d) a transfer of the eligible product;
- (e) an offer to arrange for the issue or transfer of the eligible product,

but does not include an issue, grant or transfer of an underlying eligible product made by reason of the exercise or vesting of an overlying eligible product in circumstances where an offer to issue or transfer the overlying eligible product had been previously made;

***offer document***, in relation to an offer of eligible products under an employee incentive scheme, means a document which includes, or is accompanied by, the following information, statements and explanations worded and presented in a clear, concise and effective manner:

21-0941

- (a) prominent statements to the effect that:
  - (i) any advice given by the Company in relation to eligible products offered under the employee incentive scheme does not take into account an eligible participant's objectives, financial situation and needs; and
  - (ii) eligible participants should consider obtaining their own financial product advice from a person who is licensed by ASIC to give such advice;
  - (iii) the Company will provide a hard copy of the Prospectus to eligible participants on request (and how eligible participants can access an electronic version of the Prospectus); and
  - (iv) the offer is conditional on quotation of the Company's shares on the eligible financial market;
- (b) either:
  - (i) a copy of the terms of the employee incentive scheme; or
  - (ii) a summary of the terms of the scheme together with a statement that, on request and at no charge and within a reasonable time, the Company will provide an eligible participant with a copy of the terms of the scheme;
- (c) general information about the risks of acquiring and holding an eligible product being offered under the employee incentive scheme;
- (d) if:
  - (i) a trustee will hold underlying eligible products for specified eligible participants on an allocated basis in connection with the employee incentive scheme; and
  - (ii) those eligible participants will have the right to:
    - (A) exercise, or direct the trustee to exercise on their behalf, any rights (including voting rights) attaching to the underlying eligible products; or
    - (B) receive income deriving from the underlying eligible products, including dividends or distributions;

21-0941

either:

- (iii) a copy of the trust deed; or
  - (iv) a summary of the terms of the trust deed together with a statement that, on request and at no charge and within a reasonable time, the Company will provide an eligible participant with a copy of the trust deed;
- (e) if the employee incentive scheme involves a contribution plan – either:
- (i) a copy of the contribution plan; or
  - (ii) a summary of the terms of the contribution plan together with a statement that, on request and at no charge and within a reasonable time, the Company will provide an eligible participant with a copy of the terms of the contribution plan;
- (f) if the employee incentive scheme involves a loan from the Company or a related body corporate to an eligible participant to acquire the product – a copy of the terms of the loan;
- (g) the acquisition price of the eligible products in Australian dollars or, where the acquisition price is to be worked out in the future under a formula, an explanation of how an eligible participant could calculate the acquisition price of the eligible products in Australian dollars were that formula applied at the date of the offer; and
- (h) an explanation of how an eligible participant could, from time to time, ascertain the market price of the underlying eligible products in Australian dollars following quotation of the Company's shares on the eligible financial market;

*overlying eligible product* means an eligible product specified in paragraphs (g) to (i) in column 2 of Table A;

*prospective participant*, in relation to an offer of an eligible product under an employee incentive scheme, means a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming covered by one of paragraphs (a) to (d) of column 3 of Table A;

*Prospectus* means the disclosure document lodged by the Company and SaleCo under section 718 of the Act for an initial public offer and admission of the

## 21-0941

Company onto the official list of the ASX, on 4 November 2021 (as a replacement to the disclosure document lodged with ASIC by the Company and SaleCo on 28 October 2021);

*related body corporate* has the meaning given in section 50 of the Act;

*stapled security* means two or more eligible products which, under the terms on which each is traded, must be transferred together;

*trustee* means a body that holds or will hold underlying eligible products on trust for the following persons in connection with an employee incentive scheme:

- (a) eligible participants generally on an unallocated basis; or
- (b) one or more specified eligible participants on an allocated basis;

*underlying eligible product* means an eligible product specified in any of paragraphs (a) to (f) in column 2 of Table A.

- (2) if the Company is a registered scheme:
  - (i) the conferral of relief on the Company is taken to be the conferral of relief on the responsible entity of the scheme;
  - (ii) a requirement imposed on the Company is taken to be a requirement imposed on the responsible entity of the scheme;
  - (iii) a reference to occupying a position or role with the Company is taken to be a reference to occupying a position or role with the responsible entity of the scheme;
- (3) an offer of eligible products to an eligible participant under an employee incentive scheme on terms that the eligible participant may renounce the offer in favour of a person covered by one of the following sub-paragraphs is to be treated as an offer of eligible products to the eligible participant:
  - (i) an immediate family member of the eligible participant;
  - (ii) a company whose members comprise no persons other than the eligible participant or immediate family members of the eligible participant;
  - (iii) a corporate trustee of a self-managed superannuation fund (within the meaning of the *Superannuation Industry (Supervision) Act 1993*) where the eligible participant is a director of the trustee;

**21-0941**

- (4) an employee incentive scheme, employee share scheme, or like scheme, is *covered by* an instrument to the extent that offers are made, or other conduct is carried out, in reliance on the instrument;
- (5) for the avoidance of doubt, a document or other writing to be given in connection with this instrument may be given by electronic means (including, in the case of a document or other writing to be given by the Company or a related body corporate in reliance on this instrument, by way of making it available on a website and notifying the intended recipient that it is available on the website).

Dated this 11<sup>th</sup> day of November 2021

A handwritten signature in blue ink, appearing to read 'Roxton Narcis', is written over a horizontal line.

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



21-0941

Table A

Column 1 Eligible Financial Market	Column 2 Eligible product	Column 3 Eligible participant
<p>(a) ASX (also known as the Australian Securities Exchange);</p> <p>(b) an approved foreign market (see section 9 of the Act).</p> <p>Note: the definition of approved foreign market is notionally inserted by <i>ASIC Corporations (Definition of Approved Foreign Market) Instrument 2017/669</i>.</p>	<p>(a) a fully paid share of the Company that is in a class of shares able to be traded on an eligible financial market;</p> <p>(b) a beneficial interest in a fully paid share of the Company where the interest is in a class of interests that is able to be traded on an eligible financial market;</p> <p>(c) a fully paid share of the Company in relation to which both of the following apply:</p> <p>(i) a beneficial interest in a share of that class are in a class of interests that is able to be traded on an eligible financial market;</p> <p>(ii) the share is convertible into the beneficial interest without charge or for a nominal fee;</p> <p>(d) a beneficial interest in a fully paid share of the Company in relation to which both of the following apply:</p> <p>(i) the fully paid share is in a class of shares that is able to be traded on an eligible financial market;</p> <p>(ii) the beneficial interest is convertible into the share without charge or for a nominal fee;</p>	<p>(a) a full-time or part-time employee (including an executive director);</p> <p>(b) a non-executive director;</p> <p>(c) a contractor;</p> <p>(d) a casual employee;</p> <p>(e) a prospective participant.</p>



21-0941

	<p>(e) a fully paid stapled security of the Company that is in a class of stapled securities that is able to be traded on ASX;</p> <p>(f) where the Company is a registered scheme – an interest in the Company that is in a class of interests that is able to be traded on ASX;</p> <p>(g) a unit in a financial product mentioned in paragraphs (a) to (f);</p> <p>(h) an option to acquire, by way of issue or transfer, a financial product mentioned in paragraphs (a) to (f);</p> <p>(i) an incentive right granted in relation to a financial product mentioned in paragraphs (a) to (f).</p>	
--	---	--

21-0944

**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* (the *Act*).

**Title**

2. This instrument is ASIC Instrument 21-0944.

**Commencement**

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

**Exemption**

4. Singapore Press Holdings Limited 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 circumstances covered by subsections 1012C(5) and (6) of the Act.

**Where this instrument applies**

5. The exemption in paragraph 4 is available for a unit transfer where all of the following apply:
  - (a) the terms and conditions of the unit transfer are distributed to shareholders of Singapore Press Holdings Limited with an Australian address before a general meeting of shareholders of Singapore Press Holdings Limited is held to vote on the unit transfer;
  - (b) the terms and conditions of the unit transfer are approved at a general meeting of shareholders of Singapore Press Holdings Limited in compliance with the laws and regulations of Singapore and the Singapore Exchange; and
  - (c) the unit transfer is completed within 12 months from the date of execution of this instrument.

**Interpretation**

6. In this instrument:

*Singapore Press Holdings Limited* means Singapore Press Holdings Limited (Company Registration No.: 198402868E).

**SPH REIT** means SPH REIT, a real estate investment trust constituted in the Republic of Singapore pursuant to a trust deed dated 9 July 2013, as amended, modified or supplemented from time to time.

21-0944

*unit transfer* means the *in-specie* distribution, whereby each shareholder of Singapore Press Holdings Limited will receive 0.782 units in SPH REIT for each share in Singapore Press Holdings Limited held.

Dated this 15<sup>th</sup> day of November 2021.



Signed by Uday Piyaratne  
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 twelfth day of November 2021

**Name of Company****ARBN**

ARICENT TECHNOLOGIES (HOLDINGS) LIMITED	124 986 090
CONCEPT CONSULTING GROUP LIMITED	146 737 537
DENDOL LIMITED	616 963 298
ELECTROSEP TECHNOLOGIES INC.	615 594 664
INFLECTION.COM, INC.	648 955 908
LOTTE ENGINEERING AND CONSTRUCTION CO., LTD.	132 448 652
OPEN INVEST CO.	622 781 355
SOLVAY SPECIALTY CHEMICALS ASIA PACIFIC PTE. LTD.	166 762 278
WATER BABIES INTERNATIONAL LIMITED	631 956 753

CORPORATIONS ACT 2001  
Subsection 601CC(4)

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

Dated this twelfth day of November 2021

**Name of Company**

**ARBN**

CITIZENS' COMMITTEE ON HUMAN RIGHTS INCORPORATED

009 473 509

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 twelfth day of November 2021

<b>Name of Scheme</b>	<b>ARSN</b>
AIL ALMOND ASSET TRUST - 2007	122 494 615
FRANKLIN TEMPLETON AUSTRALIAN EQUITY FUND	152 526 175
IPM GLOBAL MACRO FUND	617 257 717
IPM GLOBAL MACRO NO.1 FUND	617 265 022
PIANGIL ASSET TRUST-2008	128 581 662
TFS SANDALWOOD PROJECT 2002	099 022 170
TFS SANDALWOOD PROJECT 2004	108 261 856
2004 SWAN HILL ALMOND ORCHARD ASSET TRUST	108 074 586
2005 SWAN HILL ALMOND ORCHARD ASSET TRUST	113 186 495
2006 SWAN HILL ALMOND ORCHARD ASSET TRUST	118 164 097

CORPORATIONS ACT 2001  
Section 601CL(5)

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

Dated this twelfth day of November 2021

**Name of Company**

**ARBN**

ACCELERATED CONCEPTS, INC.

160 033 081

SCB & ASSOCIATES PTE. LTD.

628 731 493

VOITH FUJI HYDRO K.K.

622 800 471

WESTERN DIGITAL TECHNOLOGIES, INC.

086 172 607

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 twelfth day of November 2021

**Name of Scheme**

**ARSN**

FRANKLIN AUSTRALIAN EQUITY FUND (LOW TAX RATE INVESTORS)

612 827 835



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.

**BIOANALYTICS HOLDINGS PTY LTD**

ACN 614 855 757 will change to a public company limited by shares. The new name will be BIOANALYTICS HOLDINGS LIMITED ACN 614 855 757.

**CYBR5 PTY LTD** ACN 632 374 531 will change to a public company limited by shares. The new name will be COCOON DATA TECHNOLOGIES LIMITED ACN 632 374 531.

**HYPERSOX LAUNCH SYSTEMS PTY LTD**

ACN 637 982 800 will change to a public company limited by shares. The new name will be HYPERSOX LAUNCH SYSTEMS LTD ACN 637 982 800.

**KIN-GIN EXPLORATION PTY LTD**

ACN 626 466 322 will change to a public company limited by shares. The new name will be KIN-GIN EXPLORATION LTD ACN 626 466 322.

**OPUSXENTA PTY LIMITED** ACN 615 066 610 will change to a public company limited by shares. The new name will be OPUSXENTA LTD ACN 615 066 610.

**THINK CHILDCARE LIMITED** ACN 600 793 388 will change to a proprietary company limited by shares. The new name will be THINK CHILDCARE PTY LTD ACN 600 793 388.

**BRICKLET PTY LTD** ACN 632 253 046 will change to a public company limited by shares. The new name will be BRICKLET LTD ACN 632 253 046.

**HIGH PURITY METALS PTY LTD**

ACN 650 383 083 will change to a public company limited by shares. The new name will be HIGH PURITY METALS LTD ACN 650 383 083.

**IP SOLUTIONS INTERNATIONAL PTY LTD**

ACN 114 536 319 will change to a public company limited by shares. The new name will be IP SOLUTIONS INTERNATIONAL LTD ACN 114 536 319.

**MIRAE ASSET GLOBAL INVESTMENTS (AUSTRALIA) PTY LTD**

ACN 610 455 813 will change to a public company limited by shares. The new name will be MIRAE ASSET GLOBAL INVESTMENTS (AUSTRALIA) LIMITED ACN 610 455 813.

**PRIMEWEST GROUP LIMITED** ACN 636 344 137 will change to a proprietary company limited by shares. The new name will be CENTURIA CAPITAL (PW) PTY LIMITED ACN 636 344 137.

**XITE HOLDINGS PTY LTD** ACN 653 153 809 will change to a public company limited by shares. The new name will be XITE HOLDINGS LIMITED ACN 653 153 809.