



ASIC
Australian Securities &
Investments Commission

Commonwealth of Australia Gazette
No. A21/22, Tuesday 24 May 2022

Published by ASIC

ASIC Gazette

Contents

Notices under Corporations Act 2001

22-0282	22-0294	22-0318	22-0322	22-0332	22-0348	22-0386
22-0387	22-0392	22-0393	22-0394	22-0395	22-0396	22-0397
22-0398	22-0399	22-0400	22-0401	22-0402	22-0403	22-0407
22-0408	22-0409	22-0410	22-0421	22-0426	22-0429	

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 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
Email gazette.publisher@asic.gov.au

© Commonwealth of Australia, 2022

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

22-0282

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Fornaro Advice Pty Ltd
A.C.N 161 471 441
("the Licensee")
PO Box 1508
Fortitude Valley QLD 4006

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 434649 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 18 May 2022

Signed 

Jedo Charles
A delegate of the Australian Securities and Investments Commission

22-0294

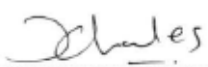
**Australian Securities and Investments Commission
Corporations Act 2001 Section 915B**

Notice of Suspension of an Australian Financial Services Licence

TO: Portfolio Planning Solutions Ltd
ACN 008 007 387 ("the Licensee")
Level 23, 33 Alfred Street
SYDNEY NSW 2000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby suspends Australian Financial Services Licence number 255027 held by the Licensee until 10 November 2022, with effect from the date on which this notice is given to the Licensee.

Dated 10 May 2022

Signed 
.....

Jedo Charles
A delegate of the Australian Securities and Investments Commission

22-0318

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

Notice of Cancellation of an Australian Financial Services Licence

TO: AMFC PTY LTD
ACN 121 872 268 ("the Licensee")
8 Vista Avenue
KEW VIC 3101

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 477063 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 13 May 2022

Signed *N Vonarx*
.....

Nicholas Vonarx
A delegate of the Australian Securities and Investments Commission

22-0322

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-0322.

Commencement

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

Exemption

4. National Australia Bank Limited (ACN 004 044 937) (*Company* or *NAB*) does not have to comply with subsection 734(2) of the Act.

Where this instrument applies

5. Subject to paragraph 6, this instrument applies to statements made by the Company to Securityholders, communicating:
 - (a) the fact that the Company is proposing to undertake the Offer;
 - (b) the brokers NAB has appointed (or expects to appoint) to assist the Company to manage the Offer;
 - (c) eligibility to participate in the Offer and other information relevant to participation in the Offer;
 - (d) information concerning factors that are likely to impact the Offer proceeding;
 - (e) information concerning impending announcements about the Offer;
 - (f) information about the structure of the Offer and offer periods under the Offer; and
 - (g) information about the timetable for the Offer, including any proposed updates to the timetable for the Offer.

Conditions

22-0322

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

Cessation

7. This instrument ceases to apply on the earlier of:
- (a) the date on which the Prospectus is lodged with ASIC; and
 - (b) 31 July 2022.

Interpretation

8. In this instrument:

Offer means the proposed public offer of Notes under the Prospectus in or around June 2022;

Prospectus means the disclosure document proposed to be lodged by the Company with ASIC in respect of the Offer;

Securityholders means the shareholders of the Company and registered holders of convertible notes issued by the Company, and

Notes means convertible perpetual securities issued by the Company.

Dated this 16th day of May 2022



Signed by Sean Ferguson
as a delegate of the Australian Securities and Investments Commission

**ASIC**

Australian Securities & Investments Commission

22-0332

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Australian Unity Corporate Advisory Services Pty Ltd
ACN: 58 131 346 300 ("the Licensee")
Level 12, 271 Spring Street
Melbourne VIC 3000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 448047 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 17 May 2022

Signed *Gerard Mithen*

Gerard Mithen
A delegate of the Australian Securities and Investments Commission

22-0348

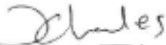
**Australian Securities and Investments Commission
Corporations Act 2001 Section 915B**

Notice of Cancellation of an Australian Financial Services Licence

TO: Class Technology Pty Ltd
ACN 121 158 503 ("the Licensee")
PO Box A347
Sydney South NSW 1235

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 313512 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 18 May 2022

Signed 

Jedo Charles
A delegate of the Australian Securities and Investments Commission

22-0386

**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 22-0386.

Commencement

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

Exemption

4. Charter Hall Wholesale Management Limited ACN 006 765 206 as trustee of the Charter Hall PGM Industrial Partnership No.2 (*CHPIP*) and Charter Hall Holdings Pty Limited ACN 051 363 547 (*CHPIP Nominee*) and Irongate Funds Management Limited ACN 071 514 246 (*IAP RE*) as responsible entity of Irongate Property Fund I ARSN 162 067 736 (*IPF I*) and Irongate Property Fund II ARSN 644 081 309 (*IPF II*) do not have to comply with Division 2 of Part 7.7 of the Act.

Where this instrument applies

5. This instrument applies where CHPIP or CHPIP Nominee or IAP RE provides or gives financial product advice to IAP Securityholders where that advice is:
 - (a) General Advice;
 - (b) provided in connection with the Trust Schemes; and
 - (c) contained in the Scheme Booklet.

Interpretation

6. In this instrument:

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

IAP Security means a unit in IPF I and a unit in IPF II which are stapled together.

IAP Securityholder means a holder of an IAP Security.

22-0386

Scheme Booklet means the notices of meeting and explanatory statement substantially in the same form as that provided to ASIC on 18 May 2022 that are:

- (a) prepared in accordance with item 7 of section 611 of the Act; and
- (b) sent to IAP Securityholders in relation to the Trust Schemes.

Trust Schemes means the arrangements described in the Scheme Booklet under which CHPIP proposes to acquire all of the units in IPF I and CHPIP Nominee proposes to acquire all of the units in IPF II, where the acquisition is approved by resolutions passed at meetings of IAP Securityholders:

- (a) to approve amendments to the constitutions of IPF I and IPF II under subsection 601GC(1) of the Act; and
- (b) under item 7 of section 611 of the Act.

Dated this 18th day of May 2022



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

22-0387

**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 22-0387.

Commencement

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

Exemption

4. Charter Hall Wholesale Management Limited ACN 006 765 206 as trustee of the Charter Hall PGM Industrial Partnership No.2 (*CHPIP*) and Charter Hall Holdings Pty Limited ACN 051 363 547 (*CHPIP Nominee*) are exempt from complying with Division 5A of Part 7.9 of the Act.

Where this instrument applies

5. This instrument applies in relation to any unsolicited offer or invitation made to IAP Securityholders as consideration for the transfer of IPF I Units to CHPIP and IPF II Units to CHPIP Nominee (or failing which, CHPIP) under the Trust Schemes as described in the Scheme Booklet.

Interpretation

6. In this instrument:

IPF I Unit means a unit in Irongate Property Fund I ARSN 162 067 736.

IPF II Unit means a unit in Irongate Property Fund II ARSN 644 081 309.

IAP Security means an IPF I Unit and an IPF II Unit which are stapled together.

IAP Securityholder means a holder of an IAP Security.

Scheme Booklet means the notices of meeting and explanatory statement substantially in the same form as that provided to ASIC on 18 May 2022 that are:

- (a) prepared in accordance with item 7 of section 611 of the Act; and
- (b) sent to IAP Securityholders in relation to the Trust Schemes.

22-0387

Trust Schemes means the arrangements described in the Scheme Booklet under which CHPIP proposes to acquire all IPF I Units and CHPIP Nominee proposes to acquire all IPF II Units, where the acquisition is approved by resolutions passed at meetings of IAP Securityholders:

- (a) to approve amendments to the constitutions of IPF I and IPF II under subsection 601GC(1) of the Act; and
- (b) under item 7 of section 611 of the Act.

Dated this 18th day of May 2022



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

22-0392

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-0392.

Commencement

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

Declaration

4. Chapter 5C of the Act applies to Primewest Management Limited ACN 091 415 833 responsible entity of Primewest Property Income Fund ARSN 645 597 404 (*the Scheme*), to CPFL as responsible entity of the other Scheme as if the following provisions of that Chapter were modified or varied:
 - (a) after section 601FE insert:

“601FEA Modification of duties: stapled securities

 - (1) This section applies to a registered scheme where the interests in the scheme and interests in another registered scheme are components of stapled securities.
 - (2) For the purposes of paragraphs 601FC(1)(c) and 601FD(1)(c), an obligation to act in the best interests of 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 both schemes.
 - (3) For the purposes of paragraphs 601FC(1)(e), 601FD(1)(d) and 601FD(1)(e), and subsection 601FE(1), an obligation not to 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 schemes.”;
 - (b) after subsection 208(2) as notionally inserted by section 601LC, insert:

22-0392

“(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 and all of the interests in another registered 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) the other scheme or an entity that is wholly owned, whether directly or indirectly, by the other scheme; or
 - (iii) an entity wholly owned, whether directly or indirectly, jointly by the scheme and the other scheme.

(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.”; and

22-0392

- (c) a reference in section (2B)(a) to an entity being wholly owned by another entity (**Second Entity**) (or a wholly owned entity of the Second Entity) includes a reference to being wholly owned by the Second Entity by virtue of multiple applications of section 2B(a) to an entity; and
- (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 on 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 declaration applies

5. The declaration applies where each interest in the Scheme must, under the terms upon which it is to be traded, only be transferred with each interest in the Centuria Diversified Property Fund ARSN 611 510 699.

Dated this 13th day of May 2022



Signed by Natasha Gomez

As a delegate of the Australian Securities and Investments Commission

22-0393

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-0393.

Commencement

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

Declaration

4. Part 7.9 of the of the Act applies to Primewest Management Limited ACN 091 415 833 in its capacity as responsible entity of Primewest Property Income Fund ARSN 645 597 404 (*the scheme*), as if paragraph 1012D(3)(b) were modified or varied as follows:
 - (a) omit “either:”, and substitute “one or more of the following applies:”;
 - (b) in subparagraph (i) omit “or” (second occurring);
 - (c) in subparagraph (ii) omit “facility.”, substituting “facility.”;
 - (d) after subparagraph (ii) insert:
 - “(iii) in a recommendation situation – the advice that constitutes the relevant conduct relates to an offer of managed investment products, under a plan for reinvestment of at least one of the following:
 - (A) distribution in respect of the managed investment products;
 - (B) distributions in respect of other managed investment products which, under the terms on which they may be traded, must only be transferred together with the managed investment products;
 - (iv) in an issue situation – the offer or issue that constitutes the relevant conduct is an offer or issue of managed investment products, under a plan for reinvestment of at least one of the following:
 - (A) distribution in respect of the managed investment products;
 - (B) distributions in respect of other managed investment products which, under the terms on which they may be traded, must only

22-0393

be transferred together with the managed investment products.”.

Where this instrument applies

5. This instrument applies where:
- (a) each interest in the scheme and each interest in the Centuria Diversified Property Fund ARSN 611 510 699 (**the other scheme**) must, under the terms on which each is to be traded, only be transferred together (*Stapled Security*); and
 - (b) an offer or issue of, or recommendation to acquire a component of a Stapled Security is made, under a plan for the reinvestment of distributions in respect of interests in the Stapled Security.

Where this instrument ceases to apply

6. This instrument ceases to apply if an interest in the scheme is issued which on the terms on which it is issued can be transferred separately without also transferring an interest in the other scheme.

Dated this 13th day of May 2022



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

22-0394

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F – Declaration**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-0394.

Commencement

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

Declaration

4. Part 7.9 of the Act applies to Primewest Management Limited ACN 091 415 833 in its capacity as responsible entity of Primewest Property Income Fund ARSN 645 597 404 (*the Scheme*) as if subsection 1017E(2) as notionally inserted by sub regulation 7.9.08(4) of the *Corporations Regulations 2001* were modified as follows:

(a) at the beginning of paragraph 1017E(2)(b), insert "subject to paragraph (ba),";
and

(b) after paragraph 1017E(2)(b), insert:

"(ba) any money may be paid into the account, provided that:

- (i) money paid to acquire the financial product together with any securities or financial products that must, under the terms on which the financial product is to be traded, be transferred with the financial product; and
- (ii) any other money to which this section applies; and
- (iii) interest on the amount from time to time standing to the credit of the account,

is identified and held in accordance with all other provisions of this section; and".

22-0394

Where this instrument applies

5. This instrument applies where each interest in the Scheme and each interest in the Centuria Diversified Property Fund ARSN 611 510 699 must, under the terms on which each is to be traded, only be transferred together.

Dated this 13th day of May 2022

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

22-0395

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 951B – 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 22-0395.

Commencement

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

Revocation

4. ASIC Instrument 22-0155 dated 11 March 2022 is revoked.

Declaration

5. Centuria Property Funds Limited ACN 086 553 639 (*CPFL*) in its capacity as responsible entity of Centuria Diversified Property Fund ARSN 611 510 699 (*CDPF*) does not have to comply with Division 2 of Part 7.7 of the Act.

Where this instrument applies

6. The exemption applies where CPFL provides or gives financial product advice to a holder of an interest in CDPF that is:
 - (a) General Advice;
 - (b) Provided in connection with the Merger Proposal; and
 - (c) Contained in the Explanatory Memorandum.

Interpretation

7. In this Instrument:

Explanatory Memorandum means the explanatory memorandum sent to holders of interests in CDPF that accompanies a notice of meeting of members of CDPF

22-0395

to attend a meeting on or about 18 May 2022, and the supplementary explanatory memorandum subsequently sent to holders of interests in CDPF notifying holders of interests in CDPF of the postponement of that meeting to on or about 26 May 2022 to consider and vote on the Merger Proposal.

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

Merger Proposal means the proposal to staple units in CDPF to units in Primewest Property Income Fund ARSN 645 597 404 (*PPIF*) to form a new stapled fund consisting of PPIF and CDPF, as described in the Explanatory Memorandum.

Dated this 16th day of May 2022



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

22-0396

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F – 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 22-0396.

Commencement

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

Revocation

4. ASIC Instrument 22-0157 dated 11 March 2022 is revoked.

Exemption

5. Centuria Property Funds Limited ACN 086 553 639 (*CPFL*) in its capacity as responsible entity of Centuria Diversified Property Fund ARSN 611 510 699 (*CDPF*) does not have to comply with section 1012B of the Act.
6. Any person who holds interests in CDPF that were issued in connection with the Merger Proposal as described in the Explanatory Memorandum does not have to comply with subsections 1012C(3) and (4) of the Act to the extent those subsections require a product disclosure statement to be given because the offer would take place in the circumstances covered by subsection 1012C(6) of the Act.

Where this instrument applies

7. The exemption in paragraph 5 applies where CPFL in its capacity as responsible entity of CDPF issues interests in CDPF to holders of interests in Primewest Property Income Fund ARSN 645 597 404 (*PPIF*) under the Merger Proposal as described in the Explanatory Memorandum.
8. The exemption in paragraph 6 applies in relation to any offer to sell interests in CDPF that were issued in connection with the Merger Proposal as described in the Explanatory Memorandum where the offer is made within 12 months after the issue of interests in CDPF.

Interpretation

9. In this Instrument:

22-0396

Explanatory Memorandum means the explanatory memorandum sent to holders of interests in PPIF that accompanies a notice of meeting of members of PPIF to attend a meeting on or about 18 May 2022, and the supplementary explanatory memorandum subsequently sent to holders of interests in PPIF notifying holders of interests in PPIF of the postponement of the meeting to on or about 26 May 2022, to consider and vote on the Merger Proposal.

Merger Proposal means the proposal to staple units in CDPF to units in PPIF to form a new stapled fund consisting of CDPF and PPIF, as described in the Explanatory Memorandum.

Dated this 16th day of May 2022



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

22-0397

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F – Declaration**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-0397.

Commencement

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

Revocation

4. ASIC Instrument 22-0158 dated 11 March 2022 is revoked.

Declaration

5. Part 7.9 of the Act applies to Centuria Property Funds Limited ACN 086 553 639 (*CPFL*) in its capacity as responsible entity of Centuria Diversified Property Fund ARSN 611 510 699 (*CDPF*) as if the following provisions were modified or varied:

- (a) after subsection 1015C(5) insert:

“(6) For the purpose of subsection (1)(a)(ii), where a Statement is in or accompanies a notice of meeting of members of a registered scheme or an explanatory memorandum that includes resolutions to be voted on by members of the scheme, each member of the scheme is taken to have nominated the address shown in the register of members maintained by the responsible entity of the scheme under Chapter 2C”; and

- (b) omit subsection 1016A(2);

- (c) in subsection 1019A(1), omit the words “Subject to subsection(2)” and substitute the words “Subject to subsections (2) and (2A)”; and

- (d) after subsection 1019A(2), insert:

“(2A) This Division does not apply to the issue of interests in an unlisted registered managed investment scheme under a proposal to staple interests in

22-0397

the unlisted registered managed investment scheme to interests in another unlisted registered managed investment scheme.”

Where this instrument applies

6. This instrument applies to the offer and issue of interests in CDPF by CPFL where all of the following applies:
- (a) A notice of meeting and Explanatory Memorandum and Statement is provided to holders of interests in Primewest Property Income Fund ARSN 645 597 404 (*PPIF*);
 - (b) The notice of meeting and Explanatory Memorandum contains an invitation to holders of interests in PPIF to attend a meeting on or about 26 May 2022 to consider and vote on the Merger Proposal described in the Explanatory Memorandum and Statement under which:
 - (i) CPFL as responsible entity of CDPF offers to issue interests in CDPF to members of PPIF; and
 - (ii) The interests in CDPF are to be stapled to units in PPIF to form a new stapled fund consisting of CDPF and PPIF;
 - (c) no interests in CDPF will be issued on the basis of the Statement after the issue of interests pursuant to the Merger Proposal, and any event, no interests will be issued on the basis of the Statement following 13 months after the date of the Explanatory Memorandum;
 - (d) the Explanatory Memorandum sets out how the consideration for interests in CDPF issued under the Merger Proposal would be provided if the Merger Proposal is approved.

Interpretation

7. In this Instrument:

Explanatory Memorandum means the explanatory memorandum sent to holders of interests in PPIF that accompanies a notice of meeting of members of PPIF to attend a meeting on or about 18 May 2022, and the supplementary explanatory memorandum subsequently sent to holders of interests in PPIF notifying holders of interests in PPIF of the postponement of that meeting to on or about 26 May 2022, to consider and vote on the Merger Proposal.

22-0397

Merger Proposal means the proposal to staple units in PPIF to units in CDPF to form a new stapled fund consisting of PPIF and CDPF, as described in the Explanatory Memorandum.

Dated this 16th day of May 2022



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

22-0398

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F – 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 22-0398.

Commencement

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

Revocation

4. ASIC Instrument 22-0159 dated 11 March 2022 is revoked.

Exemption

5. Primewest Management Limited ACN 091 415 833 (*Primewest*) in its capacity as responsible entity of the Primewest Property Income Fund ARSN 645 597 404 (*PPIF*) does not have to comply with section 1012B of the Act.
6. Any person who holds interests in PPIF that were issued in connection with the Merger Proposal as described in the Explanatory Memorandum does not have to comply with subsections 1012C(3) and (4) of the Act to the extent those subsections require a product disclosure statement to be given because the offer would take place in the circumstances covered by subsection 1012C(6) of the Act.

Where this instrument applies

7. The exemption in paragraph 5 applies where Primewest in its capacity as responsible entity of PPIF issues interests in PPIF to holders of interests in Centuria Diversified Property Fund ARSN 611 510 699 (*CDPF*) under the Merger Proposal as described in the Explanatory Memorandum and Statement.
8. The exemption in paragraph 6 applies in relation to any offer to sell interests in PPIF that were issued in connection with the Merger Proposal as described in the Explanatory Memorandum where the offer is made within 12 months after the issue of interests in PPIF.

Interpretation

9. In this Instrument:

Explanatory Memorandum means the explanatory memorandum sent to holders of interests in CDPF that accompanies a notice of meeting of members of CDPF

22-0398

to attend a meeting on or about 18 May 2022 and the supplementary explanatory memorandum subsequently sent to holders of interests in CDPF notifying holders of interests in CDPF of the postponement of that meeting to on or about 26 May 2022, to consider and vote on the Merger Proposal.

Merger Proposal means the proposal to staple units in PPIF to units in CDPF to form a new stapled fund consisting of PPIF and CDPF, as described in the Explanatory Memorandum.

Dated this 16th day of May 2022



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

22-0399

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 951B – 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 22-0399.

Commencement

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

Revocation

4. ASIC Instrument 22-0161 dated 11 March 2022 is revoked.

Declaration

5. Primewest Management Limited ACN 091 415 833 (*Primewest*) in its capacity as responsible entity of the Primewest Property Income Fund ARSN 645 597 404 (*PPIF*) does not have to comply with Division 2 of Part 7.7 of the Act.

Where this instrument applies

6. The exemption applies where Primewest provides or gives financial product advice to a holder of an interest in PPIF that is:
 - (a) General Advice;
 - (b) Provided in connection with the Merger Proposal; and
 - (c) Contained in the Explanatory Memorandum.

Interpretation

7. In this Instrument:

Explanatory Memorandum means the explanatory memorandum sent to holders of interests in PPIF that accompanies a notice of meeting of members of PPIF to attend a meeting on or about 18 May 2022 and the supplementary explanatory memorandum subsequently sent to holders of interests in CDPF notifying holders of interests in CDPF of the postponement of that meeting to on or about 26 May 2022, to consider and vote on the Merger Proposal.

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

22-0399

Merger Proposal means the proposal to staple units in PPIF to units in Centuria Diversified Property Fund ARSN 611 510 699 (*CDPF*) to form a new stapled fund consisting of PPIF and CDPF, as described in the Explanatory Memorandum.

Dated this 16th day of May 2022



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

22-0400

**Australian Securities and Investments Commission
Corporations Act 2001 – Paragraph 1020F – Declaration**

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-0400.

Commencement

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

Revocation

4. ASIC Instrument 22-0162 dated 11 March 2022 is revoked.

Declaration

5. Part 7.9 of the Act applies to Primewest Management Limited ACN 091 415 833 (*Primewest*) in its capacity as responsible entity of the Primewest Property Income Fund ARSN 645 597 404 (*PPIF*) as if the following provisions were modified or varied:

- (a) after subsection 1015C(5) insert:

“(6) For the purpose of subsection (1)(a)(ii), where a Statement is in or accompanies a notice of meeting of members of a registered scheme or an explanatory memorandum that includes resolutions to be voted on by members of the scheme, each member of the scheme is taken to have nominated the address shown in the register of members maintained by the responsible entity of the scheme under Chapter 2C”; and

- (b) omit subsection 1016A(2);

- (c) in subsection 1019A(1), omit the words “Subject to subsection (2)” and substitute the words “Subject to subsections (2) and (2A)”; and

- (d) after subsection 1019A(2), insert:

“(2A) This Division does not apply to the issue of interests in a unlisted registered managed investment scheme under a proposal to staple interests in

22-0400

the unlisted registered managed investment scheme to interests in another unlisted registered managed investment scheme.”

Where this instrument applies

6. This instrument applies to the offer and issue of interests in PPIF by Primewest where all of the following applies:
- (a) A notice of meeting and Explanatory Memorandum and Statement is provided to holders of interests in Centuria Diversified Property Fund ARSN 611 510 699 (*CDPF*);
 - (b) The notice of meeting and Explanatory Memorandum contains an invitation to holders of interests in CDPF to attend a meeting on or about 26 May 2022 to consider and vote on the Merger Proposal described in the Explanatory Memorandum and Statement under which:
 - (i) Primewest as responsible entity of PPIF offers to issue interests in PPIF to members of CDPF; and
 - (ii) The interests in PPIF are to be stapled to units in CDPF to form a new stapled fund consisting of PPIF and CDPF;
 - (c) No interests in PPIF will be issued on the basis of the Statement after the issue of interests pursuant to the Merger Proposal, and any event, no interests will be issued on the basis of the Statement following 13 months after the date of the Explanatory Memorandum; and
 - (d) the Explanatory Memorandum sets out how the consideration for interests in PPIF issued under the Merger Proposal would be provided if the Merger Proposal is approved.

Interpretation

7. In this Instrument:

Explanatory Memorandum means the explanatory memorandum sent to holders of interests in CDPF that accompanies a notice of meeting of members of CDPF to attend a meeting on or about 18 May 2022, and the supplementary explanatory memorandum subsequently sent to holders of interests in CDPF notifying holders of interests in CDPF of the postponement of that meeting to on or about 26 May 2022, to to consider and vote on the Merger Proposal.

22-0400

Merger Proposal means the proposal to staple units in PPIF to units in CDPF to form a new stapled fund consisting of PPIF and CDPF, as described in the Explanatory Memorandum.

Dated this 16th day of May 2022



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

22-0401

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 601CK(7) — Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this declaration under subsection 601CK(7) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 22-0401.

Commencement

3. This instrument commences on gazettal.

Declaration

1. Section 601CK does not apply to Solar Turbines International Company ARBN 066 283 074 (*Company*), a foreign company incorporated in the State of Delaware in the United States of America, in relation to a financial year ending on 31 December 2022, 31 December 2023 or 31 December 2024 (*each a relevant financial year*).

Where this instrument applies

4. This instrument applies for each relevant financial year where, in relation to that financial year:
 - (a) The Company is registered under Division 2 of Part 5B.2 of the Act.
 - (b) The Company is not required by the law of the place of its incorporation or formation to prepare on an annual basis:
 - (i) a balance sheet at the end of the relevant financial year;
 - (ii) a profit and loss statement for the relevant financial year; or
 - (iii) a cash flow statement for the relevant financial year;
 - (c) The Company has not engaged in any activities in Australia other than in connection with the sale of new and used equipment manufactured by Caterpillar Inc. or its subsidiaries, namely, diesel and gas generator sets, engines, turbomachinery, construction and mining equipment, and

22-0401

related components, and in connection with services related to those products, during the relevant financial year.

- (d) The Company has not been a disclosing entity, a borrower in relation to a debenture or a guarantor of such a borrower in Australia at any time during the period commencing at the start of the relevant financial year and ending on the day on which the Company lodges a return under s601CK(9) of the Act following the end of the relevant financial year.
- (e) The Company's ultimate holding company is Caterpillar Inc., a company incorporated in the State of Delaware in the United States of America.
- (f) Caterpillar Inc. has lodged with the United States Securities and Exchange Commission an annual report (*Form 10-K*) which includes, in relation to Caterpillar Inc. and its subsidiaries (including the Company), the following:
 - (i) Consolidated Financial Position;
 - (ii) Consolidated Results of Operations;
 - (iii) Consolidated Comprehensive Income (Loss);
 - (iv) Changes in Consolidated Shareholders' Equity; and
 - (v) Consolidated Statement of Cash Flow.

(collectively, *the Consolidated Financial Statements*) for the relevant financial year within 4 months after the end of the relevant financial year.

- (g) The Company has lodged a return in the form prescribed for the purposes of s601CK(9) of the Act with ASIC within 4 months after the end of the relevant financial year with a copy of the most recent Form 10-K.
- (h) The Company has lodged a return in the form prescribed for the purposes of s601CK(9) of the Act with ASIC within 4 months after the end of the relevant financial year with:
 - (i) a copy of the Company's balance sheet, statement of cash flows and profit and loss statement (*the Company level information*) used in the preparation of Consolidated Financial Statements for the most recent financial year, together with a statement certified by an executive officer of the Company that the Company level information was used in the preparation of those Consolidated Financial Statements; and

22-0401

- (ii) a statement from Caterpillar's external auditor certifying that the Company level information referred to in subparagraph (h)(i) is consistent with the information used in the preparation of those Consolidated Financial Statements.

Dated this 16th day of May 2022



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

22-0402

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 601CK(7) — Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this declaration under subsection 601CK(7) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 22-0402.

Commencement

3. This instrument commences on gazettal.

Declaration

4. Section 601CK does not apply to Caterpillar Used Equipment Services Inc. ARBN 051 099 257 (*Company*), a foreign company incorporated in the State of Delaware in the United States of America, in relation to a financial year ending on 31 December 2022, 31 December 2023 or 31 December 2024 (*each a relevant financial year*).

Where this instrument applies

5. This instrument applies for each relevant financial year where, in relation to that financial year:
 - (a) The Company is registered under Division 2 of Part 5B.2 of the Act.
 - (b) The Company is not required by the law of the place of its incorporation or formation to prepare on an annual basis:
 - (i) a balance sheet at the end of the relevant financial year;
 - (ii) a profit and loss statement for the relevant financial year; or
 - (iii) a cash flow statement for the relevant financial year;
 - (c) The Company has not engaged in any activities in Australia other than in connection with the sale of new and used equipment manufactured by Caterpillar Inc. or its subsidiaries, namely, diesel and gas generator sets, engines, turbomachinery, construction and mining equipment, and

22-0402

related components, and in connection with services related to those products, during the relevant financial year.

- (d) The Company has not been a disclosing entity, a borrower in relation to a debenture or a guarantor of such a borrower in Australia at any time during the period commencing at the start of the relevant financial year and ending on the day on which the Company lodges a return under s601CK(9) of the Act following the end of the relevant financial year.
- (e) The Company's ultimate holding company is Caterpillar Inc., a company incorporated in the State of Delaware in the United States of America.
- (f) Caterpillar Inc. has lodged with the United States Securities and Exchange Commission an annual report (*Form 10-K*) which includes, in relation to Caterpillar Inc. and its subsidiaries (including the Company), the following:
 - (i) Consolidated Financial Position;
 - (ii) Consolidated Results of Operations;
 - (iii) Consolidated Comprehensive Income (Loss);
 - (iv) Changes in Consolidated Shareholders' Equity; and
 - (v) Consolidated Statement of Cash Flow.

(collectively, *the Consolidated Financial Statements*) for the relevant financial year within 4 months after the end of the relevant financial year.

- (g) The Company has lodged a return in the form prescribed for the purposes of s601CK(9) of the Act with ASIC within 4 months after the end of the relevant financial year with a copy of the most recent Form 10-K.
- (h) The Company has lodged a return in the form prescribed for the purposes of s601CK(9) of the Act with ASIC within 4 months after the end of the relevant financial year with:
 - (i) a copy of the Company's balance sheet, statement of cash flows and profit and loss statement (*the Company level information*) used in the preparation of Consolidated Financial Statements for the most recent financial year, together with a statement certified by an executive officer of the Company that the Company level information was used in the preparation of those Consolidated Financial Statements; and

22-0402

- (ii) a statement from Caterpillar's external auditor certifying that the Company level information referred to in subparagraph (h)(i) is consistent with the information used in the preparation of those Consolidated Financial Statements.

Dated this 16th day of May 2022



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

22-0403

**Australian Securities and Investments Commission
Corporations Act 2001 — Subsection 601CK(7) — Declaration**

Enabling legislation

1. The Australian Securities and Investments Commission (**ASIC**) makes this declaration under subsection 601CK(7) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 22-0403.

Commencement

3. This instrument commences on gazettal.

Declaration

1. Section 601CK does not apply to Caterpillar Global Services LLC ARBN 622 075 585 (**Company**), a foreign company incorporated in the State of Delaware in the United States of America, in relation to a financial year ending on 31 December 2022, 31 December 2023 or 31 December 2024 (*each a relevant financial year*).

Where this instrument applies

2. This instrument applies for each relevant financial year where, in relation to that financial year:
 - (a) The Company is registered under Division 2 of Part 5B.2 of the Act.
 - (b) The Company is not required by the law of the place of its incorporation or formation to prepare on an annual basis:
 - (i) a balance sheet at the end of the relevant financial year;
 - (ii) a profit and loss statement for the relevant financial year; or
 - (iii) a cash flow statement for the relevant financial year;
 - (c) The Company has not engaged in any activities in Australia other than in connection with the sale of new and used equipment manufactured by Caterpillar Inc. or its subsidiaries, namely, diesel and gas generator sets, engines, turbomachinery, construction and mining equipment, and

22-0403

related components, and in connection with services related to those products, during the relevant financial year.

- (d) The Company has not been a disclosing entity, a borrower in relation to a debenture or a guarantor of such a borrower in Australia at any time during the period commencing at the start of the relevant financial year and ending on the day on which the Company lodges a return under s601CK(9) of the Act following the end of the relevant financial year.
- (e) The Company's ultimate holding company is Caterpillar Inc. (*Caterpillar*), a company incorporated in the State of Delaware in the United States of America.
- (f) Caterpillar Inc. has lodged with the United States Securities and Exchange Commission an annual report (*Form 10-K*) which includes, in relation to Caterpillar Inc. and its subsidiaries (including the Company), the following:
 - (i) Consolidated Financial Position;
 - (ii) Consolidated Results of Operations;
 - (iii) Consolidated Comprehensive Income (Loss);
 - (iv) Changes in Consolidated Shareholders' Equity; and
 - (v) Consolidated Statement of Cash Flow.

(collectively, *the Consolidated Financial Statements*) for the relevant financial year within 4 months after the end of the relevant financial year.

- (g) The Company has lodged a return in the form prescribed for the purposes of s601CK(9) of the Act with ASIC within 4 months after the end of the relevant financial year with a copy of the most recent Form 10-K.
- (h) The Company has lodged a return in the form prescribed for the purposes of s601CK(9) of the Act with ASIC within 4 months after the end of the relevant financial year with:
 - (i) a copy of the Company's balance sheet, statement of cash flows and profit and loss statement (*the Company level information*) used in the preparation of Consolidated Financial Statements for the most recent financial year, together with a statement certified by an executive officer of the Company that the Company level information was used in the preparation of those Consolidated Financial Statements; and

22-0403

- (ii) a statement from Caterpillar's external auditor certifying that the Company level information referred to in subparagraph (h)(i) is consistent with the information used in the preparation of those Consolidated Financial Statements.

Dated this 16th day of May 2022



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

22-0407



Australian Government

Takeovers Panel

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

DRA GLOBAL LIMITED**CIRCUMSTANCES**

1. Mr Alistair Hodgkinson is a senior executive of DRA Global Limited (DRA) and has a relevant interest in 1.76% of DRA, held directly and by Alistair Ruth (Pty) Ltd.
2. Mr Darren Naylor is a senior executive of DRA and has a relevant interest in 0.82% of DRA, held by Addax Holdings (Pty) Ltd.
3. Mr James Smith is a senior executive of DRA and has a relevant interest in 1.48% of DRA, held by GSPC Trading and Refining (Pty) Ltd.
4. Mr Brian Dowding is a substantial shareholder and former director and CEO of DRA and has a relevant interest in 7.22% of DRA, held by Anchor High Equity Worldwide SNN QI (Anchor High).
5. From no later than 24 January 2022, Messrs Hodgkinson, Naylor, Smith and Dowding had numerous conversations, among themselves or with other DRA shareholders, during which they shared the view that changes were required in relation to the affairs and the board composition of DRA, including:
 - (a) On 10 February 2022, Messrs Hodgkinson, Naylor and Smith received an email from Mr Dowding expressing his view on how to approach another DRA shareholder stating “...it is much more important that [the shareholder] understands the depth of feeling about the issues inside the company and is convinced that he must join in on our side. In order that we can be seen to be talking as a coherent group therefore, it is suggested that we have a get together ourselves tomorrow to talk things through and make sure there are no crossed wires”.
 - (b) In response, on 11 February 2022, Mr Hodgkinson provided Messrs Naylor, Smith and Dowding with a document titled “Why Change”, which set out proposed operational changes to DRA, including changes to the management and the composition of the DRA board. The document stated that “[b]efore proceeding it is critical to ensure that there is sufficient irrevocable support from the key role players” and identified groups of DRA shareholders likely to be supportive.
 - (c) From 11 February 2022, Messrs Hodgkinson, Naylor, Smith and Dowding discussed their concerns about the strategy and leadership of DRA with other

22-0407

DRA shareholders, including through the “Why Change” document and another document titled “Project Boomerang”. The “Project Boomerang” document expresses the concerns of Messrs Hodgkinson, Naylor and Smith, describes a proposed shareholder action to call a general meeting to change the composition of the DRA board and identifies the directors to be removed and appointed.

- (d) On 16 February 2022, Mr Dowding contacted Mr Jean Nel (a former director of DRA) about being appointed a director of DRA and whether he would consider an executive position and Mr Nel joined subsequent calls among Messrs Hodgkinson, Naylor, Smith and Dowding discussing updates on the shareholder action.

6. On 17 February 2022,

- (a) Mr Hodgkinson in his capacity as a shareholder of DRA and on behalf of Alistair Ruth (Pty) Ltd
- (b) Mr Naylor on behalf of Addax Holdings (Pty) Ltd, as well as on behalf of K2019098992 (South Africa) (Pty) Ltd and Kilmarnock Investments Holdings (Pty) Ltd and
- (c) Mr Smith on behalf of GSPC Trading and Refining (Pty) Ltd

(together, the **Requisitioning Shareholders**), gave notice under section 203D¹ to the directors of DRA of their intention to move resolutions to remove Messrs Andrew Naude and Peter Mansell as directors (**s203D Notice**).

7. On 18 February 2022, the Requisitioning Shareholders gave notice under section 249D to the directors of DRA requesting a general meeting be held to consider resolutions to remove Messrs Naude and Mansell and appoint Messrs Hodgkinson, Naylor and Smith, together with Mr Nel, as directors (**s249D Notice**).
8. Between 17 February 2022 and 22 February 2022, at the request of Messrs Hodgkinson, Naylor, Smith and Dowding (or their intermediaries), certain DRA shareholders signed deeds of irrevocable undertaking (**Voting Undertakings**) that stated (among other things) that the shareholder:

...irrevocably and unconditionally undertake, confirm, warrant and in relation to paragraphs 4.1 to 4.4 below, represent to the consortium of DRA shareholder (sic) represented by James Smith, Darren Naylor, and Alistair Hodgkinson (the “Oxford Consortium”) that:

...

4.2 The Shareholder has full power and authority to, and shall, vote with Oxford Consortium, in favour of the Shareholder Action resolutions listed at clause 3 hereinabove; and

¹ References are to the *Corporations Act 2001* (Cth) unless otherwise indicated

22-0407

4.3 Should the Shareholder be unable to attend the general meeting in order to exercise its vote, hereby agrees to grant proxy over its voting rights in favour of the Oxford Consortium.

4.4 prior to the Shareholder Action being concluded or the Shareholders obligations terminating in accordance with the terms of this deed (whichever is earlier), the Shareholder shall not:

4.4.1 other than pursuant to this deed, enter into any agreement or arrangement or allow to arise any obligation with any person, whether conditionally or unconditionally, which, in relation to the Shareholder's DRA shares, which (sic) would or might restrict or impede the Shareholder's ability to comply with this undertaking.

9. On 21 February 2022, DRA's legal advisers wrote to the representative of the Requisitioning Shareholders (**First DRA Letter**) regarding the s203D Notice and the s249D Notice (**Notices**). Paragraph 32 of the letter provided that if the Notices were withdrawn (by completing the form attached to the letter) so that DRA was not required to make an ASX announcement that the Notices had been lodged (among other things), the DRA board would provide a proposal to the Requisitioning Shareholders including to effect Mr Naude's disengagement from DRA (which Mr Naude had advised he was prepared to do), to appoint an interim CEO and to put resolutions for the appointment of new directors at the annual general meeting (AGM) as shareholders may wish to nominate in accordance with DRA's nomination process.
10. On 22 February 2022, the Requisitioning Shareholders signed and returned the withdrawal form under cover of a letter from their representative to DRA (copying Mr Dowding) that stated "*our clients have considered the terms proposed by the board at paragraph 32 of your letter, and hereby accept the offer*".²
11. On 26 February 2022, the board of DRA became aware of the existence of materials including the "Project Boomerang" document and the Voting Undertakings.
12. On 27 February 2022, DRA's legal advisers wrote to the Requisitioning Shareholders (**Second DRA Letter**) noting that the DRA board had engaged with Messrs Hodgkinson, Naylor and Smith in an endeavour to progress an exploration of the options identified in paragraph 32 of the First DRA Letter. The Second DRA Letter referred to the Voting Undertakings as "*support in a manner which is wholly unlawful in Australia*" and said that given the materials that had come to hand, the board was not in a position to advance the discussions. The Second DRA Letter asked that the communications remain confidential while the board resolved a course of action.
13. On 28 February 2022, DRA announced the proposed date of its AGM (being 17 May 2022) and advised that the closing date for the receipt of nominations from persons wishing to be considered for election as a director of DRA at the AGM was 7 March 2022.

² This was also communicated in an email from Mr Hodgkinson to DRA board member Mr Les Guthrie on the same day

22-0407

14. On 1 March 2022, in response to the First DRA Letter and the Second DRA Letter, the advisers of Messrs Hodgkinson, Naylor and Smith wrote to DRA confirming that the Voting Undertakings had no further force and effect, and that each of Messrs Hodgkinson, Naylor and Smith *“acknowledged that they are free to decide how to exercise the voting rights attaching to their shares in DRA”* and that *“there is no commitment or understanding of any sort between them relating to the composition of the DRA board of directors or the conduct of DRA’s affairs”*.
15. Also on 1 March 2022, Mr Smith, on two separate occasions, notified DRA shareholders of the cessation of the Voting Undertakings and noted *“we have achieved what we needed to and the next shareholder meeting will be the AGM in May. I therefore need to release you from the last process via this letter and then you are able to vote again at the AGM”*.
16. On 3 March 2022, in an all-staff communication, the DRA board advised that it had *“become aware of serious differences of opinion between some members of the Executive Leadership Team about the strategic direction of the Company”* and that, until the board had an opportunity to set the path forward, the board had resolved to stand aside the management authority of Messrs Hodgkinson, Naylor and Smith, as well as Mr Naude (CEO and Managing Director) and the CFO.³ Interim appointments were announced to fill those roles including that board members Mr Les Guthrie and Ms Kathleen Bozanic, would assume the roles of Acting CEO and Acting CFO, respectively.
17. Also on 3 March 2022, DRA’s shares were placed in a trading halt and on 7 March 2022 were placed into suspension pending an announcement regarding organisational changes.
18. Between 2 and 11 March 2022, DRA (mainly through its chairman, Mr Mansell) had various communications with Messrs Hodgkinson, Naylor and Smith and other DRA senior executives and DRA shareholders including Mr Dowding.
19. On 5 March 2022, Mr Mansell reported to the board via email that he had spoken to Mr Dowding the day before. Mr Mansell reported that Mr Dowding was in a meeting with his adviser (also the adviser of the Requisitioning Shareholders) and Mr Nel *“to talk about “what’s next” for them”* to which Mr Mansell said *“the current thinking of the board is to avoid reporting to ASIC or approaching the Panel... the only concern of the board, at this point, is the restoration of stability at DRA and that I thought such action would be counter to that”*. Mr Dowding stated that their current intention was to nominate the same four people as in the s249D Notice as directors at the AGM. After Mr Mansell noted that this would inflame rather than diffuse the situation and that section 249D proceedings were always open to them, Mr Dowding asked what the reaction would be to nominating two directors, Messrs Hodgkinson and Nel. Mr Mansell responded that *“it might still be seen as confrontational”*.

³ These executives were subsequently reinstated

22-0407

20. On 6 March 2022, DRA's board received a copy of a '10-point plan' prepared by the stood-aside executives to address the differing perspectives within the senior management team.
21. Also on 6 March 2022, Mr Mansell reported to the board via email that he had spoken to Mr Dowding at length and stated that "[Mr Dowding] denies that he and Jean are the drivers of the initiative. According to him, they are only assisting the 3 South African executives" and "[Mr Dowding] was unaware of the 10 point plan. He says that, if the 3 South African executives find a solution acceptable to them, then they have achieved what they set out to do". Mr Mansell also reported that Mr Dowding had confirmed "nobody will be nominated to the board of DRA at the AGM".
22. DRA did not receive any director nominations for election at the AGM when the nominations closed on 7 March 2022.
23. On 11 March 2022, DRA released an announcement titled "Senior Leadership Update" which stated "Andrew Naude has informed the Board that he will step down as Managing Director and CEO of DRA following an appropriate hand-over period" and "the Board has identified James Smith... to take over from Mr Naude as Interim CEO effective from the annual general meeting to be held on 17 May 2022". The announcement did not mention the Notices or any related matters.
24. On 13 April 2022, the chairman's letter to the notice of AGM included the following disclosure:

...These matters came to a head in February of this year with the lodgement of a Section 249D notice calling on the Board to hold a general meeting to change the composition of the Board. In responding to this matter (and with minimal interference to DRA's core operations) the Board made the decision to temporarily stand aside five senior executives and to place the company's shares in a trading halt, pending leadership changes and a resolved position forward. During this time, the Board and the executive team worked together to develop a plan that would return DRA to stability and that was in the best interests of the future of DRA. While requiring further development, the plan presented by the executives to the Board does not alter the strategic direction of DRA and has, in broad terms, been endorsed and committed to by the Board, and its implementation has already begun. The plan, which the CEO, Andrew Naude, collaborated on and presented to the Board, proposed, among other things, his departure. At the time of going to print, the separation discussions are ongoing.
25. The Panel considers that the market has not been adequately informed, or informed in a timely way, by DRA regarding the matters referred to above.
26. The Panel considers that by no later than 17 February 2022, Messrs Hodgkinson, Naylor, Smith and Dowding:
 - (a) had a relevant agreement for the purpose of controlling or influencing the composition of DRA's board and the conduct of DRA's affairs and were associated under section 12(2)(b) and

22-0407

- (b) were acting in concert in relation to DRA's affairs, for the purpose of controlling or influencing the composition of the DRA board, and were associated under section 12(2)(c).
27. As a result of the association between Messrs Hodgkinson, Naylor, Smith and Dowding, the voting power of each of them increased to approximately 11.27%.
28. Each Voting Undertaking constituted a relevant agreement between the shareholder providing the undertaking and Messrs Hodgkinson, Naylor and Smith.
29. The Panel considers that Messrs Hodgkinson, Naylor and Smith and each shareholder providing a Voting Undertaking (the **Other Associated Shareholders**) had a relevant agreement for the purpose of controlling or influencing the composition of the board of DRA and were associated with each other under section 12(2)(b).
30. As a result of the association between Messrs Hodgkinson, Naylor and Smith and each Other Associated Shareholder, the voting power of each of Messrs Hodgkinson, Naylor and Smith increased above 20%.
31. In addition, Messrs Hodgkinson, Naylor and Smith acquired a relevant interest in the shares of each Other Associated Shareholder.
32. As a result of the association between Mr Dowding and Messrs Hodgkinson, Naylor and Smith, the voting power of Mr Dowding also increased as a result of the Voting Undertakings.
33. Even accepting that the Voting Undertakings have ended, there is insufficient material to establish that the association between Messrs Hodgkinson, Naylor, Smith and Dowding has ended.

Contravention of section 606

34. As a result of the acquisition of relevant interests in DRA shares by Messrs Hodgkinson, Naylor and Smith, the voting power of Messrs Hodgkinson, Naylor, Smith and Dowding in DRA increased above 20%. None of the exceptions in section 611 applied and accordingly section 606 was contravened by each of Messrs Hodgkinson, Naylor and Smith.

Contraventions of section 671B

35. In contravention of section 671B, no substantial holder notices have been given disclosing:
- (a) the total combined voting power in DRA of Messrs Hodgkinson, Naylor, Smith and Dowding and their association in relation to DRA
- (b) increases in the total combined voting power in DRA of Messrs Hodgkinson, Naylor, Smith, Dowding and each Other Associated Shareholder as a result of the Voting Undertakings being entered into and

22-0407

- (c) the reduction in the total combined voting power in DRA of Messrs Hodgkinson, Naylor, Smith and Dowding after they considered that the Voting Undertakings had no further force or effect.

EFFECT

36. It appears to the Panel that:

- (a) the acquisition of control over voting shares in DRA has not taken place in an efficient, competitive and informed market and
- (b) the holders of shares in DRA do not know the identity of persons who have acquired a substantial interest in DRA.

CONCLUSION

37. 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 DRA or
 - (ii) the acquisition, or proposed acquisition, by a person of a substantial interest in DRA
- (b) in the alternative, having regard to the purposes of Chapter 6 set out in section 602
- (c) in the further alternative, because they constituted or constitute a contravention of a provision of Chapter 6 or of Chapter 6C.

38. The Panel considers that it is not against the public interest to make a declaration of unacceptable circumstances. It has had regard to the matters in section 657A(3).

DECLARATION

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



Tania Mattei
General Counsel
with authority of **Jeremy Leibler**
President of the sitting Panel
Dated 9 May 2022

[22-0408]

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

Notice of Cancellation of an Australian Financial Services Licence

TO: Adrians Partners Pty Ltd
ACN: 130 472 258 ("the Licensee")
Level 4
340 Adelaide Street
BRISBANE QLD 4000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 448308 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 17 May 2022

Signed *Gerard Mithen*.....

Gerard Mithen
A delegate of the Australian Securities and Investments Commission

[22-0409]

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

Notice of Cancellation of an Australian Financial Services Licence

TO: JRI Practice Financial Services Pty Ltd
ABN 37 611 753 247 ("the Licensee")
SE 21 168 MELBOURNE ST
NORTH ADELAIDE SA 5006

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 486661 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 17 May 2022

Signed *Gerard Mithen*

Gerard Mithen
A delegate of the Australian Securities and Investments Commission

[22-0410]

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

Notice of Cancellation of an Australian Financial Services Licence

TO: AVANT-GARDE FINANCIAL SERVICES PTY LTD
ABN 48 125 345 413 ("the Licensee")
U 5 L 607
ST KILDA RD
MELBOURNE VIC 3000

Pursuant to paragraph 915B(3)(d) of the **Corporations Act 2001**, the Australian Securities and Investments Commission hereby cancels Australian Financial Services Licence number 501110 held by the Licensee, with effect from the date on which this notice is given to the Licensee.

Dated 17 May 2022

Signed 

Gerard Mithen
A delegate of the Australian Securities and Investments Commission

22-0421

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-0421.

Commencement

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

Declaration

4. Chapter 6 of the Act applies to:
 - (a) Charter Hall Wholesale Management Limited ACN 006 765 206 as trustee of the Charter Hall PGGM Industrial Partnership No. 2 (*CHPIP*); and
 - (b) Charter Hall Holdings Pty Limited ACN 051 363 547 (*CHPIP Nominee*)

as if item 7 of section 611 of the Act were modified or varied by omitting paragraph (a) and substituting the following:

- “(a) no votes are cast in favour of the resolution by the person proposing to make the acquisition and its associates (unless the associate is a custodian, nominee, trustee, responsible entity or other fiduciary which has received a specific instruction from a third party beneficiary, who is not an associate of the person, directing the associate how to vote); and”.

Where this instrument applies

5. This instrument applies to the acquisition by CHPIP of all of the units in IPF I and CHPIP Nominee of all of the units in IPF II, where:
 - (a) IAP Securityholders are given a copy of the Explanatory Memorandum; and
 - (b) the acquisitions are approved for the purposes of item 7 of section 611 of the Act by resolutions passed at a meeting or meetings of IAP Securityholders.

Interpretation

6. In this instrument:

22-0421

Explanatory Memorandum means the explanatory memorandum and notices of meeting in connection with the Trust Schemes, which is substantially in the same form as that provided to ASIC on 18 May 2022.

IAP Security means a stapled security comprising of a unit in IPF I and a unit in IPF II.

IAP Securityholder means a holder of an IAP Security.

IPF I means Irongate Property Fund I ARSN 162 067 736.

IPF II means Irongate Property Fund II ARSN 644 081 309.

Trust Schemes means the arrangements described in the Explanatory Memorandum under which CHPIP proposes to acquire all of the units in IPF I and CHPIP Nominee proposes to acquire all of the units in IPF II, in exchange for cash consideration, where the acquisition is approved by resolutions passed at a meeting of the IAP Securityholders:

- (a) to approve amendments to the constitutions of IPF I and IPF II under subsection 601GC(1) of the Act; and
- (b) under item 7 of section 611 of the Act.

Dated this 18th day of May 2022



Signed by Ebony Jackson
as a delegate of the Australian Securities and Investments Commission

22-0426

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

Enabling legislation

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

Title

2. This instrument is ASIC Instrument 22-0426.

Commencement

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

Exemption

4. The Proponent and its Controllers do not have to comply with section 606 of the Act.

Where this instrument applies

5. This instrument applies where:
 - a) the Proponent and its Controllers acquire a relevant interest in the Shares as a result of the transfer of the Shares to the Proponent on implementation of the Court Order and pursuant to the DOCA;
 - b) on 8 April 2022, a notice informing all Shareholders of the Proceedings was served by post or by electronic mail to all Shareholders by the Deed Administrators, with such notice advising Shareholders that the Explanatory Statement and the Independent Expert's Report would be available for download and containing specific instructions as to how and where the Shareholders can access those documents; and
 - c) the Deed Administrators made available to Shareholders at the Website the following documents:
 - i. the Independent Expert's Report;
 - ii. the Explanatory Statement; and
 - iii. the Originating Process.

Interpretation

6. In this instrument:

Controllers means entities or persons who by operation of section 608 of the Act acquire a relevant interest in the Shares as a result of the Proponent acquiring a relevant interest in such Shares.

22-0426

Court Order means the order of the Supreme Court of New South Wales in the Proceedings made 16 May 2022, permitting the Deed Administrators to transfer the Shares to the Proponent under section 444GA of the Act.

Deed Administrators means Christopher Clarke Hill, David Peter McGrath, and Michael Joseph Ryan in their capacity as joint and several deed administrators of Heron pursuant to the DOCA.

DEVELOP means DEVELOP Global Limited ACN 122 180 205.

DOCA means the deed of company arrangement dated 25 February 2022 between the Deed Administrators, DEVELOP and the Heron Group.

Explanatory Statement means the Explanatory Statement dated 8 April 2022 prepared by the Deed Administrators.

Heron means Heron Resources Limited ACN 068 263 098 (Subject to Deed of Company Arrangement).

Heron Group means Heron and all of the following subsidiaries:

- (a) Tarago Operations Pty Ltd ACN 127 810 413 (Subject to Deed of Company Arrangement)
- (b) Hampton Nickel Pty Ltd ACN 100 180 498 (Subject to Deed of Company Arrangement)
- (c) Ochre Resources Pty Limited ACN 112 833 351 (Subject to Deed of Company Arrangement)
- (d) Woodlawn Mine Holdings Pty Ltd ACN 612 657 164 (Subject to Deed of Company Arrangement)
- (e) Tarago Exploration Pty Ltd ACN 115 529 112 (Subject to Deed of Company Arrangement)

Independent Expert's Report means the independent expert's report dated 6 April 2022 prepared by Deloitte Financial Advisory Pty Ltd.

Proceedings means the proceedings in the Supreme Court of New South Wales in proceeding number 90945 of 2022 commenced 30 March 2022.

Proponent means DEVELOP and/or its nominees.

Shares means all of the issued shares in Heron.

Shareholders means all of the shareholders of Heron registered in the company's share register as at 8 April 2022.

Website means <https://www.fticonsulting.com/creditors/heron-resources-limited-and-its-subsidiaries>

Dated this 19th day of May 2022



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

22-0429

**Australian Securities and Investments Commission
Corporations Act 2001 – Subsection 250PAB(4) – Exemption**

Enabling legislation

1. The Australian Securities and Investments Commission (*ASIC*) makes this instrument under subsection 250PAB(4) of the *Corporations Act 2001* (the *Act*).

Title

2. This instrument is ASIC Instrument 22-0429.

Commencement

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

Exemptions

4. Alita Resources Limited (Receivers and Managers Appointed) (Subject to Deed of Company Arrangement) ACN 147 393 735 (the *Company*) does not have to comply with the obligation to hold an annual general meeting (*AGM*) under section 250N of the Act:

(a) at least once in each calendar year; and

(b) within 5 months after the end of its financial year;

in relation to the 2022 calendar year and the Company's financial year ending 30 June 2022.

Where this instrument applies

5. This instrument applies where, as at the date of the instrument, the Company is subject to the Deed of Company Arrangement the effectuation of which is conditional upon:
 - (a) obtaining relief from section 606 of the Act from ASIC for the Deed of Company Arrangement proponent to acquire 100% of the equity in the Company; and
 - (b) obtaining relevant government approvals for the transaction from the Foreign Investment Review Board.

Conditions

6. The Company must:

22-0429

- (a) arrange for a notice explaining the relief granted by this instrument to be published both:
- (i) in a prominent place on the Company's website; and
 - (ii) in a place that is readily accessible on a website maintained by the Deed Administrators; and
- (b) have adequate arrangements in place to answer, within a reasonable period of time and without charge, any reasonable questions asked by a member of the Company about the Deed of Company Arrangement.

Interpretation:

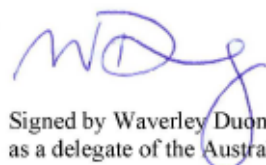
In this instrument:

Deed Administrators has the meaning given in paragraph (b) of the definition of *administrator* in section 9 of the Act.

Deed of Company Arrangement means the deed of company arrangement that was executed on 23 December 2020 appointing Mr Robert Conry Brauer and Mr Robert Michael Kirman, appointed as Joint and Several Deed Administrators.

Voluntary Administrators means Mr Robert Conry Brauer and Mr Robert Michael Kirman of McGrathNicol who were appointed joint and several administrators of the Company on 4 December 2020.

Dated 20th May 2022



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

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 twentieth day of May 2022

Name of Scheme

ARSN

HID PRIME VALUE SMA

604 436 642

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 twentieth day of May 2022

Name of Scheme

ARSN

ALTIUS BOND FUND	150 873 395
CFM IS DIVERSIFIED TRUST	608 414 026
CFM IS TRENDS TRUST	619 479 453
KINETIC EMERGING COMPANIES FUND	123 209 218

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 twentieth day of May 2022

Name of Company

ARBN

AIR AUSTRAL SA

136 104 964

PATRIZIA INSTITUTIONAL CLIENTS & ADVISORY GMBH

640 532 823

CORPORATIONS ACT 2001
Section 601CL(5)

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

Dated this twentieth day of May 2022

Name of Company

ARBN

CAMERON HUME LIMITED	610 976 675
OPENET TELECOM LIMITED	118 543 212
TPT INTERNATIONAL LIMITED	147 425 885
UNIVERSAL STUDIOS PAY TELEVISION AUSTRALIA LLC	067 665 383
UNIVERSAL STUDIOS TV1 AUSTRALIA LLC	069 247 534

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.

A.C.N. 113 332 942 LIMITED

ACN 113 332 942 will change to a proprietary company limited by shares. The new name will be A.C.N. 113 332 942 PTY LIMITED ACN 113 332 942.

AVENTUS HOLDINGS LIMITED

ACN 627 640 180 will change to a proprietary company limited by shares. The new name will be AVENTUS HOLDINGS PTY LTD ACN 627 640 180.

FIRSTFUNDS LIMITED ACN 136 394 913 will change to a proprietary company limited by shares. The new name will be FIRSTFUNDS PTY LIMITED ACN 136 394 913.

MICROBIO PTY LTD ACN 620 469 696 will change to a public company limited by shares. The new name will be MICROBIO LTD ACN 620 469 696.

SALTERNAS LTD ACN 153 123 801 will change to a proprietary company limited by shares. The new name will be SALTERNAS PTY LTD ACN 153 123 801.

SYMPHONY INTERNATIONAL SOLUTIONS LIMITED ACN 093 823 253 will change to a proprietary company limited by shares. The new name will be SYMPHONY INTERNATIONAL SOLUTIONS PTY LTD ACN 093 823 253.

WOLLONGONG COAL LIMITED

ACN 111 244 896 will change to a proprietary company limited by shares. The new name will be WOLLONGONG COAL PTY. LTD. ACN 111 244 896.

A.C.N. 126 450 271 LIMITED

ACN 126 450 271 will change to a proprietary company limited by shares. The new name will be A.C.N. 126 450 271 PTY LIMITED ACN 126 450 271.

BPS FINANCIAL LIMITED ACN 604 899 381 will change to a proprietary company limited by shares. The new name will be BPS FINANCIAL PTY LTD ACN 604 899 381.

HOME CONSORTIUM DEVELOPMENTS LIMITED ACN 635 859 700 will change to a proprietary company limited by shares. The new name will be HOME CONSORTIUM DEVELOPMENTS PTY LTD ACN 635 859 700.

RIVCOTT LIMITED ACN 165 446 837 will change to a proprietary company limited by shares. The new name will be RIVCOTT PTY LTD ACN 165 446 837.

SURVIVON LTD ACN 653 164 713 will change to a proprietary company limited by shares. The new name will be SURVIVON PTY LIMITED ACN 653 164 713.

UNITI WIRELESS LIMITED ACN 632 472 934 will change to a proprietary company limited by shares. The new name will be UNITI FIXED WIRELESS PTY LTD ACN 632 472 934.