



Quarterly Bulletin on Takeover Matters

(Second Quarter 2017)

For the benefit of Takeovers Forum members, we have compiled various information and updates relating to takeover matters extracted from the official site of each Forum members. This bulletin will be published quarterly to serve as a centralized information hub on takeover matters.

(Please click on the title of each item to go to the full write-up at the original source)

SECURITIES & FUTURES COMMISSION, HONG KONG

[TAKEOVERS BULLETIN - Issue No. 41 - June 2017](#)

The SFC's Takeovers Bulletin is a newsletter to help participants in Hong Kong's financial markets better understand the Codes on Takeovers and Mergers and Share Buy-backs.

In June 2017, the SFC highlighted the following matters in its newsletter:

- Takeovers Panel's decision concerning TVB
- Revisions to the Codes to reflect new resolution regime
- Quarterly update on the Takeovers Team's activities

[Takeovers Panel's TVB ruling on whitewash waiver and disclosure of shareholding structure](#)

10 May 2017 - The Takeovers Executive notes that the Takeovers and Mergers Panel (Panel) has ruled that a waiver of the general offer obligation (a Whitewash Waiver) should be granted, subject to conditions, in relation to a share buy-back offer which Television Broadcasts Limited (TVB) announced in January 2017.

AUSTRALIAN SECURITIES AND INVESTMENTS COMMISSION

[17-125MR Former Perth managing director sentenced to 18 months' jail for insider trading](#)

28 April 2017 - Mr Noske purchased shares in the target company while he was being consulted by the Managing Director of LNG Limited on some aspects of that company's proposed takeover of fellow ASX-

listed WestSide Corporation. The price of WestSide Corporation Limited shares increased by nearly 60% following the announcement of the proposed takeover.

17-121MR You could have a share in \$1.1 billion of unclaimed money

26 April 2017 - ASIC holds most of the unclaimed money from shares and other investments that people have not collected from companies. This type of unclaimed money is usually the result of a takeover and may include cash and/or shares, depending on the takeover offer.

TAKEOVERS PANEL OF AUSTRALIA

Revised Panel Fees

27 June 2017 - The fees payable for Panel applications are indexed each year from 1 July based on any increase in the Consumer Price Index, pursuant to the *Corporations (Fees) Act 2001* (Cth) and *Corporations (Fees) Regulations 2001* (Cth).

Molopo Energy Limited 01 & 02 – Orders

14 June 2017 - The Panel made a declaration of unacceptable circumstances on 30 May 2017 in relation to applications dated 11 April 2017 by ASIC and Molopo Energy Limited regarding the affairs of Molopo. The Panel considered that the involvement of Mr Nicholas Bolton (or Mr Bolton together with Mr John Patton) in Keybridge Capital Limited and Aurora Funds Management Limited gave rise to unacceptable circumstances in relation to the affairs of Molopo.

Globe Metals & Mining Limited - Panel Declines to Conduct Proceedings

4 May 2017 - The Panel has declined to conduct proceedings on an application received on 26 April 2017 from Ao-Zhong International Mineral Resources Pty Ltd in relation to the affairs of Globe Metals & Mining Limited. The application concerned circumstances surrounding the passing of certain resolutions at the annual general meeting of Globe held on 18 November 2013. The Panel had some concerns about Globe's item 7 approval at the 2013 annual general meeting being passed on a show of hands. However, given the lateness of the application, the Panel considered that it would be difficult to investigate the allegations and provide suitable remedies if unacceptable circumstances were found. The Panel considered that there was no reasonable prospect that it would make a declaration of unacceptable circumstances and accordingly, the Panel declined to conduct proceedings.

MEC Resources Limited - Panel Declines to Conduct Proceedings

21 April 2017 - The Panel has declined to conduct proceedings on an application dated 10 April 2017 from Grandbridge Limited, Trandcorp Pty Ltd and Mr David Breeze in relation to the affairs of MEC Resources Limited. The application concerned (among other things) the potential effect on control (including a potential dilution of the applicants' voting power) resulting from MEC Resources' 1 for 2 non-renounceable rights issue.

Multiplex Prime Property Fund 05 – Panel Publishes Reasons

11 April 2017 - The Panel today published the reasons for its decision on an application dated 13 March 2017 from Australian Style Holdings Pty Ltd. The application related to the variation of undertakings given by Australian Style Investments Pty Ltd (now known as ACN 109 510 198 Pty Ltd (in liquidation)) in previous Panel proceedings in relation to the affairs of Multiplex Prime Property Fund (now known as Brookfield Prime Property Fund).

Spotless Group Holdings Limited - Panel Declines to Conduct Proceedings

10 April 2017 - The Panel has declined to conduct proceedings on an application dated 31 March 2017 from Spotless Group Holdings Limited in relation to its affairs. Spotless is currently the subject of an off-market takeover bid from Downer EDI Services Pty Ltd. Following discussions with the Panel and ASIC, Downer EDI has agreed to provide additional disclosure in a replacement bidder's statement, in particular in relation to clarifying the operation of withdrawal rights for accepting Spotless shareholders while the bid is conditional. The Panel concluded there was no reasonable prospect that it would make a declaration of unacceptable circumstances. Accordingly, the Panel declined to conduct proceedings.

NEW ZEALAND TAKEOVERS PANEL

Code Word – Number 44 (27 June 2017)

- Cost disputes now to be determined by the Panel
- Call scripts, shareholder presentations, slides and other information published or sent to offerees - a reminder to the market
- Date of target company statement
- Recent application and interpretation of rules 42A and 42B
- Guidance Notes have been updated
- Class exemption notice has been updated

Panel issues its Statement of Intent for 2017/2018

13 June 2017 - The Takeovers Panel presents its Statement of Intent for the period from 1 July 2017 to 30 June 2021, which includes a description of the Panel's strategic plan for the four year period and the three outcomes that the Panel contributes to: an efficient takeovers market, reduced transaction costs for investors and increased confidence in the integrity of the takeovers market.

Panel issues its Statement of Performance Expectations for 2017/2018

13 June 2017 - The Takeovers Panel presents its Statement of Performance Expectations which includes a description of the intended achievements for the four output classes identified to measure its service performance.

Takeovers Code (Rangatira Limited) Exemption Notice 2017

23 May 2017 - The Takeovers Panel issues the Takeovers Code (Rangatira Limited) Exemption Notice 2017 which applies to acts or omissions occurring on or after 31 July 2017 and expires on 31 July 2022, in relation to Rangatira Limited's buyback proposal.

Panel issues the Guidance Note on the Process for Costs Reimbursements under the Takeover Act 1993

2 May 2017 - The Guidance Note on the Process for Cost Reimbursements under the Takeover Act 1993 includes the replacement of Rule 49 with new sections 48-53 of the Takeovers Act which transfers to the Panel the role of primary adjudicator of reimbursement disputes.

Takeovers Code (Wellington Drive Technologies Limited) Exemption Notice 2017

10 April 2017 - The Takeovers Panel issues the Takeovers Code (Wellington Drive Technologies Limited) Exemption Notice 2017 which applies to acts or omissions occurring on or after 1 May 2017 and expires on 31 August 2017, in relation to NZX Limited's conversion of non-voting mandatory convertible preference shares to ordinary shares in Wellington Drive Technologies Limited on 19 May 2017.

Panel Recommends changes to the Takeovers Code – Press Release

3 April 2017 - The Takeovers Panel has recommended to the Minister of Commerce & Consumer Affairs, the Hon Jacqui Dean, that a number of amendments to be made to the Takeovers Code. The purpose of the amendments is to raise the threshold at which companies are required to comply with the Code, to improve the efficiency of the Code, and to improve disclosures to shareholders of Code companies. Raising the threshold means that companies with less than \$30 million of total assets and with less than \$15 million of revenue would no longer be subject to the Code.