



Quarterly Bulletin on Takeovers Matters

(Second Quarter 2018)

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 member. 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. 45 - June 2018](#)

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 its June 2018 issue, the following matters were highlighted:

- Consultation conclusions on Codes amendments and related changes
- New note to section 4.2 of the Introduction
- Cold shoulder order imposed on Chan Shing for breach of mandatory offer requirement
- Quarterly update on the activities of the Takeovers Team

TAKEOVERS PANEL OF AUSTRALIA

[Finders Resources Limited - Declaration of unacceptable circumstances](#)

27 June 2018 - The Panel, Ian Jackman SC, Ron Malek (sitting President) and David Williamson, affirmed the initial Panel's decision to make a declaration of unacceptable circumstances in relation to the affairs of Finders Resources Limited, but (by a 2:1 decision) set aside the initial Panel's orders and substituted new orders. The Panel considered that the facts of this case left considerable room for reasonable minds to differ on the interaction and effects of the unacceptable circumstances and the application to them of "truth in takeovers" principles. On the majority's views on such matters, it was not open to them to make the same orders as the initial Panel, even though they fully agreed with the declaration.

GN 17 Rights Issues - Public consultation response statement

27 June 2018 - On 23 February 2018, the Takeovers Panel released a Consultation Paper seeking public comments on proposed amendments to Guidance Note 17: Rights issues. Comments on the Consultation Paper were due by 6 April 2018. The Panel received submissions from ASIC, Gilbert + Tobin, Herbert Smith Freehills and Johnson Winter & Slattery and the Law Council. The Panel thanks the respondents for their comments. Consistent with the Panel's published policy on responding to submissions, this statement sets out the Panel's response to the public consultation.

Caravel Minerals Limited - Panel declines to conduct proceedings

15 May 2018 - The Panel, Chelsey Drake, Elizabeth Hallett and Tony Osmond (sitting President), declined to conduct proceedings on a review application by Caravel Minerals Limited in relation to the affairs of Caravel Minerals Limited. The application (and review application) concerned allegations of association between shareholders of Caravel who had requisitioned a general meeting pursuant to s249D to replace directors of Caravel and between the requisitioning shareholders and other shareholders. The review Panel agreed with the initial Panel's decision not to make a declaration of unacceptable circumstances and considered that there was no reasonable prospect that it would come to a different conclusion if it conducted proceedings.

Finders Resources Limited - Declaration of unacceptable circumstances

9 May 2018 - The Panel, Yasmin Allen, Stephanie Charles and Karen Evans-Cullen (sitting President), made a declaration of unacceptable circumstances in relation to the affairs of Finders Resources Limited. Finders was subject to an off market takeover bid by Eastern Field Developments Limited. The application concerned Finders making a statement that Taurus Funds Management Pty Ltd (a manager of two vehicles who, together, hold a substantial holding in Finders) would not accept the bid and aggregating Taurus's statement with rejection statements made by two of the independent directors of Finders and other Finders shareholders. Subsequently Taurus and the two independent directors accepted the bid. The Panel declared the circumstances involving Taurus's acceptance of the bid and Finders authorising the solicitation of other rejection statements unacceptable. The Panel made orders including cancelling Taurus's acceptance of the bid and providing withdrawal rights for Finders shareholders who accepted the bid on or after 20 March 2018.

Caravel Minerals Limited - Panel declines to make declaration

3 May 2018 - The Panel, Rodd Levy (sitting President), Denise McComish and Bruce McLennan, declined to make a declaration of unacceptable circumstances in relation to the affairs of Caravel Minerals Limited. The application concerned allegations of association between shareholders of Caravel who had requisitioned a general meeting pursuant to s249D to replace directors of Caravel and between the requisitioning shareholders and other shareholders. The Panel was not satisfied that there was sufficient material to establish such associations or, if there was an association among some of the requisitioning shareholders, that the circumstances were unacceptable.

Auris Minerals Limited - Panel declines to conduct proceedings

17 April 2018 - The Panel, Tracey Horton AO, Richard Hunt (sitting President) and Bill Koeck, declined to conduct proceedings on an application by Auris Minerals Limited in relation to its affairs. The application concerned alleged association between several shareholders in the context of a requisitioned general meeting and the accuracy of substantial holding notices. The Panel considered that there was no reasonable prospect that it would declare the circumstances unacceptable.

Finders Resources Limited - Panel declines to conduct proceedings

9 April 2018 - The Panel, Stephanie Charles, Karen Evans-Cullen (sitting President) and Sharon Warburton, declined to conduct proceedings on an application by Eastern Field Developments Limited in relation to the affairs of Finders Resources Limited. The application concerned disclosure in Finders' target's statement (including the accompanying independent expert's report) in relation to Eastern Field's bid for Finders. The Panel considered that there was no reasonable prospect that it would declare the circumstances unacceptable.

AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION

Lodging fundraising and takeover documents electronically

29 June 2018 - ASIC approved an instrument, ASIC Corporations (Email Lodgement Service) Instrument) to facilitate the electronic lodgement of documents that have historically been provided to the Corporations team in hard copy. Documents relating to fundraising, takeovers, schemes of arrangement and related party transactions can now be lodged electronically.

18-093MR Queensland lawyer charged with misleading investigation

6 April 2018 – Following an ASIC investigation, Queensland lawyer Ms Mary-Anne Greaves, 52, of Mount Sheridan, appeared before the Brisbane Magistrates' Court on 6 April 2018 charged with three counts of giving false or misleading information to ASIC during an examination under oath in June 2016. The examination of Ms Greaves was part of an investigation being conducted by ASIC into a takeover bid made in 2015 by G8 Education Limited for Affinity Education Group Limited.

18-094MR Queensland man charged with misleading ASIC investigation

6 April 2018 – Following an ASIC investigation, Mr David Justin Burke, 59, of Natural Bridge in Queensland, appeared before the Brisbane Magistrates' Court on 6 April 2018 charged with five counts of giving false or misleading information to ASIC during an examination under oath in March and June 2016. The examination of Mr Burke was part of an investigation being conducted by ASIC into a takeover bid made in 2015 by G8 Education Limited for Affinity Education Group Limited.

18-095MR Clive Palmer and his company Palmer Leisure Coolum charged over breaches of takeover law

6 April 2018 – Following an ASIC investigation, Mr Clive Frederick Palmer, 63, of Broadbeach Waters in Queensland, has been charged with breaching takeover law arising from a proposed takeover of The President's Club Ltd (TPC). Palmer Leisure Coolum Pty Ltd (Palmer Leisure Coolum), previously known as Queensland North Australia Pty Ltd, has also been charged over the proposed takeover. ASIC alleges that in April 2012 PLC publicly proposed to make a takeover bid for securities in TPC but subsequently did not make an offer for those securities within two months, as required under section 631(1) of the Corporations Act 2001. Mr Palmer, a director of Palmer Leisure Coolum, has been charged with contravening section 631(1) - through the operation of section 11.2 of the Criminal Code - for aiding, abetting, counselling or procuring the company to commit that offence.

NEW ZEALAND TAKEOVERS PANEL

Independent Expert Call for Proposals – Chow Group Limited

28 June 2018 - The Takeovers Panel seeks expressions of interest from relevant persons who wish to be considered for appointment as an independent expert to determine the fair and reasonable value of shares in Chow Group Limited for the purpose of the compulsory acquisition provision under the Takeovers Code.

Statement of Performance Expectations 2018/2019

27 June 2018 - The Takeovers Panel issues the Statement of Performance Expectations for 2018/2019.

High Court Delivers Ruling on Reimbursement of Abano Takeover Expenses

1 May 2018 – The High Court delivered a ruling on the reimbursement of expenses related to the unsuccessful partial takeover attempt of Abano Healthcare by Healthcare Partners on 27 April 2018.