

Reprint

as at 6 November 2008

Takeovers Code (Pen Investments Limited) Exemption Notice 2007

(SR 2007/2)

Takeovers Code (Pen Investments Limited) Exemption Notice 2007: revoked (after expiring on 18 January 2008), on 6 November 2008, by clause 3 of the Regulations Revocation Order 2008 (SR 2008/367).

Takeovers Code (Pen Investments Limited) Exemption Notice 2007: expired, on 18 January 2008, by clause 3.

Pursuant to section 45 of the Takeovers Act 1993, the Takeovers Panel gives the following notice (to which is appended a statement of reasons of the Takeovers Panel).

Contents

	Page
1 Title	2
2 Application	2
3 Expiry	2
4 Interpretation	2
5 Exemption	2

Note

Changes authorised by section 17C of the Acts and Regulations Publication Act 1989 have been made in this eprint.

A general outline of these changes is set out in the notes at the end of this eprint, together with other explanatory material about this eprint.

This notice is administered by the Takeovers Panel.

1 Title

This notice is the Takeovers Code (Pen Investments Limited) Exemption Notice 2007.

2 Application

This notice applies to acts or omissions occurring on or after 17 January 2007.

3 Expiry

This notice expires on the close of 17 January 2008.

4 Interpretation

(1) In this notice, unless the context otherwise requires,—

Act means the Takeovers Act 1993

Code means the Takeovers Code approved by the Takeovers Code Approval Order 2000 (SR 2000/210)

St John parcel means a parcel of 1 000 ordinary shares and 1 mortgage bond issued by St John Balanced Property Fund Limited.

(2) Any term or expression that is defined in the Act or the Code and used, but not defined, in this notice has the same meaning as in the Act or the Code.

5 Exemption

Pen Investments Limited is exempted from rule 22 of the Code in respect of an offer made or to be made by Pen Investments Limited for all of the St John parcels.

Dated at Wellington this 19th day of January 2007.

The Common Seal of the Takeovers Panel was affixed in the presence of:

[Seal]

David J Quigg,

Member.

Statement of reasons

This notice applies to acts or omissions occurring on or after 17 January 2007 and expires on 17 January 2008.

The Takeovers Panel has exempted Pen Investments Limited (**Pen Ltd**) from compliance with rule 22 of the Takeovers Code.

Rule 22 of the Code provides (among other things) that, if rule 8(4) of the Code applies, an offeror must obtain a report from an independent adviser certifying that, in the adviser's opinion, rule 8(4) has been complied with. Rule 8(4) applies if non-voting securities are included in a full offer and provides that the consideration and terms offered for non-voting securities must be fair and reasonable in comparison with the consideration and terms offered for voting securities. The exemption applies to a proposed takeover offer by Pen Ltd for all of the parcels of shares and mortgage bonds issued by St John Balanced Property Fund Limited (**St John**).

The shares and mortgage bond that make up each relevant parcel cannot be transferred independently of each other. The consideration proposed to be offered by Pen Ltd is related to each parcel and does not distinguish between the components of the parcel.

The exemption from rule 22 of the Code in respect of the offer means that Pen Ltd does not have to obtain a report from an independent adviser certifying that the terms and conditions offered for the shares in each parcel are fair and reasonable in comparison to the terms and conditions offered for the mortgage bond in each parcel.

The Panel considers that it is appropriate to grant the exemption because—

- all security holders in St John to whom the offer is being made hold a parcel or parcels of shares and mortgage bonds that cannot be separated and these shares and mortgage bonds do not have a value that is independent of the value of the parcel of which they form part; and
- those security holders cannot decide to sell only the shares or only the mortgage bonds that the security holder holds.

The Panel considers that the exemption from rule 22 of the Code is consistent with the objectives of the Code because it will not result in shareholders being treated unfairly or being prevented from ultimately deciding for themselves the merits of the offer.

Takeovers Code (Pen Investments Limited) Reprinted as at
Exemption Notice 2007 6 November 2008

Issued under the authority of the Acts and Regulations Publication Act 1989.
Date of notification in *Gazette*: 25 January 2007.

Contents

- 1 General
 - 2 About this eprint
 - 3 List of amendments incorporated in this eprint (most recent first)
-

Notes

1 *General*

This is an eprint of the Takeovers Code (Pen Investments Limited) Exemption Notice 2007. It incorporates all the amendments to the notice as at 6 November 2008. The list of amendments at the end of these notes specifies all the amendments incorporated into this eprint since 4 September 2007. Relevant provisions of any amending enactments that contain transitional, savings, or application provisions are also included, after the Principal enactment, in chronological order.

2 *About this eprint*

This eprint has not been officialised. For more information about officialisation, please see “Making online legislation official” under “Status of legislation on this site” in the About section of this website.

3 *List of amendments incorporated in this eprint (most recent first)*

Regulations Revocation Order 2008 (SR 2008/367): clause 3
Takeovers Code (Pen Investments Limited) Exemption Notice 2007 (SR 2007/2): clause 3
