



Thursday, 7 June 2007

Golden Circle Limited - Panel Receives Application

The Takeovers Panel advises that it received an application on Tuesday 5 June 2007 from Golden Circle Limited (**Golden Circle**), in relation to an offer to Golden Circle shareholders by Merim Pty Ltd (**Merim**).

Golden Circle's application relates to an offer made by Merim to acquire all of the shares of Golden Circle shareholders but subject to Merim acquiring a maximum of 3 million shares (approximately 3.46% of the Golden Circle shares on issue) (**Offer**).

Golden Circle submits that the Offer is deficient in that:

- (a) the cap of 3 million shares may be increased by Merim at its discretion;
- (b) the Offer is made on a "first come first served" basis; and
- (c) Merim has not provided Golden Circle shareholders with sufficient information for them to assess the merits of the Merim Offer.

Golden Circle also submits that Golden Circle shareholders do not all have a reasonable and equal opportunity to participate in any benefits accruing to the shareholders under Merim's Offer.

Golden Circle seeks a declaration of unacceptable circumstances, interim orders requiring Merim to issue corrective disclosure material, and final orders requiring Merim to prepare and issue a replacement offer that complies with the principles of Chapter 6 of the Corporations Act.

The Panel has not decided whether to conduct proceedings in relation to the application and makes no comment on the merits of the application.

The President of the Panel is appointing a sitting Panel to consider the application

Nigel Morris
Director, Takeovers Panel
Level 47, 80 Collins Street
Melbourne, VIC 3000
Ph: +61 3 9655 3501
nigel.morris@takeovers.gov.au