



Australian Government

Takeovers Panel

MEDIA RELEASE

No: 64/2010

Wednesday, 3 November 2010

Gladstone Pacific Nickel Limited - Panel Declines to Conduct Proceedings and Publishes Reasons

The Panel has declined to conduct proceedings on an application dated 25 October 2010 from RAB Special Situations (Master) Fund Limited in relation to the affairs of Gladstone Pacific Nickel Limited. The application concerned alleged information deficiencies in the target's statement (as amended) in relation to the off-market takeover offer for Gladstone Pacific by QNI Resources Pty Ltd (see [TP 10/62](#)).

The Panel did not consider that the relevant director's recommendation was misleading or unreasonable in the circumstances. In all of the facts of this case, the Panel did not consider that the description of the director as "independent" was sufficient to declare unacceptable circumstances, despite the Panel's reservations as to whether it was accurate.

The Panel also considered that there was no reasonable prospect that it would find unacceptable circumstances in relation to the omission of information from the amended target's statement about a potential claim against one of the Gladstone Pacific directors (and the ultimate owner of QNI, the bidder). This was because, among other things, the supplementary target's statement referred to the relevant disclosure in the original target's statement about the potential claim and outlined the reason for the deletion, and in doing so drew shareholders' attention to it.

Accordingly, the Panel declined to conduct proceedings.

The sitting Panel was Kathleen Farrell (sitting President), Francesca Lee and Anthony Sweetman.

The Panel's reasons can be found on the Panel's website at www.takeovers.gov.au.

Allan Bulman
Director, Takeovers Panel
Level 10, 63 Exhibition Street
Melbourne VIC 3000
Ph: +61 3 9655 3597
allan.bulman@takeovers.gov.au