

## ASX Announcement

24 May 2019

### Oceania Capital Partners announces voluntary delisting and off-market share buy-back

Oceania Capital Partners Limited (ASX: OCP) (**the Company**) announces its intention to delist from the Australian Securities Exchange (**ASX**) (**Delisting**) and undertake an off-market equal access share buy back (**Buy Back**). These proposals will be put forward for shareholder approval at a general meeting to be held on 25 July 2019.

The Delisting is considered by the Company's Board (**Board**) to be in the best interests of the Company in light of the low levels of trading liquidity of the Company's shares on ASX and other factors which have led the Board to conclude that the costs and administrative burden of remaining listed on ASX outweigh any benefits of a continued listing.

The Buy Back will provide shareholders with the opportunity to realise some or (subject to the cap on the Buy Back, described below) all of their investment in the Company prior to Delisting.

Further details of these proposals and an indicative timetable are provided below. These proposals will also be more fully detailed in a Notice of Meeting and Explanatory Statement (**Notice of Meeting**) which will be accompanied by an Independent Expert's Report with respect to the Buy Back, and will be despatched to shareholders in due course.

An Appendix 3C in respect of the Buy Back is attached to this announcement.

## Delisting

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The Company has formally applied to ASX requesting that ASX remove the Company from the official list of ASX (**Official List**) pursuant to ASX Listing Rule 17.11.

The key reasons for seeking to be removed from the Official List are:

- **Low levels of trading liquidity** – Trading in the Company's shares is limited, both in frequency and volume, with most trading undertaken by directors and management. The low level of liquidity has resulted in limited trading opportunities for shareholders who wish to exit their holdings.
- **Concentrated shareholdings** – The largest shareholder holds around 60% of the issued shares, directors and management hold around 18% of the issued shares and the top 20 shareholders hold over 93% of the issued shares. Given the current and likely future levels of concentration of shareholdings and shareholder spread, an orderly and liquid market is unlikely.
- **Other considerations** - Of the 582 shareholders, approximately 170 hold a small holding (shareholding of \$500 or less). The Company does not have any requirement to raise capital either currently or in the foreseeable future. The Company's investing targets are small to mid-sized businesses which often operate in competitive environments and are generally concerned with the ASX disclosure obligations concomitant with being owned by an ASX listed entity.

The ASX has granted the Company's request to be removed from the Official List pursuant to Listing Rule 17.11, subject to compliance with the following conditions:

- (a) the Company's removal from the Official List is approved by a special resolution of the ordinary shareholders of the Company;

- (b) the notice of meeting seeking shareholder approval for the Company's removal from the Official List must include a statement, in form and substance satisfactory to ASX, setting out:
  - (i) that the removal will take place no earlier than one month after approval is granted;
  - (ii) the time and date at which the Company will be removed from ASX if that approval is given;
  - (iii) that if shareholders wish to sell their shares on ASX, they will need to do so before the Company is removed from the Official List; and if they do not, details of the processes that will exist after the Company is removed from the Official List to allow a shareholder to dispose of their holdings and how they can access those processes;
  - (iv) include, to ASX's satisfaction, information prescribed in section 2.11 of ASX Guidance Note 33; and
  - (v) details of the Buy Back, including the nominated timeframe by which the Buy Back will be undertaken; and
- (c) the Company releases the full terms of ASX's decision to the market upon making a formal application to ASX to remove the Company from the Official List (which the Company has done by making this announcement).

The consequences for the Company and its shareholders if the Company is removed from the Official List will be detailed in the Notice of Meeting and include:

- (a) shareholders will no longer be able to trade their shares on ASX;
- (b) the Company's shares will only be capable of being traded by off-market, private transactions, which will require shareholders to identify and agree terms with potential purchasers of shares;
- (c) as an unlisted company, the Company will not have the ability to raise capital from the issue of securities by means of limited disclosure fundraising documents, therefore the main means for the Company (as an unlisted company) to raise equity funds will be by way of an offer of securities pursuant to a full form prospectus or by way of placement to sophisticated and other investors who do not require a prospectus;
- (d) if, following Delisting and the completion of the Buy Back, the Company has 100 or more Shareholders, it will be an "unlisted disclosing entity" under the Corporations Act;
- (e) as an unlisted disclosing entity, the Company will still be required to give continuous disclosure of material matters in accordance with the Corporations Act by filing notices with ASIC under section 675 of the Corporations Act and the Company will still be required to lodge annual audited and half-yearly financial statements in accordance with the requirements of the Corporations Act, however if the Company ceases to be an unlisted disclosing entity there will be no ongoing requirement for the Company to give continuous disclosure of material matters under section 675 or lodge half-yearly financial statements reviewed by an auditor but as a public company it will continue to be required to lodge annual audited financial statements.

As noted above, following Delisting, the Company's shares will no longer be able to be traded on ASX and it will be more difficult for a shareholder to dispose of their shares. The Buy Back, outlined below, will give all shareholders the opportunity to realise some or (subject to the cap on the Buy Back, described below) all of their investment in the Company. In addition, shareholders will be able to trade their shares on ASX until the Suspension Date noted in the indicative timetable below. After the Suspension Date, shareholders wishing to trade their shares will be entitled to transfer their shares off-market to a willing third party purchaser in accordance with the Company's constitution.

If a shareholder of the Company considers the Delisting to be contrary to the interests of the shareholders of the Company as a whole or oppressive to, unfairly prejudicial to, or unfairly discriminatory against a shareholder or shareholders, it may apply to the court for an order under Part 2F.1 of the Corporations Act. Under section 233 of the Corporations Act, the court can make any order that it considers appropriate in

relation to the Company, including an order that the Company be wound up or an order regulating the conduct of the Company's affairs in the future.

If a shareholder of the Company considers that the Delisting involves "unacceptable circumstances", it may apply to the Takeovers Panel for a declaration of unacceptable circumstances and other orders under Part 6.10 Division 2 Subdivision B of the Corporations Act (refer also to *Guidance Note 1: Unacceptable Circumstances* issued by the Takeovers Panel). Under section 657D of the Corporations Act, if the Takeovers Panel has declared circumstances to be unacceptable, it may make any order that it thinks appropriate to protect the rights or interests of any person or group of persons, where the Takeovers Panel is satisfied that those rights or interests are being affected, or will be or are likely to be affected, by the circumstances.

The Delisting is subject to shareholder approval (as a special resolution at the general meeting to be held on 25 July 2019). Further details relating to the Delisting, including potential advantages and disadvantages for shareholders, will be included in the Notice of Meeting which will be despatched to shareholders in due course. All shareholders will be entitled to vote on the resolution.

## Buy Back

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Key features of the proposed Buy Back are:

- **Size of Buy Back** – The Company has capped the total funds available for the Buy Back at \$24,311,000, which equates to 10,570,000 shares (comprising approximately 30% of the issued capital of the Company).
- **Buy Back Price** – The Buy Back Price is \$2.30 per share, representing a 13.3% premium to the 30 day VWAP of \$2.03.<sup>1</sup> In determining the Buy Back Price, the Board has sought to balance the interests of those shareholders who wish to participate in the Buy Back with those shareholders who wish to retain their shares. The Board has also sought to ensure that the Company remains properly funded to continue its activities as may be required.
- **Scale back** - If the number of shares which shareholders have elected to participate in the Buy Back exceeds 10,570,000 shares, the number of shares bought back from each participating shareholder will be reduced by the same proportion to ensure that the Company does not buy back in excess of 10,570,000 shares in aggregate under the Buy Back.

Shareholders who are listed on the Company's share register on the Buy Back Record Date (expected to be 7.00pm (Sydney time) on 31 July 2019) will be eligible to participate in the Buy Back (**Eligible Shareholders**). On receipt of the Buy Back documents (including an Opt-Out Election Form) from the Company, Eligible Shareholders will have three choices in relation to the Buy Back:

- (a) participate in the Buy Back in respect of all of their shares, in which case they do not need to take any action;
- (b) sell some of their shares, by completing and returning the Opt-Out Election Form in accordance with the instructions on the form;
- (c) retain all of their shares, by completing and returning the Opt-Out Election Form in accordance with the instructions on the form.

Further details of the Buy Back, including potential advantages and disadvantages for shareholders, will be included in the Notice of Meeting which will be despatched to shareholders in due course and which will be accompanied by an Independent Expert's Report. All shareholders will be entitled to vote on the resolution.

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<sup>1</sup> The volume weighted average price (**VWAP**) per Share over the 30 day period to 23 May 2019 (being the date immediately preceding the date of this announcement).

## Indicative timetable

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The indicative timetable for the proposed Delisting and Buy Back is set out below. Subject to the Corporations Act and ASX Listing Rules, the Company reserves the right to amend the indicative timetable without prior notice to shareholders.

Event	Date
Proxy cut off time	10.00am (Sydney time) 23 July 2019
General Meeting	25 July 2019
Ex-Entitlement Date for the Buy Back (shares quoted on an ex-entitlement basis)	30 July 2019
Buy Back Record Date	7.00pm (Sydney time) 31 July 2019
Despatch of Buy Back documents	5 August 2019
Opt-Out Period opens	5 August 2019
Opt-Out Election Cut-Off Date - Opt-Out Period closes	5 September 2019
Announcement of the outcome of the Buy Back and details of any scale back	6 September 2019
Transfer to the Company of shares bought back and cancellation of those shares	6 September 2019
Payment of cash consideration	As soon as practicable after 6 September 2019, anticipated to be 13 September 2019
Suspension Date (date on which shares are suspended from trading on ASX) (subject to shareholder approval))	6 September 2019
Delisting Date (date on which Delisting is expected to take effect)	Close of trading on 9 September 2019

For further information, please contact:

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Oceania Capital Partners Limited  
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# Appendix 3C

## Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Oceania Capital Partners Limited	111 554 360

We (the entity) give ASX the following information.

### Information about buy-back

1	Type of buy-back	Off-market equal access
2	<sup>+</sup> Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the <sup>+</sup> class on issue	35,231,572
6	Whether shareholder/unitholder approval is required for buy-back	Yes
7	Reason for buy-back	The buy back is being undertaken to provide shareholders with the opportunity to realise some or (subject to the cap on the buy back, described below) all of their investment in the company prior to the company's proposed delisting from the official list of the ASX.

<sup>+</sup> See chapter 19 for defined terms.

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|---|--|---|
| 8 | Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid) | A Notice of Meeting and explanatory statement (including an independent expert's report) will be lodged with ASX on or around 21 June 2019 and despatched to shareholders shortly thereafter.<br>If shareholders approve the buy back at the general meeting to be held on 25 July 2019, the buy back offer document (and opt-out election form) will be despatched to shareholders on or around 5 August 2019. |
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### On-market buy-back

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|----|---|-----|
| 9  | Name of broker who will act on the company's behalf   | N/A |
| 10 | Deleted 30/9/2001.  | N/A |
| 11 | If the company/trust intends to buy back a maximum number of shares - that number<br><br><small>Note: This requires a figure to be included, not a percentage.</small>                        | N/A |
| 12 | If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention | N/A |
| 13 | If the company/trust intends to buy back shares/units if conditions are met - those conditions  | N/A |

### Employee share scheme buy-back

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|----|---|-----|
| 14 | Number of shares proposed to be bought back | N/A |
|----|---|-----|

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<sup>+</sup> See chapter 19 for defined terms.

15 Price to be offered for shares

### Selective buy-back

16 Name of person or description of class of person whose shares are proposed to be bought back

17 Number of shares proposed to be bought back

18 Price to be offered for shares

### Equal access scheme

19 Percentage of shares proposed to be bought back

20 Total number of shares proposed to be bought back if all offers are accepted

21 Price to be offered for shares

22 <sup>+</sup>Record date for participation in offer   
Cross reference: Appendix 7A, clause 9.

## Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

*or, for trusts only:*

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.

2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:



Date: 24 May 2019

Print name: Lionel Baldwin (Company Secretary)

<sup>+</sup> See chapter 19 for defined terms.