



ASX Announcement – 30 December 2016

WHSP announces proposal to acquire Hunter Hall International Limited

- WHSP has entered into an agreement to acquire 19.9% of the shares in Hunter Hall International Limited from Peter Hall
- Peter Hall is Hunter Hall International Limited's largest shareholder controlling 43.95% of the company
- Peter Hall has informed WHSP that he intends to accept WHSP's offer for his remaining shareholding of 24.05% in the absence of a superior proposal
- WHSP will provide a sound management solution and stability for investors in funds managed by Hunter Hall
- The proposal is to be effected by way of an off-market takeover offer and is subject only to limited conditions

Washington H. Soul Pattinson and Company Limited (WHSP, ASX: SOL) announces a proposal to acquire all of the outstanding Hunter Hall International Limited (Hunter Hall, ASX: HHL) shares not already owned by WHSP for \$1.00/share (**Offer**).

The proposal is to be effected by way of an all cash off-market takeover bid. The cash consideration will be funded from WHSP's existing cash reserves. The conditions of the offer are detailed in Annexure A.

WHSP's Managing Director Todd Barlow said: "Following the acquisition of 19.9% from Peter Hall and if the Offer is successful, WHSP will be pleased to be the next custodian of Hunter Hall. We believe that WHSP can work

with the board and management of Hunter Hall to provide a sound management solution and minimal disruption for investors in funds managed by Hunter Hall. WHSP has a long and impressive history in generating positive investment returns and will apply these skills and experience for investors in funds managed by Hunter Hall.”

WHSP will retain all rights to any dividend or other distribution payable after the date of this announcement and may deduct the value of any such dividend or distribution from the Offer price.

WHSP's bidder's statement is expected to be lodged with ASIC within two weeks and will be sent to Hunter Hall shareholders as soon as practicable after that time.

About WHSP

WHSP is an Australian public company that listed on the Australian Stock Exchange in 1903 and has a market capitalisation of \$3.6 billion. WHSP is a patient and value oriented investment house with investments in a diverse portfolio of assets across a range of industries. Further information on WHSP can be found at www.whsp.com.au

For further information contact:

Todd Barlow (02) 9232 7166

ANNEXURE A

1. OFFER PRICE

The Purchaser intends to offer A\$1.00 for each fully paid ordinary share (**Share**) in Hunter Hall International Limited (**Target**)

2. CONDITIONS

The Offer will be subject to the following conditions:

- (a) **(No Prescribed Occurrences)** None of the following events occurs (each a '**Prescribed Occurrence**') during the period beginning on the date the bidder's statement is given to the Target and ending at the end of the offer period under the Takeover Bid:
- (i) the Target converts all or any of its Shares into a larger or smaller number of shares;
 - (ii) the Target or a subsidiary of the Target resolves to reduce its share capital in any way;
 - (iii) the Target or a subsidiary of the Target:
 - (A) enters into a buy-back agreement; or
 - (B) resolves to approve the terms of a buy-back agreement under section 257C(1) or 257D(1) of the *Corporations Act 2001* (Cth);
 - (iv) the Target or a subsidiary of the Target issues shares, or grants an option over its shares, or agrees to make such an issue or grant such an option other than the issue of shares on the exercise of any options that are on issue as at the date of announcement of the bid;
 - (v) the Target or a subsidiary of the Target issues, or agrees to issue, convertible notes;
 - (vi) the Target or a subsidiary of the Target disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;
 - (vii) the Target or a subsidiary of the Target charges, or agrees to charge, the whole, or a substantial part, of its business or property;
 - (viii) the Target or a subsidiary of the Target resolves to be wound up;
 - (ix) a liquidator or provisional liquidator of the Target or of a subsidiary of the Target is appointed;
 - (x) a court makes an order for the winding up of the Target or of a subsidiary of the Target;
 - (xi) an administrator of the Target, or of a subsidiary of the Target, is appointed under section 436A, 436B or 436C of the *Corporations Act 2001* (Cth);

- (xii) the Target or a subsidiary of the Target executes a deed of company arrangement; or
 - (xiii) a receiver, a receiver and manager, or other controller (as defined in the *Corporations Act 2001* (Cth)) is appointed in relation to the whole, or a substantial part, of the property of the Target or of a subsidiary of the Target.
- (b) **(No prescribed occurrences between announcement and service)** None of the events listed in sub-paragraphs (i) to (xiii) of paragraph (a) happens during the period beginning on the date of the announcement of the Offer (**Announcement Date**) and ending at the end of the day before the bidder's statement is given to the Target.
- (c) **(Conduct of business)** Neither the Target nor a subsidiary of the Target undertaking any of the following, without the written consent of the bidder:
- (i) declaring, or distributing any dividend, bonus or other share of its profits or assets;
 - (ii) making any changes in its constitution or passing any special resolution;
 - (iii) giving or agreeing to give any encumbrance over any of its assets other than in the ordinary course of business;
 - (iv) borrowing or agreeing to borrow any money (except for temporary borrowing from its bankers in the ordinary course of business);
 - (v) releasing, discharging or modifying any substantial obligation to it of any person, firm or corporation or agreeing to do so;
 - (vi) entering or agreeing to enter into any contract of service or varying or agreeing to vary any existing contract of service with any director, manager or fund manager, or paying or agreeing to pay any retirement benefit or allowance to any director, manager or employee, or making or agreeing to make any substantial change in the basis or amount of remuneration of any director, manager or employee (except as required by law or provided under any superannuation, provident or retirement scheme as in effect prior to the date of this announcement);
 - (vii) conducting its business other than in the ordinary course; or
 - (viii) having threatened or commenced against it any material claims or proceedings in any court or tribunal (including a petition for winding up or an application for appointment of a receiver or receiver and manager) other than proceedings before the Takeovers Panel.

No person has any right (whether subject to conditions or not) as a result of the bidder acquiring Target Shares to:

- (i) acquire, or require the Target or a subsidiary of the Target to dispose of, or offer to dispose of, any material asset of the Target or a subsidiary of the Target; or
- (ii) terminate or vary any material agreement with the Target or a subsidiary of the Target.