

# ASX RELEASE

## 18 DECEMBER 2014

### **INDOPHIL SHAREHOLDERS APPROVE SCHEME OF ARRANGEMENT**

Indophil Resources NL (Indophil) advises that shareholders today voted strongly in favour of approving the resolution in relation to the Scheme of Arrangement at 30 cents per Indophil share which, subject to final Court approval, will result in Indophil becoming controlled by Alsons Prime Investments Corporation (APIC).

The Scheme was passed by the Requisite Majorities of Indophil shareholders with:

- 94.07% of Indophil shareholders who voted, voting in favour of the resolution; and
- 99.83% of votes cast in favour of the resolution.

Detailed information of the results in relation to the meeting is set out on the following page.

The Second Court Hearing to approve the Scheme is scheduled for 13 January 2015 at the Supreme Court of Victoria. If the Court grants an order approving the Scheme, trading in Indophil shares on the ASX will cease at the close of business on that day.

Scheme shareholders who hold shares on the Scheme Record Date for determining entitlements to receive the Scheme Consideration (expected to be 7:00pm on 20 January 2015) will receive 30 cents cash for each Indophil share they own. The Implementation Date for the Scheme is expected to be 23 January 2015 and the Scheme Consideration is expected to be dispatched to shareholders by 29 January 2015.

All conditions precedent required by the Scheme Implementation Agreement to be met prior to the Scheme Meeting have been met. The Letter of Credit has been received from BDO Unibank in accordance with the terms of commitment provided to APIC by BDO Unibank as part of the funding arrangements.

If shareholders have any questions, they should call the Shareholder Information Line on 1300 723 095 (within Australia) or +61 3 9415 4337 (outside Australia).

#### ***For further information***

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### Voting results of Scheme Meeting

The following statistics are provided in respect of the resolution passed by shareholders at the Scheme Meeting held today:

The resolution was carried on a poll, the details of which are:			
(i) in favour of the resolution	total number of shareholders (more than 50% required)	381	<b>94.07%</b>
	total votes (at least 75% required)	735,848,605	<b>99.83%</b>
(ii) against the resolution	total number of shareholders	24	
	total votes	1,236,796	

For mandatory disclosure purposes (and which are incorporated in the table above to the extent required) proxy details are as follows:

Total number of proxy votes in respect of which the appointments specified that:	
(i) the proxy is to vote in favour of the resolution	561,657,104
(ii) the proxy is to vote against the resolution	1,236,796
(iii) the proxy may vote at the proxy's discretion	1,071,273
Total number of proxy votes exercisable by all proxies validly appointed	563,965,173