

9<sup>th</sup> July 2019

## SECURITIES EXCHANGE ANNOUNCEMENT



### ACQUISITION AND DEMERGER SCHEMES ARE LEGALLY EFFECTIVE

Gindalbie Metals Limited ("Gindalbie") (ASX:GBG) announces that a copy of the orders of the Federal Court of Australia ("Court") approving the following schemes of arrangement have been lodged with the Australian Securities and Investments Commission ("ASIC"):

- the scheme of arrangement under which Angang Group Hong Kong (Holdings) Limited has agreed to acquire all of the remaining issued ordinary shares in Gindalbie that it does not already own ("Acquisition Scheme"); and
- the scheme of arrangement under which Coda Minerals Limited will be demerged from Gindalbie via a capital reduction ("Demerger Scheme").

As a result, the Acquisition Scheme and the Demerger Scheme are now legally effective. A copy of the Court's orders as lodged with ASIC are attached to this announcement.

Gindalbie will now apply for its shares to be suspended from trading on the ASX with effect from the close of trading today.

The record date for the Acquisition Scheme and the Demerger Scheme is Tuesday 16 July 2019. The schemes are expected to be implemented on Tuesday 23 July 2019.

Gindalbie shareholders who have questions in relation to the transactions announced by Gindalbie on 11 March 2019 should contact the Gindalbie Shareholder Information Line on 1300 308 375 (for callers within Australia) or +61 8 6314 6314 (for callers outside Australia) between 9.00 am and 5.00 pm (Perth time) Monday to Friday.

**ENDS**

**On behalf of:**

Mr Keith Jones  
Non-Executive Chairman

**For media and investor enquiries, please contact:**

**Peter Klinger**  
Cannings Purple  
E: [pklinger@canningspurple.com.au](mailto:pklinger@canningspurple.com.au)  
Ph: +61 (0)411 251 540



Federal Court of Australia

District Registry: Western Australia

Division: General

No: WAD262/2019

**GINDALBIE METALS LIMITED (ACN 060 857 614)**

Plaintiff

## ORDER

**JUDGE:** JUSTICE COLVIN


**DATE OF ORDER:** 08 July 2019

**WHERE MADE:** Perth

### THE COURT ORDERS THAT:

1. Pursuant to section 411(4)(b) of the *Corporations Act 2001* (Cth) (**Act**), the scheme of arrangement between the plaintiff and its shareholders (other than Angang Group Hong Kong (Holdings) Limited and its related bodies corporate (**Ansteel**)) (**Acquisition Scheme**), in the form which appears at Annexure C of the Acquisition Scheme Booklet that was despatched to shareholders in accordance with the orders made by this Court on 24 May 2019, be approved.
2. Pursuant to section 411(12) of the Act, the plaintiff be exempted from complying with section 411(11) of the Act in relation to the Acquisition Scheme.
3. A one-day abridgement of the notice period in Rule 3.4(3)(b) of the *Federal Court (Corporations) Rules 2000* be granted, to allow the plaintiff to apply to the Court for approval of the Acquisition Scheme on the date of these orders.
4. Pursuant to section 1322(4)(d) of the Act, the time for compliance with paragraph 5 of the orders of the Court dated 24 May 2019, to the extent those orders apply to the three (3) shareholders identified at paragraph 45 of the affidavit of Kesone Sunphantry sworn on 4 July 2019, be extended to 7 June 2019.
5. The plaintiff lodge an office copy of these orders with the Australian Securities and Investments Commission as soon as practicable.

Date that entry is stamped: 8 July 2019

  
Registrar



Federal Court of Australia

District Registry: Western Australia

Division: General

No: WAD263/2019

**GINDALBIE METALS LIMITED (ACN 060 857 614)**

Plaintiff

## ORDER

**JUDGE:** JUSTICE COLVIN


**DATE OF ORDER:** 08 July 2019

**WHERE MADE:** Perth

### THE COURT ORDERS THAT:

1. Pursuant to section 411(4)(b) of the *Corporations Act 2001* (Cth) (**Act**), the scheme of arrangement between the plaintiff and its shareholders (**Demerger Scheme**), in the form which appears at Annexure F of the Demerger Scheme Booklet that was despatched to shareholders in accordance with the orders made by this Court on 24 May 2019, be approved.
2. Pursuant to section 411(12) of the Act, the plaintiff be exempted from complying with section 411(11) of the Act in relation to the Demerger Scheme.
3. A one-day abridgement of the notice period in Rule 3.4(3)(b) of the *Federal Court (Corporations) Rules 2000* be granted to allow the plaintiff to apply to the Court for approval of the Demerger Scheme on the date of these orders.
4. Pursuant to section 1322(4)(d) of the Act, the time for compliance with paragraph 5 of the orders of the Court dated 24 May 2019, to the extent those orders apply to the three (3) shareholders identified at paragraph 45 of the affidavit of Kesone Sunphantry sworn on 4 July 2019 (and filed in WAD 262 of 2019 on 5 July 2019), be extended to 7 June 2019.
5. The plaintiff lodge an office copy of these orders with the Australian Securities and Investments Commission as soon as practicable.

Date that entry is stamped: 8 July 2019

  
Registrar