



Australian Government

Takeovers Panel

# MEDIA RELEASE

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No: TP15/20

Thursday, 30 April 2015

## Richfield International Limited – Panel Makes Orders

The Panel made a declaration of unacceptable circumstances on 22 April 2015 in relation to an application dated 24 March 2015 by the Australian Securities and Investments Commission in relation to the affairs of Richfield International Limited (see [TP 15/13](#) and [TP 15/18](#)).

The Panel considered (among other things) that:

- contraventions of section 606 (the 20% threshold) occurred as a result of the transfer from Poh Choo Lim to Sinotrans Investment Co Limited and Grand Orient Capital Co Limited and
- Siew Tze Lim, Sinotrans and Grand Orient had not complied with the substantial holding provisions.

The Panel has made orders ([Annexure A](#)), the effect of which includes:

- Shares held by Sinotrans and Grand Orient which represent in excess of 20% of the total voting power in Richfield are vested in the Commonwealth on trust for ASIC to sell (using an investment bank or stock broker) and return the proceeds net of costs (including \$33,336 of ASIC's legal costs in the proceedings) to the owners.
- Sinotrans, Grand Orient, Siew Tze Lim and Poh Choo Lim must disclose relevant information in substantial holder notices to the satisfaction of ASIC. Until this occurs, the Richfield shares held by Sinotrans and Grand Orient not vested in the Commonwealth cannot be voted or sold.

If the disclosure by Sinotrans, Grand Orient, Siew Tze Lim and Poh Choo Lim is not made to the satisfaction of ASIC, ASIC is able to apply to the Panel for a variation of these orders (including further orders).

The determination of the proceedings brings to an end the interim orders dated 24 March 2015 (see [TP15/14](#)).

The sitting Panel was Peter Day (Sitting President), Christian Johnston and Byron Koster.

The Panel will publish its reasons for the decision in due course on its website [www.takeovers.gov.au](http://www.takeovers.gov.au).

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**Australian Government**

**Takeovers Panel**

**ANNEXURE A**

**CORPORATIONS ACT**

**SECTION 657D**

**ORDERS**

**RICHFIELD INTERNATIONAL LIMITED**

The Panel made a declaration of unacceptable circumstances on Wednesday, 22 April 2015.

**THE PANEL ORDERS**

**Interpretation**

A. In these orders the following terms apply.

<b>Appointed Seller</b>	an investment bank or stock broker
<b>ASIC</b>	Australian Securities and Investments Commission, as agent of the Commonwealth
<b>Company</b>	Richfield International Limited
<b>Grand Orient</b>	Grand Orient Capital Co Ltd
<b>Grand Orient Retained Shares</b>	6,429,452 ordinary shares (10.22%) in the issued capital of the Company held by Grand Orient
<b>Sale Shares</b>	4,850,090 ordinary shares (7.71%) in the issued capital of the Company held by Sinotrans  5,070,548 ordinary shares (8.06%) in the issued capital of the Company held by Grand Orient
<b>Sinotrans</b>	Sinotrans Investment Co Ltd

**Sinotrans Retained Shares**      6,149,910 ordinary shares (9.78%) in the issued capital of the Company held by Sinotrans

### **Divestment Order**

1. The Sale Shares are vested in the Commonwealth on trust for each of Sinotrans and Grand Orient in respect of their Sale Shares.
2. ASIC must:
  - (a) sell the Sale Shares in accordance with these orders and
  - (b) account to Sinotrans and Grand Orient for the proceeds of sale, net of:
    - (i) the costs, fees and expenses of the sale and any costs, fees and expenses incurred by ASIC and the Commonwealth (if any) and
    - (ii) ASIC's costs incurred in its enquiries and in the course of the proceedings, in the following proportions:
      - (A) Sinotrans: \$16,668 and
      - (B) Grand Orient: \$16,668.
3. ASIC must:
  - (a) retain an Appointed Seller to conduct the sale and
  - (b) instruct the Appointed Seller:
    - (i) to use the most appropriate sale method to secure the best available sale price for the Sale Shares that is reasonably available at that time in the context of complying with these orders, including the stipulated timeframe for the sale and the requirement that none of Poh Choo Lim, Siew Tze Lim, Sinotrans and Grand Orient or their respective associates may acquire, directly or indirectly, any of the Sale Shares
    - (ii) to provide to ASIC a statutory declaration that, having made proper inquiries, the Appointed Seller is not aware of any interest, past, present, or prospective which could conflict with the proper performance of the Appointed Seller's functions in relation to the disposal of the Sale Shares
    - (iii) unless the Appointed Seller sells the Sale Shares on market, that it obtain from any prospective purchaser of Sale Shares a statutory declaration that it is not associated with any of Poh Choo Lim, Siew Tze Lim, Sinotrans or Grand Orient and
    - (iv) to dispose all of the Sale Shares within 4 months from the date of its engagement.

4. The Company, Poh Choo Lim, Siew Tze Lim, Sinotrans and Grand Orient must do all things necessary to give effect to these orders, including:
  - (a) doing whatever is necessary to ensure that the Commonwealth is registered with title to the Sale Shares in the form approved by ASIC and
  - (b) until the Commonwealth is registered, complying with any request by ASIC in relation to the Sale Shares.
5. None of Poh Choo Lim, Siew Tze Lim, Sinotrans and Grand Orient, or their respective associates may, directly or indirectly, acquire any of the Sale Shares.
6. Sinotrans and Grand Orient must not otherwise dispose of, transfer, charge or vote any of the Sale Shares.
7. Nothing in these orders obliges ASIC to invest, or ensure interest accrues on, any money held in trust under these orders.

#### **Voting orders**

8. Until completion of orders 13, 14, 15, 16 and 17, Sinotrans must not exercise, and the Company must disregard, any voting rights in respect of the Sinotrans Retained Shares.
9. Until completion of orders 13, 14, 15, 16 and 17, Grand Orient must not exercise, and the Company must disregard, any voting rights in respect of the Grand Orient Retained Shares.

#### **Dealing orders**

10. Until completion of orders 13, 14, 15, 16 and 17, Sinotrans must not dispose of, transfer or grant any security interest in respect of the Sinotrans Retained Shares, or agree to any such disposal, transfer or grant.
11. Until completion of orders 13, 14, 15, 16 and 17, Grand Orient must not dispose of, transfer or grant any security interest in respect of the Grand Orient Retained Shares, or agree to any such disposal, transfer or grant.
12. If, notwithstanding orders 10 or 11, a transfer of any shares held in the Company by Sinotrans or Grand Orient in respect of the Sinotrans Retained Shares or Grand Orient Retained Shares is lodged, the Company must not register, or allow to be registered, the transfer.

#### **Substantial holding disclosure order**

13. Sinotrans must as soon as practicable, and in any case no later than one week from the date of these orders, give to the Company and ASX a restated version of its substantial holding notice dated on or about 3 April 2013 in relation to the Company and an explanatory covering letter, including the information referred to in paragraph 17 and in each case in a form acceptable to ASIC.

14. Grand Orient must as soon as practicable, and in any case no later than one week from the date of these orders, give to the Company and ASX a restated version of its substantial holding notice dated on or about 3 April 2013 in relation to the Company and an explanatory covering letter, including the information referred to in paragraph 17 and in each case in a form acceptable to ASIC.
15. Siew Tze Lim must as soon as practicable, and in any case no later than one week from the date of these orders, give to the Company and ASX a substantial holding notice in relation to the Company in respect of the substantial holding she began to have on or around 3 April 2013 and an explanatory covering letter, including the information referred to in paragraph 17 and in each case in a form acceptable to ASIC.
16. Poh Choo Lim must as soon as practicable, and in any case no later than one week from the date of these orders, give to the Company and ASX a notice withdrawing or restating her substantial holding notice in relation to the Company dated on or around 2 October 2013 and an explanatory covering letter, including the information referred to in paragraph 17 and in each case in a form acceptable to ASIC.
17. Sinotrans, Grand Orient, Siew Tze Lim and Poh Choo Lim must as soon as practicable give to ASIC drafts of the notices and letters referred to in orders 13, 14, 15 and 16 which:
  - (a) in the case of Sinotrans, Grand Orient and Siew Tze Lim, must disclose:
    - (i) the name of each associate who has, or had, a relevant interest in voting shares in the Company
    - (ii) the nature of the substantial holder's association with each associate
    - (iii) the substantial holder's relevant interest and the relevant interests of each of its associates and
    - (iv) full and accurate details of any existing or previous security and financing arrangements entered into in respect of voting shares in the Company held by the substantial holder, including the identity of any existing or previous financier and
  - (b) in the case of Poh Choo Lim, must disclose full and accurate details of any relevant agreement through which she has, or had, a relevant interest in the voting shares of the Company, including full and accurate details of:
    - (i) any right or option to acquire those voting shares
    - (ii) any existing or previous security and funding arrangements relating to the voting shares in the Company held by Sinotrans, including the identity of any existing or previous financier and

- (iii) any existing or previous security and funding arrangements relating to the voting shares in the Company held by Grand Orient, including the identity of any existing or previous financier.
- 18. Sinotrans and Grand Orient bear the costs of ASIC as described in paragraph 2(b)(ii).

**Allan Bulman**  
**Director**  
**with authority of Peter Day**  
**President of the sitting Panel**  
**Dated 30 April 2015**