

The logo for Sekel Oshry Lawyers features a stylized black swoosh above the text "SEKEL OSHRY" in a large, bold, serif font. Below this, the word "LAWYERS" is written in a smaller, all-caps, sans-serif font, centered between two horizontal lines.

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## FACSIMILE

**TO:** The Manager – ASX Limited – Market Announcements Office  
**FAX NO:** 1 300 135 638  
**FROM:** Ivan Oshry  
**DATE:** 23 May 2016  
**OUR REF:** IO:139880

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This message is intended for use by the person to whom it is addressed, and may contain information that is confidential. If you have received this communication in error, please notify us immediately by telephone and destroy the original message

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Dear Sirs,

Please find attached notice for release to the market.

Yours faithfully,

A handwritten signature in black ink, appearing to read "Ivan Oshry".

Ivan Oshry  
**SEKEL OSHRY LAWYERS**  
[ivano@sekeloshry.com.au](mailto:ivano@sekeloshry.com.au)



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23 May 2016

The Manager  
Market Announcements Office  
ASX Limited

**Compulsory acquisition of shares in Flat Glass Industries Limited (FGI)**

On 20 May 2016 MHG Flat Glass Holdings Pty Ltd ACN 611 572 206 (MHG) acquired 97.707% of all ordinary shares in FGI pursuant to an off-market takeover bid (the Offer). The Offer closed at 5pm Sydney time on 20 May 2016.

As MHG has acquired more than 90% of the voting power in FGI and a beneficial interest in at least 90% by value of all securities in FGI, MHG will proceed to acquire the remaining FGI shares under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (the **Corporations Act**) by lodging the relevant compulsory acquisition notices with the Australian Securities and Investments Commission (ASIC).

Please find attached according to section 661B(1)(d) of the Corporations Act a copy of the following documents:

1. a letter addressed to the remaining holders of FGI shares; and
2. a form 6021 notice.

We confirm that the enclosed documents were today lodged with ASIC and provided to FGI and will today be dispatched to the remaining holders of FGI shares.

Yours sincerely

A handwritten signature in black ink, appearing to read 'D Haritos'.

D Haritos  
Director



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23 May 2016

Dear Shareholder

### **Compulsory acquisition of shares in Flat Glass Industries Limited (FGI)**

As you may be aware, on 20 May 2016, MHG Flat Glass Holdings Pty Ltd ACN 611 572 206 (**MHG**) acquired 97.707% of all ordinary shares in FGI (**FGI shares**) pursuant to an off-market takeover bid made in terms of a bidder's statement dated 18 April 2016 as varied by the terms of a supplementary bidder's statement dated 22 April 2016 (the **Offer**). The Offer is now closed.

As MHG has acquired more than 90% of the voting power in FGI and a beneficial interest in at least 90% by value of all securities in FGI, MHG has become entitled under Section 661A of the *Corporations Act 2001* (Cth) (the **Corporations Act**) to acquire all of the FGI shares it does not already own. MHG has elected to exercise that right to compulsory acquisition.

This letter is being sent to you because you are currently registered as the holder of FGI shares and you have either not accepted the Offer before the date of this letter or your acceptance was not valid.

MHG encloses by way of service a form 6021 being a notice of compulsory acquisition issued under section 661B of the Corporations Act in relation to the FGI shares held by you (**Notice**). If you have accepted the Offer and have received this letter in error, then please disregard this Notice.

The Notice was lodged with the Australian Securities and Investments Commission on 23 May 2016. As well as providing a formal notice of MHG's intention to compulsorily acquire your FGI Shares, the Notice sets out certain rights available to you under the Corporations Act in response to the Notice.

The compulsory acquisition process, which is subject to the Corporations Act, is likely to take 4 to 6 weeks to complete although it may take longer in some circumstances. The compulsory acquisition will be on the same terms as those that applied to the Offer which means you will receive the offer Price, being \$0.11 per FGI share in cash.

#### **What do you need to do?**

You do not need to sign or return the Notice. On completion of the compulsory acquisition process, FGI will provide you with written notice as to the manner in which you may claim your consideration.

Yours sincerely

A handwritten signature in black ink, appearing to read 'D Haritos'.

D Haritos  
Director

Australian Securities &  
Investments Commission

Form 6021  
Corporations Act 2001  
661B(1)(a)

# Notice of compulsory acquisition following takeover bid

## Notice

To each holder of:

Description of class of securities to which the bid relates

ORDINARY SHARES

(Bid Class Securities)

in

Name of target company or body

Name ('the Company')

FLAT GLASS INDUSTRIES LIMITED

ACN/ARBN/ARSN

003 173 242

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

MHC FLAT GLASS HOLDINGS PTY LTD

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

- closed
- are scheduled to close

Date offers closed or are scheduled to close

on

Date  
2 0 / 0 5 / 1 6  
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).  
(See subsection 661A(4) and (4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

- the following securities in the bid class in which the bidder has a relevant interest

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

- 661A(1)
- 661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

# Continued... Notice

4 Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

This notice was lodged with ASIC on

Date of lodgement

Date

23, 05, 16  
[D] [D] [M] [M] [Y] [Y]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

[Empty box for alternative terms]

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

[Empty box for terms of consideration]

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

this notice was given.

the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

## Signature

Name of person signing

DEAN HABITAS

Capacity

DIRECTOR

Signature

[Handwritten signature]

Date signed

23, 05, 16  
[D] [D] [M] [M] [Y] [Y]