



NZX Regulation Decision

Hellaby Holdings Limited (“HBY”)

Application for a waiver from NZX Main Board Listing Rule
10.3.1(b)

15 February 2017



Waiver from NZX Main Board Rule 10.3.1(b)

Decision

1. Subject to the conditions set out in paragraph 2 below, and on the basis that the information provided by HBY is complete and accurate in all material respects, NZXR grants HBY a waiver, from Rule 10.3.1(b), to the extent that HBY would be required to release a Preliminary Announcement in respect of its half year results for the period ending 31 December 2016, through NZX pursuant to Rule 10.3.2, in the manner prescribed by Rule 10.2, before the release of its half-year report and not later than 1 March 2017.
2. The waiver granted in paragraph 1 above, is granted on the condition that HBY release a market announcement immediately following the public release of this waiver decision which:
 - (a) updates the market that HBY shall not be releasing a Preliminary Announcement in respect of its half-year results; and
 - (b) includes a brief summary of this waiver and its implications.
3. The information on which this decision is based is set out in Appendix One to this decision. This waiver will not apply if that information is not or ceases to be full and accurate in all material respects.
4. The Rules to which this decision relates are set out in Appendix Two to this decision.
5. Capitalised terms which have not been defined in this decision have the meanings given to them in the Rules.

Reasons

6. In coming to the decision to provide the waiver set out in paragraph 1 above, NZXR has considered that:
 - (a) as at the date this waiver, Bapcor had disclosed a relevant interest in 95.412% of HBY's shares. Further, on or before 8 March 2017, Bapcor will compulsorily acquire all of the remaining HBY shares in accordance with Part 7 of the Takeovers Code. Given that there are only a limited number of remaining shareholders left, all of whom will be required to sell their HBY shares to Bapcor on or before 8 March 2017, there is no material benefit in the release of the Preliminary Announcement;
 - (b) subject to HBY satisfying the conditions of its delisting, HBY will be delisted from the Main Board on 8 March 2017, with trading in HBY shares due to having been suspended from close of business on 15 February 2017. From close of business 15 February 2017, HBY shareholders have been unable to trade their HBY shares on the market;
 - (c) on 1 November 2016, HBY shareholders were provided with HBY's Target Company Statement, which contained a summary of HBY's earnings forecast for the financial year ended 30 June 2017, and an Independent Adviser's Report containing a summary of all material information in respect of HBY's financial affairs. Consistent with the policy to Rule 10.3.1, investors have therefore recently been provided with an accurate, reliable and comparable understanding of the financial position of HBY; and



- (d) requiring HBY to finalise and release a Preliminary Announcement in order to satisfy Rule 10.3.1(b) in this instance would impose a disproportionate compliance burden, with limited corresponding benefit to the remaining shareholders.



Appendix One

1. Hellaby Holdings Limited (**HBY**) is a Listed Issuer with ordinary shares Quoted on the NZX Main Board (**Main Board**).
2. On 21 October 2016, Bapcor Finance Pty Ltd (**Bapcor**) made an unsolicited takeover offer to purchase all fully paid ordinary shares in HBY at a price of \$3.30 per ordinary share (subsequently increased to \$3.60 per ordinary share) (the **Offer**).
3. On 1 November 2016, in response to the Offer, HBY sent a Target Company Statement and an Independent Advisers Report to shareholders, containing an earnings forecast for the financial year ended 30 June 2017, and a summary of material information regarding HBY's financial affairs.
4. On 31 January 2017, Bapcor obtained acceptances of the Offer in respect of more than 90% of the ordinary shares in HBY and became the "dominant owner" of HBY as defined in the Takeovers Code Approval Order 2000 (**Takeovers Code**).
5. On 8 February 2017, Bapcor initiated the compulsory acquisition process in accordance with Part 7 of the Takeovers Code (**Compulsory Sale**).
6. On 10 February 2017, NZX Regulation (**NZXR**) advised that HBY would be delisted from the Main Board from close of business 8 March 2017, with trading in HBY's shares due to be suspended from close of business Wednesday 15 February 2017.
7. As at 8.30am on 15 February 2017, Bapcor disclosed a relevant interest in 95.412% of HBY ordinary shares in connection with acceptances into the Offer.
8. As at close of trading on 15 February 2017, trading in HBY ordinary shares was suspended.
9. HBY previously announced to the market that it would deliver its financial and operational results for the first six months to December 2016 before market open on 27 February 2017.
10. Given HBY's circumstances, and the limited benefit that releasing these results would provide its remaining shareholders, HBY is now seeking a waiver from NZX Main Board Rule (**Rule**) 10.3.1(b) to exempt it from the requirement to release a preliminary announcement (**Preliminary Announcement**) not later than 1 March 2017.
11. HBY will not be required to release the corresponding half year report for the six month period ending 31 December 2016, in accordance with Rule 10.4.2, as HBY will no longer be a Listed Issuer as at the date that this obligation falls due.



Appendix Two

10.3 Preliminary Announcements

10.3.1 Each Issuer shall make an announcement pursuant to Rule 10.3.2 through NZX for public release, in the manner prescribed by Rule 10.2 as soon as the Material Information is available, and in any event;

(a) before the release of each annual report, and not later than 60 days after the end of the financial year to which that report relates; and

(b) before the release of each half-year report and not later than 60 days after the end of the financial half-year to which that report relates.

