



Australian Government

Takeovers Panel

MEDIA RELEASE

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Bowen Energy Limited 02 – Panel Declines to Make Declaration

The Panel has declined to make a declaration of unacceptable circumstances in response to an application dated 18 August 2009 from Macrae Holdings (WA) Pty Ltd, a shareholder of Bowen. The application concerned an on-market takeover bid by Bhushan Steel (Australia) Pty Ltd. At the time of the application, the Panel considered it was not necessary to make any interim order. The bid closed on 26 August 2009 ([see TP09/58](#)).

Macrae submitted, among other things, that the unassociated members of the Bowen board have an interest in the Bhushan bid succeeding and there are material deficiencies in the independent expert's report resulting in an uninformed market for Bowen shares. There was another issue raised concerning a general meeting in June 2009 and whether proxies were invalid or not. The Panel did not conduct proceedings in relation to the general meeting issue. Subsequently, an issue about a potential association between Bhushan and Savni Holding Limited was raised.

The Panel was not satisfied that there were material deficiencies in the independent expert's report that constitute unacceptable circumstances. It also considered that there was insufficient evidence:

- that independent directors of Bowen were not independent such as to constitute unacceptable circumstances and
- to conclude that Bhushan and Savni are associates.

The Panel considered that it is not against the public interest to decline to make a declaration of unacceptable circumstances.

On the basis of the above, the Panel decided not to make a declaration of unacceptable circumstances.

The sitting Panel was Peter Hay, Vicki McFadden and Mark Paganin (sitting President). The Panel will publish its reasons for the decision in due course on its website www.takeovers.gov.au.

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