

By ASX Online: 2 pages



ASX Announcement: **18 April 2024**

ASX Code: **TOP**

**Letter to TOP shareholders re: MMA Offshore Limited (ASX:MRM) and Decmil Group Limited (ASX:DCG)**

In accordance with Listing Rule 3.17.1, find attached a copy of a letter that has been sent to Thorney Opportunities Ltd shareholders today.

This announcement has been authorised for release by the TOP Board.

For further information please contact:

**Corporate**

Craig Smith, Company Secretary  
E: [craig.smith@thorney.com.au](mailto:craig.smith@thorney.com.au)  
T: + 61 3 9921 7116

**Investors**

Gabriella Hold, Automic Markets  
E: [gabriella.hold@automicgroup.com.au](mailto:gabriella.hold@automicgroup.com.au)  
T: + 61 411 364 382

**About Thorney Opportunities Ltd**

Thorney Opportunities Ltd (TOP) is an ASX-listed investment company (LIC) which concentrates on producing absolute returns for shareholders over the medium to long term. Its primary focus is on the careful selection of investments which enables TOP to be a constructive catalyst towards unlocking the value in the companies that it identifies. TOP invests in listed and unlisted equities and financial assets in a variety of sectors, including media, automotive, energy and pharmaceutical.

TOP is managed by the privately owned Thorney Investment Group (TIG) pursuant to a long-term investment management agreement. TIG has grown its own portfolio substantially over the past two decades and it is this same strategy that TOP employs as it carefully selects its investments. Through the investment management agreement, TOP has access to the same investment team and deal flow as TIG and has already co-invested with TIG in a number of the investments that TOP has undertaken so far. You can invest in TOP by purchasing shares on the Australian Securities Exchange (ASX).

For more information visit: <https://thorney.com.au/thorney-opportunities/>

**THORNEY OPPORTUNITIES LTD**

ABN 41 080 167 264

Level 45, 55 Collins St. Melbourne VIC 3000 Australia



18 April 2024

Dear TOP Shareholder

You may be aware of recent takeover activity in two of TOP's key portfolio companies, MMA Offshore Limited (ASX.MRM) and Decmil Group Limited (ASX.DCG).

On 25 March 2024, MRM announced that it had entered into a binding Scheme Implementation Deed with Cyan MMA Holdings Pty Ltd (Cyan) for Cyan's proposed acquisition of 100% of the shares in MRM via a scheme of arrangement. If the Scheme is approved, each MRM shareholder will receive a cash amount of \$2.60 per MRM share, being an 11% premium to the closing share price of \$2.35 per MRM share on 22 March 2024.

On 16 April 2024, DCG announced that it had entered into a binding Scheme Implementation Deed with Macmahon Holdings Limited (ASX.MAH) (Macmahon) for Macmahon's proposed acquisition of 100% of the shares in DCG as well as 100% of the redeemable convertible preference shares in DCG. If the Scheme is approved, each DCG shareholder will receive a cash amount of \$0.30 per DCG ordinary share and each DCG redeemable convertible preference shareholder will receive a cash amount of \$0.343 per security held.

Click [here](#) for the MRM proposal and click [here](#) for the DCG proposal.

While I made some comments about MMA in the most recent TOP NTA newsletter, I believe this week's announcement of a bid for DCG highlights at least two important points. Firstly, that the long forecast return to increased activity in, and focus on, the micro and small caps sector appears to be underway and secondly that TOP's conviction in the inherent value in its portfolio continues to be validated.

Both the recent scheme proposals for MMA and DCG were at substantial premiums to their prevailing share prices and, subject to their respective transaction timetables and completion of the schemes including obtaining requisite shareholder approvals, TOP will receive cash proceeds of almost \$50.0 million, based on the TOP shareholdings as at 15 April 2024.

The proposed transaction for DCG will increase TOP's NTA (before tax) by in excess of 3% above the most recent reported NTA of 89.5 cents per share, all else being equal. Given the current TOP share price of around 60 cents this represents a discount to NTA of more than 30%.

As I have been saying for some time the share price discount to TOP's NTA is unjustified and currently represents a case of "buying a dollar for 70 cents".

I believe that the current discount to NTA and the inherent exceptional value remaining in the TOP portfolio makes for a compelling buying opportunity.

It is for this reason that I have recommenced the acquisition of shares under the company's on-market share buyback.

Sincerely

**Alex Waislitz**  
Chairman