



Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP25/028

Friday, 9 May 2025

Pact Group Holdings Ltd 02 – Panel Receives Application

The Panel has received an application from Mr Jeremy Machet and Scrap Invest Pty Ltd (the **applicant**) in relation to the affairs of Pact Group Holdings Ltd (ASX: PGH) (PGH).

Details of the application, as submitted by the applicant, are below.

A sitting Panel has not been appointed at this stage and no decision has been made whether to conduct proceedings. The Panel makes no comment on the merits of the application.

Details

On 29 April 2025, PGH announced its intention to delist from ASX pursuant to ASX Listing Rule 17.11 and that it had submitted a formal request to ASX to be removed from the official list.

On 5 May 2025, PGH announced that ASX had approved the formal delisting request. The request for removal from the official list is subject to, among other things, approval by a special resolution of PGH's shareholders. PGH stated that it would send a notice of meeting to shareholders in respect of an EGM to be held on 12 June 2025 to vote on delisting.

The applicant submits (among other things) that:

- the low liquidity of PGH shares and the short window to sell before the shares are suspended from quotation on 14 July 2025 pressures shareholders to sell at depressed prices or hold illiquid unlisted shares
- the notice of meeting for EGM may lack balanced information and allows the major shareholder¹ to exercise its 88% holding to vote for the delisting while also being in a beneficial position to acquire additional shares and

¹ Bennamon Industries Pty Ltd, Kin Group Pty Ltd and Salvage Pty Ltd

- PGH continues to frame the company's position negatively (e.g., citing a concentrated share register and listing costs) while downplaying positive developments (e.g., revenue normalisation in Q3 FY25, ongoing debt refinancing and potential divestments) and this selective disclosure may mislead shareholders about PGH's fair value and prospects, influencing their decision on the delisting.

The applicant submits that these circumstances are unacceptable because they affect the control of PGH by facilitating the major shareholder's consolidation of ownership in a way that contravenes the purposes of Chapter 6 of the *Corporations Act 2001* (Cth) and they undermine an efficient, competitive, and informed market.

The applicant seeks interim orders to stay the delisting process until the Panel makes a determination on the application.

The applicant seeks final orders including that:

- the major shareholder be restrained from voting on the delisting resolution
- PGH provides certain disclosures in the notice of meeting of EGM
- the timetable for suspension of trading be extended by at least 60 days (if the delisting resolution is approved)
- an independent third party be appointed to oversee the delisting process and
- post-delisting, PGH be required to offer a facility to allow shareholders to sell their shares to PGH at an independently assessed fair value.

Allan Bulman
Chief Executive, Takeovers Panel
Level 16, 530 Collins Street
Melbourne VIC 3000
Ph: +61 3 9655 3500
takeovers@takeovers.gov.au