



Thursday, 14 June 2007

Rinker Group Limited 02- Panel Receives Application

The Takeovers Panel advises that it received an application on Wednesday, 13 June 2007 from the Australian Securities and Investments Commission (ASIC), in relation to an off-market takeover bid by CEMEX Australia Pty Ltd (CEMEX) for Rinker Group Limited (Rinker) and the affairs of Rinker.

According to the Application:

1. On 10 April 2007, CEMEX made an announcement (**10 April Announcement**) that the consideration offered under its bid was its "best and final".
2. On 7 May CEMEX announced (**7 May Dividend Announcement**) that it would allow Rinker shareholders to retain an AU\$0.25 dividend declared by Rinker on 27 April.

In the Application, ASIC submits that under the terms of CEMEX's offer, CEMEX is entitled to retain, or be reimbursed for, any Rinker dividend which arises on or after 30 October 2006. ASIC submits that CEMEX's 10 April announcement did not refer to, or qualify, the terms of CEMEX's offer in respect of any dividends declared on or after 30 October 2006 (other than an AUD0.16 interim dividend of record date 24 November 2006).

ASIC submits that the effect of the two CEMEX announcements was that the acquisition of control of voting shares in Rinker did not take place in an efficient and informed market between 10 April and 7 May 2007 and that Rinker shareholders who sold on-market between the 10 April Announcement and 7 May Dividend Announcement did so in an inefficient and uninformed market.

ASIC seeks a declaration of unacceptable circumstances, and final orders that CEMEX be required to compensate each Rinker shareholder, whose name appeared on the Rinker share register on 10 April 2007, an amount equivalent to the final dividend of AUD0.25, for each Rinker share (if any) the shareholder sold during the period to 7 May 2007 (other than by way of accepting the CEMEX offer). No orders have been sought which would affect the bid in its current form.

CEMEX has advised the Panel that it has rejected ASIC's allegations in correspondence with ASIC.

The Panel has not decided whether to conduct proceedings in relation to the application and makes no comment on the merits of the application. It also notes that it has not received submissions from other parties to the application and it is, therefore, unaware of their views.

The President of the Panel is currently appointing a Panel to consider the application.

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