



Thursday, 19 June 2008

Lion Selection Limited 02 - Undertakings

The Takeovers Panel today accepted undertakings in place of interim orders on the application dated 17 June 2008 (see [TP08/58](#)) by Lion Selection Limited in relation to its affairs. Lion is the subject of an off-market takeover bid by Indophil Resources NL.

The Panel has made no decision on whether or not to conduct proceedings in this matter, but considers that interim orders were needed to ensure that there was proper handling of proxies solicited and to establish whether the handling of the proxies gave rise to any issues that should concern the Panel. On the basis of the undertakings (see below), the Panel considered it did not need to make interim orders.

Lion submitted that the conduct of Indophil (see [TP08/58](#)) in its proxy solicitation adversely affects the integrity of the voting process of the Lion meeting (scheduled for Monday, 23 June 2008) and caused the acquisition of control over Lion's shares (in the context of the takeover bid by Indophil) not to occur in an efficient, competitive and informed market.

The meeting is to seek approval for a plan to dispose of assets and to return surplus cash to shareholders which could be defeating conditions under the Indophil offer.

After the meeting the Panel will be provided with clear evidence to enable it to determine whether unacceptable circumstances may have arisen in relation to the affairs of Lion. The Panel will then determine whether or not to conduct proceedings.

Undertakings

Lion has undertaken to notify the Panel, ASIC and Indophil by 9 am on 23 June 2008, of any proxies lodged by Indophil for which a proxy has already been lodged with Computershare; whether Lion is treating the proxy as valid or not and why; and the total number of proxies for and against.

Indophil has undertaken not to filter or otherwise inappropriately handle any proxies; and if any proxy is given to it prior to 10 am on Saturday 21 June 2008 but such that it is too late to lodge it with Computershare, to use best endeavours to contact the shareholder and advise them the proxy is too late and they may vote by attending the meeting.

The sitting Panel in this matter is Robyn Ahern, Hamish Douglass and Alison Lansley (sitting President).

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