



Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP12/47

Monday, 30 July 2012

IFS Construction Services Limited – Panel Receives Application

The Panel has received an application in relation to the affairs of IFS Construction Services Limited. The applicants are three shareholders who together hold approximately 7% of the issued share capital of IFS.¹

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 or about 23 May 2012 the applicants requisitioned a meeting seeking resolutions to replace the directors of IFS. On or about 2 July 2012, Mr Scott Vivian-Williams, on behalf of the applicants, sent a circular to some IFS shareholders. The circular included a pre-completed proxy form voting in favour of the resolutions and appointing Mr Vivian-Williams as a proxy.

On 13 July 2012, IFS announced that it had received a notice of intention to make a takeover offer from Millennium Scaffolding Systems (Asia) Ltd, which has a relevant interest in approximately 21.82% of IFS. Directors of Millennium, Mr Billy Ong and Ms Anita Ong, are also directors of IFS.

On 18 July 2012, the board of IFS appointed Mr David Sanders as a director and “Interim Chairman for the purposes of Chairing” the requisitioned meeting. On the same day, Mr Sanders declared that proxy forms received by Mr Vivian-Williams (representing approximately 38.3% of the voting shares in IFS) were invalid and adjourned the meeting for 2 months.

¹ Caramulo Pty Ltd <S V Williams Family A/C>, Scott Vivian-Williams & Jonica Lyn Vivian-Williams <Vivian-Williams S/F A/C> and Scott Vivian-Williams & Jonica Lyn Vivian-Williams

Following the meeting Mr Alan Winduss was appointed to the board of IFS as a casual vacancy and Millennium acquired an additional 1.2% of the total issued capital of IFS.

The applicants submit, among other things, that the treatment of the proxy forms as invalid, the adjournment of the meeting and the acquisition by Millennium of additional IFS shares collectively have the effect that Millennium's takeover bid is not taking place in an efficient, competitive and informed market.

The applicants seek final orders including that:

- IFS be required to hold the Adjourned Meeting to consider the resolutions within two weeks of the Panel making its orders
- IFS be required to accept and count all votes cast by the proxies received by Mr Vivian-Williams
- the appointment of Mr Alan Winduss and any subsequent casual appointments are invalid
- the IFS shares acquired by Millennium after the adjournment of the meeting cannot be voted at the adjourned meeting and
- IFS make additional disclosure.

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