



Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP13/34

Tuesday, 30 July 2013

iCash Payment Systems Limited – Panel Receives Application

The Panel has received an application from iCash Payment Systems Limited in relation to its affairs.

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

iCash is an ASX-listed company. iCash's sole operating asset is a 52.6% voting interest (49.6% economic interest) in NeoICP, Korea, Inc.

Since 2010 iCash has been involved in various transactions under which it would acquire additional NeoICP shares, with iCash shares and cash as consideration. One of those transactions involved the purchase of NeoICP shares from 14 minority shareholders (**NeoICP Minority Vendors**). iCash subsequently sought to cancel the shares issued to the NeoICP Minority Vendors, who have commenced litigation in the Supreme Court of New South Wales.

On 11 June 2013, iCash called a shareholders' meeting for 22 July 2013 in response to s249D notices submitted by two groups of shareholders seeking to remove all iCash directors except Kyung Shik (Steve) Ham and appoint Jong Ho (Jay) Kim and Sung Ki Lee. In June and July 2013 Mr Ham sent letters to iCash shareholders regarding a potential buyback supported by the proposed new directors. The shareholders' meeting has been deferred until 22 August 2013 by the Supreme Court of New South Wales.

iCash submits that the NeoICP Minority Vendors are associated with each other and other shareholders of iCash and that, in aggregate, they hold up to 41.28%¹ of iCash in breach of s606.

iCash seeks interim orders that the alleged associates be prohibited from exercising voting rights in excess of 19.9% or acquiring additional shares in iCash, and that the shareholders' meeting scheduled for 22 August 2013 be postponed.

iCash seeks final orders including that the alleged associates' shares be divested such that their aggregate interest be reduced to less than 20% and that Mr Ham be required to send additional information (including an independent expert's report) regarding the proposed buyback to iCash shareholders.

Allan Bulman
Director, Takeovers Panel
Level 10, 63 Exhibition Street
Melbourne VIC 3000
Ph: +61 3 9655 3597
allan.bulman@takeovers.gov.au

¹ 33.37% excluding the purportedly cancelled shares, 41.28% including those shares