



Australian Government

Takeovers Panel

MEDIA RELEASE

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Aspen Parks Property Fund – Panel Receives Application

The Panel has received an application from Discovery Parks¹ in relation the affairs of Aspen Parks Property Fund. Aspen Parks consists of a stapling of units in Aspen Parks Property Trust (APPT) and shares in Aspen Parks Property Management Ltd (APPM). Aspen Funds Management Limited (AFM) is the responsible entity for APPT. There are approximately 3,050 security holders in the Aspen Parks.

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 25 August 2014, Aspen Parks announced that it would make a 1 for 2 non-renounceable entitlement offer at an issue price of \$0.49 per security to raise a minimum of \$33.9 million. The entitlement offer is underwritten by Aspen Group Limited, the parent company of AFM. The entitlement offer closed on 3 October 2014. Allotments are scheduled to occur on 8 October 2014.

On 28 August 2014, Discovery Parks made an indicative offer to Aspen Parks to acquire all the assets of Aspen Parks. On 25 September 2014, Discovery Parks made a final offer to acquire the assets of Aspen Parks, structured as an acquisition of Aspen Parks' assets for a mixture of cash and scrip and a concurrent buy-back of Aspen Parks' securities.

Discovery Parks submits (among other things) that:

- Aspen Parks did not disclose the indicative offer to its securities holders and delayed in disclosing the final offer until 2 October 2014. Therefore Aspen Parks' security holders are unlikely to be aware of Discovery Park's offer. This

¹ Discovery Parks Holdings Pty Ltd and Beston Parks Land Co Pty Ltd as trustee for Beston Accommodation Parks Trust

is despite disclosure being made of an earlier conditional offer by Ingenia Communities Group (ASX : INA) to acquire up to 100% of the securities in Aspen Parks.

- Aspen Parks appointed a related party underwriter, whose voting power might increase to 41.7%.
- Aspen Parks required Discovery Parks to enter into a confidentiality deed but provided little information in return and as a result delayed Discovery Parks *“from being in a position to make the Final Offer”*
- the independent board committee of Aspen Parks did not give due consideration to Discovery Parks’ Final Offer and improperly rejected it and
- control of Aspen Parks is likely to pass in a manner that is unacceptable having regard to the effect of the circumstances and the principles in s602.

Discovery Parks seeks an interim order stopping processing of acceptances of the entitlement offer and final orders in relation to the entitlement offer including a 4 week extension, withdrawal rights and further disclosure.

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