



Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP14/98

Wednesday, 24 December 2014

Careers Australia Group Limited 03 – Panel Receives Application

The Panel has received an application from Jiggi Investments Pty Ltd and others¹ in relation to the affairs of Careers Group Australia Limited.

Details of the application, as submitted by the applicants, 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

Careers Australia is an unlisted public company. In 2013, Cirrus Business Investments Limited made an off-market takeover bid for all of the shares of Careers Australia it did not own.

The applicants are former shareholders who collectively held more than 19% of Careers Australia. The applicants accepted Cirrus' takeover offer in July 2013. Following the close of the offer, Cirrus held approximately 99.99% of Careers Australia.

In late November 2014, the applicants obtained a copy of Careers Australia's audited annual 2013-14 financial statements. The applicants submit that on reviewing the information contained in the financial statements they became aware that (among other things):

- Cirrus' bidder's statement had failed to disclose all known material information in relation to Careers Australia including as to its financial position and prospects

¹ The applicants are: Jiggi Investments Pty Ltd ATF Company Executive Superannuation Fund, Wayburn Holdings Pty Ltd, Vernon and Jillaine Wills ATF the Wills Family Super Fund, Vernon Wills and Jillaine Wills, D & E Somerville ATF The Somerfam Super Fund, Devine Superannuation Pty Ltd ATF Devine Executive Super Fund, Orbit Capital Pty Ltd, Pinbrook Pty Ltd, Jim and Lisa Elder ATF Elder Superannuation Fund and Ganbros Pty Ltd

- Cirrus' bidder's statement had contained statements which were misleading and deceptive and
- Careers Australia's target's statement had contained statements made by two of Cirrus' nominee directors which were misleading and deceptive.

They submit that Cirrus acquired control of voting shares in Careers Australia other than in an efficient, competitive and informed market, and Careers Australia shareholders had not been given sufficient information to enable them to assess the merits of the offer.

The applicants seek interim orders including that Careers Australia and Cirrus produce material, including Careers Australia's financial information and documents and communications, relating to the preparation and contents of the bidder's statement and target's statement.

The applicants seek final orders including that Cirrus compensate the applicants and other former Careers Australia shareholders who accepted the offer for any loss or damage they suffered as a consequence of selling their shares to Cirrus, including loss of opportunity and loss of dividends.

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