

Allied Gold Mining Plc - Results of Shareholder Meetings

14.08.2012 | [Marketwired](#)

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR INTO ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

QUEENSLAND, AUSTRALIA -- (Marketwire) -- 08/14/12 --

14 August 2012

ALLIED GOLD MINING PLC

RECOMMENDED ACQUISITION OF ALLIED GOLD MINING PLC BY ST BARBARA LIMITED
RESULTS OF SHAREHOLDER MEETINGS
BOARD CHANGE

[Allied Gold Mining PLC](#) ("Allied Gold" or the "Company") is pleased to announce that at the Court and General Meetings convened earlier today Allied Gold Shareholders approved all the resolutions proposed at both meetings by the requisite majorities in respect of the proposed acquisition by [St Barbara Limited](#) ("St Barbara") of the entire issued and to be issued share capital of the Company (the "Acquisition") which is being implemented by way of a scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme"). Full details of the Scheme were set out in the circular to Shareholders dated 18 July 2012 (the Scheme Circular).

Mark Caruso, Chairman of Allied Gold, said "We are delighted to have received the overwhelming support from our shareholders for this transaction and look forward to its successful completion and to creating, as part of St Barbara, a leading diversified, mid-tier gold company".

Court Meeting

The first meeting, convened in accordance with the order of the Court (the "Court Meeting"), sought approval from Scheme Shareholders for the Scheme.

The resolution proposed at the Court Meeting was decided on a poll. A majority in number of Scheme Shareholders who voted (either in person or by proxy), representing 99.98 per cent. by value of those Scheme Shares voted, voted in favour of the resolution to approve the Scheme. Accordingly, the resolution proposed at the Court Meeting was duly passed on a poll vote. Details of the votes cast are as follows:

	No. of Scheme Shareholders who voted	% of Scheme Shareholders who voted	No. of Scheme Shares voted	% of Scheme Shares voted	No. of Scheme Shares voted as a % of the issued share capital of the Company
FOR	87	92.55	147,955,228	99.98	72.41
AGAINST	7	7.45	34,387	0.02	0.02

Allied Gold General Meeting

The Allied Gold General Meeting sought approval for a special resolution proposed to approve implementation of the Scheme, to approve the reduction of the capital of the Company and to approve certain other related matters as set out in the Scheme Circular. The special resolution was decided on a poll and duly passed. Details of the votes cast are as follows:

	No. of Allied Gold Shares Voted at the meeting	% of Allied Gold Shares Voted at the meeting	No. of Allied Gold Shares voted as a % of the issued share capital of the Company
FOR	144,757,413	99.98	70.85
AGAINST	31,081	0.02	0.01
TOTAL VOTE (excl. WITHHELD)	144,788,494	100	70.86
WITHHELD	577,973		0.28

In accordance with Listing Rule 9.6.2R, a copy of the special resolution passed at the General Meeting has been submitted to the National Storage Mechanism and will shortly be available for inspection at www.hemscott.com/nsm.do.

Board Change

In the light of shareholder approval of the Scheme and the impending completion of the Acquisition, the Company also announces that Mr Frank Terranova has decided to accelerate his departure from the Group and is stepping down as Chief Executive with effect from 15 August 2012.

Next steps

Completion of the Acquisition remains subject to the satisfaction or (if capable of waiver) waiver of the remaining Conditions, including the sanction of the Scheme and confirmation of the associated capital reduction by the High Court of Justice of England and Wales. The Board and senior management of Allied Gold look forward to working closely with St Barbara as both companies approach the integration planning phase of the Acquisition over the coming weeks.

The date of the Court hearing to sanction the Scheme and confirm the reduction of capital is expected to be on 30 August 2012.

It is intended that dealings in Allied Gold Shares will be suspended at 6.00 p.m. on 29 August 2012. The last day of trading in Allied Gold CDIs on the ASX is intended to be 31 August 2012.

If the Court sanctions the Scheme and confirms the reduction of capital it is intended that St Barbara will procure that Allied Gold makes applications to: (i) cancel the listing of Allied Gold Shares on the UKLA's Official List, (ii) cancel trading in Allied Gold Shares on the London Stock Exchange's Main Market for listed securities and in Allied Gold CDIs on the ASX, and (iii) de-list the Allied Gold Shares from the Toronto Stock Exchange, with such cancellations/de-listings in each case to take effect on or as soon as practicable after 7 September 2012.

Settlement of the consideration to which any holder of Scheme Shares is entitled will be effected as soon as practicable after the date on which the Scheme becomes effective and in any event not later than 14 days after that date. It is currently anticipated that the admission of the St Barbara Consideration Shares to trading on the ASX will take effect by 8.00 a.m. on 13 September 2012. Despatch of cheques in respect of the Cash Consideration or settlement through CREST is expected to occur by 13 September 2012.

The dates stated above are indicative only and will depend, among other things, on the dates upon which the Court sanctions the Scheme and confirms the associated reduction of capital and the date on which the Conditions are satisfied or (if capable of waiver) waived. If any of the times and/or dates above change, the revised times and/or dates will be notified to Allied Gold Shareholders by announcement through a Regulatory Information Service.

Other

Terms and expressions in this announcement shall, unless the context otherwise requires, have the same meanings as given to them in the Scheme Circular.

Enquiries

Allied Gold

Joe Dowling, General Manager Investor Relations +61 403 369 232
and Communications
RBC (Financial Adviser and Corporate Broker to Allied Gold)

Stephen McPherson, Jonathan Stephens, M&A (UK) +44 20 7653 4000
Duncan St John, M&A (Australia) +612 9033 3307
Stephen Foss, Matthew Coakes, Corporate Broking +44 20 7653 4000

St Barbara

Ross Kennedy, Executive General Manager +613 8660 1903
Corporate Services/Company Secretary
Lazard (Lead Financial Adviser to St Barbara)

Eka Nirapathpongporn, Managing Director +613 9657 8414

Media Enquiries

Buchanan (UK Media Adviser to Allied Gold)

Bobby Morse +44 20 7466 5000
James Strong +44 20 7466 5000
Nightingale (Media Adviser to St Barbara)

Switchboard +613 9614 6930
Tim Williamson +61 458 680 130
Lisa Keenan +61 409 150 771
StockWell (UK Media Adviser to St Barbara)

Switchboard +44 20 3370 0013
Philip Gawith +44 7887 954 048
Rob Morgan +44 7557 413 275

RBC Capital Markets, which is authorised and regulated in the UK by the Financial Services Authority, is acting exclusively for Allied Gold and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than Allied Gold for providing the protections afforded to clients of RBC Capital Markets nor for providing advice in connection with the Offer or any matter referred to herein

Lazard, which is authorised and regulated in the UK by the Financial Services Authority, is acting exclusively for St Barbara and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than St Barbara for providing the protections afforded to clients of Lazard nor for providing advice in connection with the Offer or any matter referred to herein.

Barclays, which is authorised and regulated in the UK by the Financial Services Authority, is acting exclusively for St Barbara and no one else in connection with the Offer and this announcement and will not be responsible to anyone other than St Barbara for providing the protections afforded to clients of Barclays nor for providing advice in connection with the Offer or any matter referred to herein.

Further information

This announcement is for information purposes only and does not constitute or form part of an offer or invitation to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of the securities in any jurisdiction in contravention of applicable law. The

Offer is being made solely by means of the Scheme Document, which contains the full terms and conditions of the Offer. Allied Gold and St Barbara urge Allied Gold Shareholders to read the Scheme Document which has been distributed to Scheme Shareholders (with the exception of certain Excluded Overseas Shareholders), as it contains important information relating to the Offer.

This announcement does not constitute a prospectus or prospectus equivalent document.

This announcement has been prepared for the purpose of complying with English law and the City Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

Overseas shareholders

The availability of the Offer to Allied Gold Shareholders who are not resident in the United Kingdom, Australia or the United States or not located in Canada may be affected by the laws of the relevant jurisdictions in which they are located or of which they are resident.

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom, Australia or the United States or not located in Canada or who are subject to other jurisdictions should inform themselves of, and observe, any applicable requirements of their jurisdictions. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

Further details in relation to overseas Allied Gold Shareholders are contained in the Scheme Document.

The Offer relates to the shares in an English company and is proposed to be made by means of a scheme of arrangement provided for under company law of the United Kingdom. The scheme of arrangement will relate to the shares of a UK company that is (a) a 'foreign private issuer' as defined under Rule 3b-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and (b) a "designated foreign issuer" under applicable Canadian securities laws. A transaction effected by means of a scheme of arrangement is not subject to the shareholder vote, proxy and tender offer rules under Australian law, Canadian securities law or the Exchange Act. Accordingly, the Offer is subject to the disclosure requirements and practices applicable in the UK to schemes of arrangement, which differ from the disclosure requirements and practices of Australian, Canadian or US shareholder vote, proxy and tender offer rules. Financial information included in the relevant documentation will have been prepared in accordance with accounting standards applicable in the UK that may not be comparable to the financial statements of Australian, Canadian or US companies.

No securities regulatory authority in any Canadian jurisdiction has (a) approved or disapproved of the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in this announcement. Any representation to the contrary is an offence in Canada.

Any securities to be offered pursuant to the Offer as described in this announcement have not been and will not be registered under the US Securities Act of 1933, as amended (the "Securities Act"), or under the securities laws of any state, district or other jurisdiction of the United States, or of Canada, Australia or Japan. Accordingly, such

securities may not be offered, sold or delivered, directly or indirectly, in or into such jurisdictions except pursuant to exemptions from applicable requirements of such jurisdictions. The St Barbara Shares to be issued in exchange for Scheme Shares pursuant to the Scheme will be issued in reliance upon exemptions from the prospectus requirements of securities legislation in each province and territory of Canada. Subject to certain disclosure and regulatory requirements and to customary restrictions applicable to distributions of shares that constitute "control distributions", St Barbara Shares issued pursuant to the Scheme may be resold in each province and territory in Canada, however the first trade in such St Barbara Shares will be subject to the standard conditions that no unusual effort has been made to prepare the market or create demand, no extraordinary commission or consideration is paid and, if the selling shareholder is an insider or officer of St Barbara, such shareholder has no reasonable grounds to believe that St Barbara is in default of securities legislation.

Copies of this announcement and formal documentation relating to the Offer will not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction.

Publication on website

A copy of this announcement will be made available, free of charge subject to certain restrictions relating to persons resident in Restricted Jurisdictions, at www.stbarbara.com.au and www.alliedgold.com.au by no later than 12 noon (London time) on the Business Day following the date of this announcement.

Neither the content of the website referred to in this announcement nor the content of any website accessible from hyperlinks on St Barbara or Allied Gold's website (or any other website) is incorporated into, or forms part of, this announcement.

This information is provided by RNS
The company news service from the London Stock Exchange

END

Contacts:

RNS
Customer Services
0044-207797-4400
Email Contact
www.rns.com

Dieser Artikel stammt von Rohstoff-Welt.de

Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/131286--Allied-Gold-Mining-Plc---Results-of-Shareholder-Meetings.html>

Für den Inhalt des Beitrages ist allein der Autor verantwortlich bzw. die aufgeführte Quelle. Bild- oder Filmrechte liegen beim Autor/Quelle bzw. bei der vom ihm benannten Quelle. Bei Übersetzungen können Fehler nicht ausgeschlossen werden. Der vertretene Standpunkt eines Autors spiegelt generell nicht die Meinung des Webseiten-Betreibers wieder. Mittels der Veröffentlichung will dieser lediglich ein pluralistisches Meinungsbild darstellen. Direkte oder indirekte Aussagen in einem Beitrag stellen keinerlei Aufforderung zum Kauf-/Verkauf von Wertpapieren dar. Wir wehren uns gegen jede Form von Hass, Diskriminierung und Verletzung der Menschenwürde. Beachten Sie bitte auch unsere [AGB/Disclaimer!](#)

Die Reproduktion, Modifikation oder Verwendung der Inhalte ganz oder teilweise ohne schriftliche Genehmigung ist untersagt!
Alle Angaben ohne Gewähr! Copyright © by Rohstoff-Welt.de -1999-2025. Es gelten unsere [AGB](#) und [Datenschutzrichtlinien](#).