

3 JUN 1980

COST FREE



SUPPLEMENT

TO THE

NEW ZEALAND GAZETTE

OF

THURSDAY, 22 MAY 1980

Published by Authority

WELLINGTON: MONDAY, 26 MAY 1980

IN the matter of the Commerce Act 1975, section 81H, and in the matter of a proposed takeover by Fletcher Holdings Limited (Fletcher) of Carter Holt Holdings Limited (Carter Holt)

WHEREAS Carter Holt Holdings Limited, the Oji Paper Company Limited, Odilins Limited, N.Z. Forest Products Limited, and Lynn Robert Young (hereinafter together called the applicants) under date the 12th day of May 1980, made application to the Commerce Commission pursuant to section 81H of the Commerce Act 1975, for renewal with certain amendments of certain orders made by the Commission on the 24th day of April 1980, which orders were published in *Supplementary Gazette* No. 48 on Monday, 28 April 1980.

And whereas certain further amendments were proposed to the Commission in the course of the hearing of the said application.

And whereas it appears to the Commission that Fletcher has a beneficial interest in 25 percent or more of the shares in Carter Holt carrying the right to exercise or control the exercise of the voting power at any general meeting of Carter Holt.

And whereas it accordingly appears to the Commission that such action taken by Fletcher would constitute an offence against the provisions of section 81F (2) (b).

Now therefore the Commission hereby makes the following orders pursuant to section 81H of the Act, such orders to take effect immediately upon the expiration of the orders referred to made by the Commission on the 24th day of April 1980:

(a) That Fletcher, its servants or agents, be restrained from serving or causing to be served on Carter Holt any further notice of a takeover offer for the acquisition

of shares in Carter Holt, and furthermore that such persons (whether acting jointly or in concert) be restrained from issuing or dispatching (whether orally or in writing and whether directly or indirectly) to any shareholders in Carter Holt any offer to acquire shares in such company;

- (b) That Fletcher, its servants or agents, be restrained from entering into, completing, or perfecting any agreement (conditional or otherwise), to purchase any shares in the capital of Carter Holt or from otherwise acquiring a beneficial interest in shares of such company;
- (c) That Fletcher, New Zealand United Corporation Limited and Customhouse Holdings Limited, their servants or agents or nominees, be restrained from submitting to Carter Holt for registration, any transfers of shares to Fletcher, New Zealand United Corporation Limited, Customhouse Holdings Limited or their servants, agents, or nominees, or to any person acting jointly or in concert therewith;
- (d) That any shareholder in Carter Holt (including New Zealand United Corporation Limited and Customhouse Holdings Limited), who has agreed to sell their shares to Fletcher, its agents, servants, or nominees, or any person acting jointly or in concert therewith, be restrained from executing or otherwise procuring the execution of any transfer of shares in Carter Holt;
- (e) That Fletcher be restrained from engaging in any course of conduct, or doing any act or thing that constitutes, or would constitute an offence under section 81F of the Act, or an offence of attempting to commit, or aid or abet counsel, or procure any person to commit an offence under section 81F of the Act;

(f) That Fletcher, its servants or agents, or nominees, or any parties (including New Zealand United Corporation Limited, Customhouse Holdings Limited), acting jointly or in concert therewith, be restrained from exercising in any manner howsoever the control of 25% or more or the voting power attaching to the shares of Carter Holt in respect of which Fletcher has a beneficial interest, or otherwise exercising any right or control over 25% or more of such shares.

Dated at Wellington this 23rd day of May 1980.

The Seal of the Commerce Commission was attached hereto in the presence of:

K. B. O'BRIEN, Chairman.

MEMORANDUM

The Commission wishes it to be known that:

(1) During the hearing one witness stated that his company had offered its services as a mediator between the parties. On 23 May 1980 the Commission received from the solicitors

for Fletcher a letter dated 22 May. Enclosed was a copy of a revised form of the Notice of Takeover Scheme which Fletcher proposes to file with the Board of Carter Holt if the offer is permitted to go to shareholders. The letter, inter alia,

(i) stated that Fletcher would be happy to consider any amendments or additions which the Commission may think are necessary or desirable; and

(ii) contained an offer, if it would assist the Commission, to undertake to abide by the terms of the restraining orders gazetted on 28 April until such time as the Commission gives its decision on the matter.

(2) If, as a result of the mediation proposal and/or the offer contained in clause (1) (ii) above, any agreement is reached between the parties, the Commission is prepared to make arrangements to hear them, if such agreement includes proposals relating to the orders set out above in this notice.

(3) The reasons which led the Commission to make orders:

(a) on 24 April 1980; and

(b) as set out above

will be issued and published at a later date.

K. B. O'BRIEN, Chairman.