



Australian Government

Takeovers Panel

MEDIA RELEASE

No: 68/2011

Friday, 23 December 2011

Hastings Diversified Utilities Fund – Panel Receives Application

The Panel has received an application from Hastings Diversified Utilities Fund (HDF) in relation to its affairs. HDF is the subject of a combined scrip and cash takeover bid from APT Pipelines Limited, a company wholly owned by Australian Pipelines Trust (APA Group).

On 15 December 2011, APA Group lodged its bidder's statement. HDF submits that there are material deficiencies in the disclosure in the bidder's statement relating to:

- § *the implied value per HDF security represented to securityholders;*
- § *the presentation of the offer premium;*
- § *the basis for earnings guidance and performance in relation to the APA Group;*
- § *tax implications for HDF securityholders who accept the Offer;*
- § *risks associated with the bid, including as to APA Group's funding capacity to refinance HDF debt and the ACCC condition;*
- § *other matters such as the bidder's intentions and management capability.*

HDF also intends to raise an issue about the investigating accountant's report not containing a qualification regarding access to HDF's workpapers, accounting records and other documents.

HDF seeks an interim order restraining dispatch of the bidder's statement in its current form. It seeks a declaration and final orders that APA Group prepare, lodge and dispatch a replacement bidder's statement including corrective disclosure.

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.

Alan Shaw
Counsel, Takeovers Panel
Level 10, 63 Exhibition Street
Melbourne VIC 3000
Ph: +61 3 9655 3500
alan.shaw@takeovers.gov.au