

**MSWG****MINORITY SHAREHOLDER WATCHDOG GROUP****Badan Pengawas Pemegang Saham Minoriti Berhad**

Incorporated in Malaysia \* Company No. 524898-M

# The Observer

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**20 March 2015****MSWG's QUICK TAKE ON ONGOING CORPORATE TRANSACTIONS*****INTEGRAX BERHAD ("INTEGRAX") / PERAK CORPORATION BERHAD ("PERAK CORP")***

Integrax announced on 18 March 2015 that it has received a notice of an offer made by Amin bin Halim Rasip to Perak Corp to acquire 15,040,296 ordinary shares of Integrax (amounting to 5% of the issued and paid up share capital of Integrax) at an offer price of RM3.50, held via PCB's wholly owned subsidiary, Taipan Merit Sdn Bhd (Perak Corp's total shareholding in Integrax is 15.74%). The offer is subject to various conditions.

Encik Amin bin Halim Rasip is making the offer in his individual personal capacity without consulting the Board of Directors of Integrax. To date the Board has not expressed any views on the offer.

*[Source: Integrax's announcement on Bursa Malaysia's website on 18 March 2015]*

**MSWG'S COMMENTS:**

This take-over saga reveals several interesting developments, starting from Tenaga's initial offer price of RM2.75 which was revised to RM3.25 per Integrax share and the latest being Amin's offer to acquire from Perak Corp only part of the latter's equity stake in Integrax at RM3.50 per share.

Several questions and comments will surely arise and these include Perak Corp's Board decision whether to accept the offer of RM3.50 per share by Amin for only a partial sale of 5% of Integrax shares held by Perak Corp with the condition that Perak Corp will hold on to its remaining shares of 10.74% in Integrax for the next three years.

Nevertheless, Perak Corp's Board has decided to table the proposal of the Tenaga Nasional Berhad's ("TNB") offer at RM3.25 per share to the shareholders at the EGM on 27 March 2015 for a decision. Shareholders at the EGM have to decide to accept or reject the proposed offer of RM3.25 by TNB considering there is a counter offer by Amin at RM3.50 per share for a bloc of 5%. Also shareholders have to note that there are conditions attached to Amin's offer which is that the remaining 10.74% of Integrax shares cannot be sold by Perak Corp for the next 3 years.

Therefore shareholders have to evaluate the offer of RM3.25 at the EGM based on all the facts.

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## MSWG's WATCHLIST

### **PUNCAK NIAGA HOLDINGS BERHAD ("PNHB")**

PNHB announced on 16 March 2015 that the Board of PNHB had agreed with Air Selangor to extend the Stop Date (where all conditions precedent were supposed to be fulfilled on 12 January 2015) to 9 April 2015 to enable the pending issues related to the water asset transfer between the State Government of Selangor and the Federal Government to be resolved.

The Board of Directors of PNHB expressed full confidence, support and trust in YAB Prime Minister of Malaysia and YAB Dato' Menteri Besar of Selangor to resolve the issue at hand and further requested all parties to support and give full assistance to YAB Prime Minister of Malaysia and YAB Dato' Menteri Besar of Selangor to resolve the issue.

In the meantime, the Board of Directors of PNHB instructed the Management and employees of Puncak Niaga (M) Sdn Bhd and Syarikat Bekalan Air Selangor Sdn Bhd to continue to give their utmost commitment, cooperation and their best level of services to the consumers as always.

*[Source: PNHB's announcement on Bursa Malaysia's website on 16 March 2015]*

### **SURIA CAPITAL HOLDINGS BERHAD ("SURIA CAPITAL") / GABUNGAN AQRS BERHAD ("GABUNGAN AQRS")**

The Board of Directors of Suria Capital announced on 16 March 2015 that the company has entered into a joint venture agreement with Gabungan AQRS for the purpose of developing commercially a parcel of prime land within Kota Kinabalu Port area measuring approximately 7 acres forming part of the piece of land of 23.25 acres held under title no. 017561689 situated at Jalan Tanjung Lipat, Kota Kinabalu, Sabah ("Proposed JV").

*[Source: Suria Capital's announcement on Bursa Malaysia's website on 16 March 2015]*

### **HONG LEONG CAPITAL BERHAD ("HLCB")**

According to the announcement dated 18 March 2015 released by HLCB, the Appeals Committee of Bursa Malaysia has decided to dismiss the appeal and uphold the decision of the Listing Committee of Bursa Securities that a suspension be imposed on the trading of HLCB's shares for breach of Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Securities ("Listing Requirements").

The trading of HLCB's shares will be suspended upon the expiry of 5 market days which is 26 March 2015. The suspension will only be uplifted upon full compliance of the public shareholding spread in accordance with Paragraph 8.02(1) of the Listing Requirements.

HLCB is required to announce the status of its efforts to comply with the public shareholding spread simultaneously with its quarterly results and in any event, not later than 2 months after the end of each quarter of its financial year ended 30 June.

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[Source: HLCB's announcement on Bursa Malaysia's website on 18 March 2015]

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## LOCAL NEWS AND DEVELOPMENTS

Foreign selling of equities over RM1b

<http://www.thestar.com.my/Business/Business-News/2015/03/16/Foreign-selling-of-equities-over-RM1b/?style=biz>

IHH Healthcare's deal to acquire Radlink-Asia off

<http://www.thesundaily.my/news/1355573>

MRCB gets MGO exemption for rest of Quill Capita Trust

<http://www.theedgemarkets.com/my/article/mrcb-gets-mgo-exemption-rest-quill-capita-trust?type=Markets>

Bursa Malaysia Securities advises investors to exercise caution in the trading of Wintoni Group Berhad shares and its warrants

<http://www.bursamalaysia.com/corporate/media-centre/media-releases/3217>

Tanjung Offshore sues director for RM100m

<http://www.thestar.com.my/Business/Business-News/2015/03/12/Tanjung-Offshore-sues-director-and-6-others-for-RM100m/?style=biz>

Bank Negara monitors borrowing costs, investment returns, inflows, surplus liquidity and deposits growth to prevent financial imbalances

<http://www.nst.com.my/node/76224>

Index Of Industrial Production, Malaysia January 2015

[http://www.statistics.gov.my/portal/images/stories/files/LatestReleases/ipp/2015/Jan\\_2014BI.pdf](http://www.statistics.gov.my/portal/images/stories/files/LatestReleases/ipp/2015/Jan_2014BI.pdf)

Puncak Niaga gets third extension request from Pengurusan Air Selangor

<http://www.theedgemarkets.com/my/article/puncak-niaga-gets-third-extension-request-pengurusan-air-selangor?type=Markets>

MARC: Malaysia's real GDP expected to grow by 4.7pc this year

<http://www.themalaymailonline.com/money/article/malaysias-real-gdp-expected-to-grow-by-4.7pc-this-year>

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## GLOBAL NEWS AND DEVELOPMENTS

Oil drops 9 percent on week on stronger dollar, glut warning

<http://www.reuters.com/article/2015/03/13/us-markets-oil-idUSKBN0M707S20150313>

Why does the UK want to join the China-led development bank?

<http://www.bbc.com/news/business-31867934>

Why Chinese Steel Exports Are Stirring Protests

<http://www.wsj.com/articles/why-chinese-steel-exports-are-stirring-protests-1426466068>

Russia cuts rates to 14% to boost growth

<http://www.ft.com/intl/cms/s/0/53fed2e8-c96f-11e4-b2ef-00144feab7de.html#axzz3UWW1emNj>

U.S. Producer Price Index Falls, Signaling Weak Inflation

<http://www.wsj.com/articles/u-s-producer-price-index-continues-to-fall-in-february-1426250233>

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### DISCLOSURE OF INTERESTS

- *With regard to the companies mentioned, MSWG holds a minimum number of shares in all these companies covered in this newsletter save for Gabungan AQRS Berhad.*
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### Feedback

We welcome your feedback on our newsletter and our work. Email us at [mswg.ceo@mswg.org.my](mailto:mswg.ceo@mswg.org.my) with your comments and suggestions.

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