



# PACIFIC CURRENT LIMITED (PAC) SHAREHOLDER WRITES TO THE AUSTRALIAN SECURITIES EXCHANGE (ASX) ABOUT THE WAY IT ISSUES WAIVERS AGAINST LISTING RULES

PAC SHAREHOLDER IS NOT HAPPY ABOUT THE RESPONSES RECEIVED FROM THE ASX IN ATTEMPTING TO UNDERSTAND ASX WAIVER PROCEDURES AND COMPLIANCE

GOOD GOVERNANCE IS A TWO WAY TRANSPARENT STREET

FIRST IN A SERIES OF SHAREHOLDER CORRESPONDENCE BEGINNING DECEMBER 2017 ON HOW THE SYSTEM MAY WORK AGAINST SHAREHOLDERS

LETTER NUMBER 1

PACIFIC CURRENT GROUP LIMITED SHAREHOLDER LETTER TO THE ASX DATED 6 DECEMBER 2017 HAVING REGARDS TO WAIVERS AGAINST LISTING RULES

Mr. D Stevens Managing Director and CEO Australian Securities Exchange Limited (ASX) 20 Bridge Street Sydney 2000 NSW  
6 December 2017

Dear Mr. Stevens,

RE: Treasury Group Limited (ASX:TRG) ("TRG") now known as Pacific Current Group Limited (ASX:PAC)("PAC")

I was a founding director and a key shareholder in TRG/PAC. I have held shares in the Company for approximately 18 years. I have serious concerns about the governance of the Company, as especially over the past 4 years because of: -

1. On 5 August 2014 TRG announced to the market a merger with the USA based Northern Lights Capital Group LLC (NLCG) see link, [http://www.rareinfrastructure.com/wp-content/uploads/trg-merger-with-northern-lights\\_050814083425.pdf](http://www.rareinfrastructure.com/wp-content/uploads/trg-merger-with-northern-lights_050814083425.pdf) ;
2. Within this announcement it was mentioned that a new Australian Trust and Trustee Company will be established which will own the interests in the combined 21 boutiques and give effect to the merger; (All of TRG's assets, economic interests, and funds belonging to its shareholders were to be sold to the Trust)
3. No change of control at TRG board level was to occur, TRG will hold an interest of approximately 61% and majority Board representation; \* and
4. TRG said in the merger announcement lodged with the ASX. "It has received confirmation from the ASX that approval of the merger transaction by shareholders is not required under Listing Rule 11 (emphasis added).

In relation to the above approval, can the ASX please provide the shareholders with details about the dispensations or waivers TRG received on its merger announcement pursuant to listing rule 11 or any other listing rule regulated by the ASX?

We would like to know specifically what documents: -

- TRG provided to the ASX as part of the request allowing the Company not to seek shareholder approval; or
- The ASX sought and received when considering the TRG request; and
- Any additional ASX requests made by the ASX following receipt of the above approval request.

On 3 October 2016, the Company advised its shareholders via the ASX the Trust recorded a loss of \$264,571,001.00 in its accounts. Shareholders were not presented with a copy of the Trust accounts in the 2015 financial year. Serious matters concerning the Trusts financial position were only disclosed in late 2016, nearly 2 years after the merger was effected.

\* We point out that this claim appears to be incorrect in item 3 above, because at PAC's 2016 annual general meeting (AGM) the auditor, when questioned about it, advised the shareholders present, that the Company did not have control of the Trust. (Therefore, by giving up control, PAC had no control over their shareholder funds held within Trust!!) The auditor also, when shareholders raised further questions about the Trust, said he would not take more questions on that matter, because he was there to discuss the financial affairs of the Company not the Trust. We also point out a further observation made by a shareholder at the 2017 AGM informed the meeting that the PAC's accounts and disclosures [lack thereof] and use of trusts and overseas companies reminded her of the Burns Philp situation.

The answers provided by the auditor to written and verbal questions put at the 2016 and 2017 annual general meetings of the Company's members, have never been disclosed to the members as a whole, contrary to good governance standards.

I look forward to receiving the ASX's detailed advice in due course.

Kind regards, Michael de Tocqueville SA FIN, FAICD CEO - Chief Investment Officer Responsible Manager AFSL 224560

---

ASI

Office Address 93 High Street Woodend 3442 VIC Australia

Postal Address PO Box 686 Woodend 3442 VIC Australia

Domestic Callers t 03.5427.4561 f 03.5427.4672 m 0402.039.993

International Callers t +61.3.5427.4561 f +61.3.5427.4672 m +61.402.039.993

E [mdet@asimutual.com](mailto:mdet@asimutual.com) W [www.asimutual.com](http://www.asimutual.com)

### **Contacts**

Michael de Tocqueville

0402039993

<mailto:mdet@asimutual.com>