

IN THE HIGH COURT OF SOUTH AFRICA
GAUTENG PROVINCIAL DIVISION, PRETORIA

CASE NO: 85549/2015

In the application between:

EAST METALS AG

First Applicant

MASTERCROFT S.A.R.L

Second Applicant

and

EVRAZ HIGHVELD STEEL AND VANADIUM LIMITED
(IN BUSINESS RESCUE)
(Registration Number: 1960/001900/06)

First Respondent

PIERS MARSDEN N.O.

Second Respondent

DANIEL TERBLANCHE N.O.
(in their representative capacities as the joint
business rescue practitioners of Evraz Highveld
Steel and Vanadium Limited in business rescue)

Third Respondent

In re:

EAST METALS AG

First Applicant

MASTERCROFT S.A.R.L

Second Applicant

and

EVRAZ HIGHVELD STEEL AND VANADIUM LIMITED
(IN BUSINESS RESCUE)
(Registration Number: 1960/001900/06)

First Respondent

PIERS MARSDEN N.O.

Second Respondent

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DANIEL TERBLANCHE N.O. (in their representative capacities as the joint business rescue practitioners of Evraz Highveld Steel and Vanadium Limited in business rescue)	Third Respondent
COMPANIES AND INTELLECTUAL PROPERTY COMMISSION	Fourth Respondent
THE CREDITORS OF THE FIRST RESPONDENT LISTED IN ANNEXURES "A" AND "B" TO THE NOTICE OF MOTION	Fifth Respondents
THE EMPLOYEES OF THE FIRST RESPONDENT	Sixth Respondents
NATIONAL UNION OF METALWORKERS OF SOUTH AFRICA	Seventh Respondent
SOLIDARITY UNION	Eighth Respondent
RMB SECURITIES PROPRIETARY LIMITED	Ninth Respondent
THE REMAINING SHAREHOLDERS OF THE FIRST RESPONDENT	Tenth Respondents
SOUTH AFRICAN REVENUE SERVICE	Eleventh Respondent
INTERNATIONAL RESOURCES PROJECT LIMITED	Twelfth Respondent

AFFIDAVIT IN SUPPORT OF APPLICATION FOR SUBSTITUTED SERVICE

I, the undersigned,

CALLUM MICHAEL O'CONNOR

do hereby make oath and say that:

 

1. I am an adult male attorney, employed as such at Du Plessis van der Merwe Inc, trading as Baker & McKenzie, 1 Commerce Square, 39 Rivonia Road, Sandhurst, Johannesburg ("Baker & McKenzie").
2. The facts contained herein fall within my personal knowledge and belief and save where the context clearly indicates to the contrary, both true and correct.
3. The applicants seek an order granting leave to serve the main application launched under this case number on 22 October 2015 by way of various forms of substituted service.
4. More particularly, substituted service is required in order to serve the main application upon:
 - 4.1 the creditors of the first respondent, being the fifth respondents;
 - 4.2 the employees of the first respondent, being the sixth respondents;
 - 4.3 the remaining shareholders of the first respondent, being the tenth respondents.
5. The reason why substituted service is required is that there are hundreds of such individuals, and their identities and contact details are not all known to the applicants.
6. Although an application of this nature is usually launched on an *ex parte* basis, notice hereof will nonetheless be given to the first to third respondents by way of service of a copy of this application upon their attorneys of record, ENSafrica. This is because the co-operation of the second and third

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respondents as the business rescue practitioners is required in effecting substituted service.

7. The first applicant as one of the largest, if not the largest, creditor of the first respondent and the second applicant as the holder of 85.11% of the shares in the first respondent, seek in the main application that the business rescue plan for the first respondent and the adoption thereof at the statutory meeting held in terms of the Companies Act, 2008 on 13 October 2015 be declared irregular and invalid.
8. The main application sets out the basis for this relief.
9. This Honourable Court has jurisdiction to determine the main application by reason of the first respondent's registered and principal place of business being situated within its geographical jurisdiction.
10. It is necessary to *inter alia* effect service of the main application upon the affected parties of the first respondent, being its creditors, its employees and its shareholders.
11. In the main application, it has been pointed out that leave will be sought of this court to effect substituted service upon these parties.
12. On 21 October 2015, Baker and McKenzie addressed a letter to ENSafrica seeking information to enable effective substituted service to be effected on the affected parties. I annex a copy of this letter as "SA1".

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13. ENSafrica responded on 22 October 2015, as appears from the letter annexed as “SA2”, providing an Excel schedule reflecting the mailing list and the contact details in respect of the creditors and employees.
14. ENSafrica advised that the business rescue practitioners, when notifying creditors and depending on the size of the documents, emailed the documents to creditors.
15. ENSafrica advised that in respect of shareholders, SENS announcements were published and that notices were also transmitted to shareholders and through Compu-share by transfer secretaries.
16. ENSafrica advised that in respect of employees, notices were placed on notice boards to which employees have access, were transmitted by internal email and communicated to the employees at briefing sessions and where employees signed VSBs and/or VERs, telephonic communication was used where there were no email addresses. Notices were also emailed and/or hand delivered to the trade unions.
17. It is also apparent from the website of the first respondent that the business rescue practitioners also publish notices on the website, as they are required to do by way of statute
18. The business rescue practitioners had already by 22 October 2015 published the entire main application on the first respondent's website, and the main application has already attracted significant interest in the press. Publication on the website appears to be particularly effective in the present matter in bringing the application to the attention of many of the affected parties.

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19. By reason of this publication of the entire main application on the first respondent's website, the contents of the main application has been available to all affected parties since at least 22 October 2015.

20. SUBSTITUTED SERVICE ON CREDITORS

20.1 It is submitted that effective service upon creditors known to the applicant and with email facilities can be effected by way of email by furnishing them with a notice, setting out brief details of the main application and informing them that a full copy of the papers can be found on the first respondent's website and/or obtained from Baker & McKenzie as the applicants' attorneys.

20.2 It is impractical and prohibitively costly to seek to effect service on each and every creditor of the first respondent by way of sheriff. There are hundreds of creditors and over 2,600 email addresses provided by the business rescue practitioners as belonging to the creditors.

20.3 Not all of these creditors necessarily expressed any interest in the business rescue proceedings or attended the statutory meeting at which the business rescue plan was considered and voted upon.

20.4 It is submitted that the most practical and cost effective means to effect service on the creditors is by way of publication of notice of the availability of the main application, on the company's website.

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- 20.5 In addition, a copy of the notice of motion (without the founding affidavit and annexes) will be published in a local newspaper.

21. SERVICE UPON THE REMAINING SHAREHOLDERS

- 21.1 As stated above, the second applicant holds 85.11% of the issued shares of the first respondent.
- 21.2 RMB Securities Proprietary Limited, being the ninth respondent, holds 7.3% of the shares.
- 21.3 The remaining shareholders collectively hold 7.59% of the shares, but less than 2% each. As the shares of the first respondent are listed on the JSE, the identity of these shareholders is diverse and unknown to the applicants.
- 21.4 It is submitted that appropriate substituted service of the main application on shareholders would be by way of a SENS announcement advising of availability of the main application.
- 21.5 This the business rescue practitioners have already attended to of their own accord on 23 October 2015. I annex as “SA3” a copy of this SENS announcement.

22. SERVICE UPON EMPLOYEES

- 22.1 To the best of my knowledge, the employees of the first respondent are represented by either the National Union of Metalworkers of South Africa (“NUMSA”) or the Solidarity Union (the eighth

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respondent). As appears from the main application, service is to be effected by sheriff on these two unions.

22.2 Nonetheless, the employees can also have recourse to the first respondent's website in order to ascertain the availability of the main application.

22.3 Further, service can be effected by attaching a copy of the notice of motion (without annexes) together with an appropriate notification on the notice boards to which the employees have access.

23. As appears above, the co-operation of the business rescue practitioners is required to give effect to certain of the forms of service and to this end the appropriate relief is sought in the application directing them to provide such co-operation. The applicants tender the reasonable costs of the business rescue practitioners in giving effect to substituted service.

24. URGENCY

24.1 It is necessary that the various affected parties be given notice of the main application as soon as possible so as to enable them to take such steps as they may believe appropriate to protect their rights.

24.2 The applicants are also seeking urgent interim interdictory relief under this case number in an urgent application launched on 26 October 2015, and which application is enrolled for hearing by the urgent court on 17 November 2015.

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24.3 As enrolment of this application on the ordinary roll may result in the affected parties not obtaining notice of the main application soon enough to enable them to participate in the main application in due course, I respectfully submit that it would be appropriate if their interlocutory application is also heard on 17 November 2015.

25. In the circumstances, I humbly pray for the relief set out in the application.



CALLUM MICHAEL O'CONNOR

I hereby certify that the deponent has acknowledged that he knows and understands the content of this affidavit, which was sworn to and signed before me at ILLOVO on the 30th day of October 2015, the regulations contained in Government Notice no. R1258 of 21 July 1972, as amended, and Government Notice no. R1648 of 19 August 1977, as amended, having been complied with.



COMMISSIONER OF OATHS

Full names:

Business address:

Designation and area for which appointment held:

Office (if appointment held ex officio):

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* Associated Firm

** In cooperation with
Trench, Rossi e Watanabe
Advogados

21 October 2015

Michelle du Preez
ENSAfrica

Our ref: G Rudolph/JB/CO/BM
Your ref: D Terblanche/PM Marsden
By email
mdupreez@ensafrica.com

Dear Michelle

MASTERCROFT S.A.R.L & EAST METALS AG / EVRAZ HIGHVELD STEEL AND VANADIUM LIMITED AND OTHERSD

1. We refer to your letter to us on 20 October 2015.
2. Please find enclosed a courtesy copy of an application launched by our clients against Evraz Highveld Steel and Vanadium Limited ("**Evraz Highveld**"), your clients and others for an order *inter alia* declaring that:
 - 2.1. the business rescue plan for Evraz Highveld ("**the Plan**") is invalid; and
 - 2.2. the vote that took place at the meeting on 13 October 2015, at which the Plan was adopted, is invalid and set aside ("**the Application**").
3. Copies of the Application will be served on your clients by the sheriff in due course.
4. We refer you in particular to paragraphs 41 to 45 of our clients' founding affidavit, in which our clients reserve their rights to seek urgent interdictory relief in the event that the need for same arises.
5. Given the relief sought in our clients' Application, we require your urgent undertaking that your clients will not implement the Plan pending the outcome of the Application, which undertaking we require by close of business on Thursday, 22 October 2015. Should we not receive the undertaking sought, we reserve our clients' rights to approach the court for the relief referred to above.
6. As indicated in the Application, it is our intention to serve same on affected parties by way of substituted service and to the extent necessary to seek leave of the court to do so. To this end please:

Du Plessis, Van der Merwe Inc. (Registration number 2012/047447/21)

Directors

BERNSTEIN, Darryl
CHETTY, Vané
DANIELS, Kate
DU PLESSIS, Wildu
JANSE VAN RENSBURG, Mike

RUDOLPH, Gerhard
STOLP, Jennifer
VAN DER MERWE, Morné
WHYTE, Kieran

Counsel

PREISS, Mark

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- 6.1. furnish us with a complete list of:
 - 6.1.1. creditors, together with their contact details in the form of email addresses, failing which their telefax details or other contact details;
 - 6.1.2. shareholders with their contact details;
- 6.2. confirm how your clients liaise with:
 - 6.2.1. the shareholders;
 - 6.2.2. creditors; and
 - 6.2.3. the employees in the discharge of their duties.
7. In light of the Application we do not deem it necessary at this juncture to respond to the content of your letter under reply. Our failure to do so should however not be construed as an admission thereof and our clients' rights to respond thereto at the appropriate time remains reserved.

Yours sincerely



Gerhard Rudolph
Partner

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gerhard.rudolph@bakermckenzie.com

cc

Gary Oertel
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By email: goertel@ensafrica.com

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Baker & McKenzie
Attention: Gerhard Rudolph
By email: gerhard.rudolph@bakermckenzie.com

G Oertel / L Field our ref

G Rudolph/CO/BM your ref
22 October 2015 date

Dear Sirs

RE: EVRAZ HIGHVELD STEEL AND VANADIUM LIMITED (IN BUSINESS RESCUE) ("HIGHVELD")

1. We refer to our letter of earlier today and paragraph 6 of your letter of yesterday.
2. We attach hereto a schedule reflecting the mailing lists and/or contact details used in respect of *inter alia* creditors and employees.
3. All notices and relevant documents in the business rescue proceedings are published on the website of Highveld.
4. In addition, in respect of:
 - 4.1. Creditors:
 - 4.1.1. notices and documents (depending on the size of the documents) are e-mailed to creditors.
 - 4.2. Shareholders:
 - 4.2.1. SENS announcements are published; and
 - 4.2.2. notices are also transmitted to shareholders and through Computershare by transfer secretaries.
 - 4.3. Employees:
 - 4.3.1. notices are placed on notice boards to which employees have access;

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4.3.2. notices are also transmitted by internal e-mail and communicated to the employees at briefing sessions;

4.3.3. in respect of employees who signed VSPs/VERs, telephonic communication is used where there are no e-mail addresses; and

4.3.4. notices are e-mailed and/ or hand delivered to the trade unions.

5. All of our clients' rights are reserved.

Yours faithfully

EDWARD NATHAN SONNENBERGS INC.

Per:

P.P. 

LETITIA FIELD

 

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"SA3"

EVRAZ Highveld Steel and Vanadium Limited
(Incorporated in the Republic of South Africa)
Registration No: 1960/001900/06)
Share code: EHS ISIN: ZAE000146171
("Highveld" or "the Company")

**NOTICE OF COURT PROCEEDINGS INSTITUTED AGAINST *INTER ALIA* EVRAZ
HIGHVELD STEEL AND VANADIUM LIMITED (IN BUSINESS RESCUE)
("HIGHVELD"), THE BUSINESS RESCUE PRACTITIONERS OF HIGHVELD AND
AFFECTED PERSONS**

Shareholders are advised that East Metals AG ("EM") and Mastercrocft S.A.R.L ("Mastercrocft") has instituted court proceedings against *inter alia* Highveld, the joint Business Rescue Practitioners of Highveld ("the BRPs") and several other affected persons of Highveld.

In accordance with Regulation 6 of the Companies Act, the details of the abovementioned court proceedings are as follows:

- 1.1. On or about 21 October 2015, EM and Mastercrocft furnished the BRPs with a copy of an application in terms of which EM and Mastercrocft seek to *inter alia* declare:
 - 1.1.1. the business rescue plan of Highveld invalid;
 - 1.1.2. that the vote which took place at the meeting on 13 October 2015, in terms of which the business rescue plan was adopted, invalid and to have the vote set aside; and
 - 1.1.3. that the agreement on the remuneration of the BRPs as provided for in the business rescue plan as invalid and set aside.
- 1.2. Highveld and the BRPs intend opposing the application.

A full copy of the papers in the above application is available on request at mscruse@matusonassociates.co.za.

EW CMO

eMalahleni

23 October 2015

Sponsor

J.P. Morgan Equities South Africa Proprietary Limited

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