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**NTI NEWMERICAL INC.**

TSX VENTURE: [CFD](#)



**Nov 09, 2009 11:13 ET**

**NTI Newmerical Inc. Announces Proposed Share Consolidation and Privatization**

MONTREAL, QUEBEC--(Marketwire - Nov. 9, 2009) - NTI Newmerical Inc. ("NTI" or the "Corporation") (TSX VENTURE:CFD) announces today that it will ask its shareholders (the "Shareholders") to vote on a proposed going-private transaction by way of a consolidation of NTI's common shares (the "Common Shares") at a ratio of one new common share (a "New Common Share") for every 100,000 Common Shares (the "Consolidation"). Under the Consolidation, fractions of New Common Shares will be cancelled and NTI will pay a consideration of \$0.04 for each Common Share that forms part of such a fraction. Any Shareholder who would receive less than one New Common Share will cease to be a shareholder of the Corporation. The last closing price of the Common Shares on the TSX Venture Exchange (the "TSX-V") was \$0.04.

The vote on the Consolidation will take place at NTI's annual and special meeting of Shareholders to be held on December 2, 2009 (the "Meeting"). The record date for eligibility to vote on the Consolidation is November 10, 2009. The Consolidation was approved by the Corporation's independent directors, Faraj Nakhleh and John Holding.

The Consolidation must be approved by at least two-thirds of the votes cast by holders of Common Shares present or represented by proxy at the Meeting and entitled to vote on the resolution. In addition, the Consolidation must receive "minority shareholder approval" under Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions (the "Regulation") and Policy 2.9 of the TSX-V. The Shareholders whose votes will not count as part of the minority include the Corporation's President and Chief Executive Officer, Dr. Wagdi Habashi, and Faraj Nakhleh. For more details, see NTI's circular dated November 10, 2009 available at [www.sedar.com](http://www.sedar.com).

The Consolidation is exempt from the requirement under the Regulation to engage an independent valuator to prepare a formal valuation of the Common Shares since none of NTI's securities are listed or quoted on any exchanges or markets listed in the Regulation.

If the Consolidation is approved at the Meeting, NTI will amend its articles to implement the Consolidation and apply to de-list the Common Shares from the TSX-V. Upon de-listing, the Corporation will then apply to cease to be a reporting issuer in Canada and ultimately revert to privately-held status. If approved, the Consolidation is expected to be implemented in December 2009.

**Forward-Looking Statements**

Certain statements contained in this news release, other than statements of fact that are independently verifiable at the date hereof, may constitute forward-looking statements. Such statements, based as they are on the current expectations of management, inherently involve numerous risks and uncertainties, known and unknown, many of which are beyond NTI's control. Such risks include but are not limited to: the impact of general economic conditions, changes in the regulatory environment in the jurisdictions in which NTI does business, stock markets volatility, fluctuations in costs, and changes to the competitive environment due to consolidation, as well as other risks disclosed in public filings of NTI. Consequently, actual future results may differ materially from the anticipated results expressed in the forward-looking statements. The reader should not place undue reliance, if any, on the forward-looking statements included in this news release. These statements speak only as of the date made and NTI is under no obligation and disavows any intention to update or revise such statements as a result of any event, circumstances or otherwise.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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