



Monday, 3 April 2006

Alinta Limited 01 & 02 - Panel Receives Two Applications

The Takeovers Panel advises that it has received two applications dated 3 April 2006 from Australian Gas Light Company (AGL) in relation to AGL's bid for Alinta Limited (Alinta) and the bid by Alinta Group Holdings Pty Limited for AGL.

In its first application AGL seeks orders that Alinta include the following terms in its Offer (and AGL include similar terms in its Offer):

- a. that Alinta will not declare the Alinta Offer free from the Defeating Condition in unless Alinta has acquired a relevant interest in at least 50.1% of the AGL Shares in respect of which the Alinta Offer is made as a result of on market acquisition of AGL Shares or the receipt of valid acceptances of the Alinta offer;
- b. that the Alinta Offer will immediately terminate if AGL acquires a relevant interest in at least 50.1% of the Alinta shares in respect of which the AGL Offer is made as a result of on market acquisitions of Alinta shares or the receipt of valid acceptances of the AGL Offer; and

AGL's second application is in relation to the content of Alinta's Bidder's Statement and Supplementary Bidder's Statement.

AGL submits that there are disclosure issues including:

- a. Alinta's intentions regarding the implementation of a demerger in both the control situation where it holds at least 50.1% of AGL but does not wholly own AGL, and the situation where it is able to achieve total ownership of AGL;
- b. the proposition that Alinta can control and ensure the implementation of the AGL only demerger
- c. Alinta's intentions if it acquires total ownership of AGL;
- d. discussions in Alinta's bidder's statement on the mechanics of a full demerger

AGL seeks a declaration of unacceptable circumstances, interim and final orders.

AGL sought an interim order that Alinta be restrained from dispatching its bidder's statement to AGL Shareholders pending the hearing of the application by the Panel.

The Panel has not decided whether to conduct proceedings in relation to the applications and makes no comment on the merits of the applications. It also notes that it has not received submissions from the other parties to the application and it is, therefore, unaware of its views.

The President of the Panel is appointing a sitting Panel to consider the application.

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