



Friday, 29 June 2007

Accent Resources NL - Panel Decision

The Takeovers Panel advises that it has decided not to commence proceedings in relation to an application from Cleo Pty Ltd in relation to the affairs of Accent Resources NL (see [TP07/42](#)).

On 31 May 2007, Accent lodged a notice of general meeting to be held on 26 June 2007 to consider (among other things) a placement by Accent of 50 million shares (**Placement**), which would more than double the number of Accent shares on issue. On 26 June the resolution relating to the Placement was passed.

In its application, Cleo submitted that that the issue amounted to a reverse takeover and the explanatory memorandum in relation to the 26 June 2007 meeting contained insufficient information to assist shareholders in considering such a significant change to the company.

The Panel did not consider that Cleo's application, on its face, raised issues for the Panel relating to control or potential control of, or the acquisition or proposed acquisition of a substantial interest in, Accent Resources (**Control Implications**). Assuming acquisitions are undertaken in accordance with the law, the most any one party will be able to acquire under the Placement is 19.9% and any party that acquires above 5% will be required to lodge a substantial holding notice. Accordingly the Panel did not consider there to be a basis to commence proceedings.

In light of the above, the Panel did not consider it appropriate for it to consider the adequacy of the information provided to shareholders or the issues raised by Cleo relating to meeting procedures.

However, the Panel noted that if any evidence of Control Implications were to arise once allotment intentions are known, or once shares are allotted under the approved Placement, it would be open for Cleo (or any affected party) to apply to the Panel setting out the basis for any unacceptable circumstances.

The Panel will publish its reasons for declining to commence proceedings on its website at www.takeovers.gov.au in due course.

Nigel Morris
Director, Takeovers Panel
Level 47, 80 Collins Street
Melbourne, VIC 3000
Ph: +61 3 9655 3501
nigel.morris@takeovers.gov.au