



28 August 2012

ASX Limited
Level 6, 20 Bridge Street
Sydney, NSW 2000 AUSTRALIA
emma.badhni@asx.com.au

Dear Sir/Madam

GrainCorp Limited (ASX: GNC)
Notice under section 708AA(2)(f) of the Corporations Act

This notice is given by GrainCorp Limited (ASX: GNC) (the Company) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (the Corporations Act) as modified by Australian Securities and Investments Commission Class Order [08/35] (Class Order 08/35).

Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by Class Order 08/35.

The Company advises as follows:

- (a) the Company has today announced a fully underwritten accelerated, renounceable entitlement offer of 1 Share (Offer Shares) for every 11 Shares held as at 7.00pm (Sydney time) on Monday, 3 September 2012 by eligible shareholders with a registered address in Australia or New Zealand or any other jurisdiction into which the Company has decided to make the offer, at an offer price of \$8.80 per Offer Share (the Offer).
- (b) the Company will offer the Offer Shares for issue under the Offer without disclosure under Part 6D.2 of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they relate to the Company; and
 - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no "excluded information" which is required to be set out in this notice pursuant to section 708AA(7)(d) of the Corporations Act; and
- (e) the potential effect of the Offer on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given the structure of the Offer as a pro-rata issue and the current level of holdings of substantial holders (based on substantial holding notices that have been given to the Company and lodged with

GrainCorp Limited

Level 26, 175 Liverpool Street, Sydney NSW 2000 • PO Box A268 Sydney South NSW 1235

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www.graincorp.com.au

(ABN 60 057 186 035)

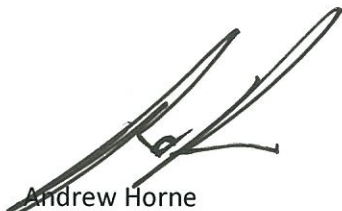




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ASX on or prior to the date of this notice), the Offer is not expected to have any material effect or consequence on the control of the Company.

Yours sincerely



Andrew Horne
Company Secretary
GrainCorp Limited

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