

Form 604Corporations Act 2001
Section 671B**Amended Notice of change of interests of substantial holder**To Company Name/Scheme PrimeAg Australia LimitedACN/ARSN 127 984 123**1. Details of substantial holder (1)**Name GUINNESS PEAT GROUP plc & its subsidiariesACN (if applicable) Incorporated and registered in England and Wales with registered number 103548There was a change in the interests of the substantial holder on Confirmation on 14/05/10 of change on 09/04/10The previous notice was given to the company on 12/04/10The previous notice was dated 12/04/10**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Fully Paid	25,509,073	16.94%	25,509,073	16.94%

Change in % of voting power is as a result of a change in the issued shares of the Company

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Refer Annexure "A"					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Guinness Peat Group plc & its subsidiaries	GPG Nominees Pty Limited	Guinness Peat Group plc & its subsidiaries	Beneficial owner	233,650 ORD	233,650
Guinness Peat Group plc & its subsidiaries	Merrill Lynch Australia (Nominees) Pty Limited <Berndale a/c>	Guinness Peat Group plc & its subsidiaries	Beneficial owner	25,275,423 ORD	25,275,423

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

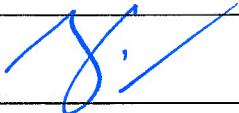
Name and ACN (if applicable)	Nature of association

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Guinness Peat Group plc & its subsidiaries	First Floor Times Place 45 Pall Mall London SW1Y 5GP
GPG Nominees Pty Limited	P O Box R475 Royal Exchange NSW 1225
Merrill Lynch Australia (Nominees) Pty Limited <Berndale a/c>	Level 19, 120 Collins Street Melbourne Vic 3000

Signature

print name	Philip Tunstall	Capacity	Authorised Signatory
sign here		Date	17 May 2010

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's vote divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Law.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE "A"

This is Annexure "A" of one page referred to in the Form 604 signed by me and dated 17 May 2010.

Philip Tunstall
Authorised Signatory

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Holder of relevant interest	Date of Acquisition	Consideration (9)		Class and number of securities	
		cash	non-cash		
Guinness Peat Group plc & its subsidiaries	14/05/10 (Upon receipt of FIRB approval, acquisition by GPG of 2,984,733 PAG shares at \$1.07 each pursuant to contractual obligation entered into on 9 April 2010 to acquire such shares subject to FIRB approval)	\$3,211,229.46		Ordinary	2,984,733