

# GPG

**Guinness Peat Group  
(Australia) Pty Limited  
ABN 13 052 245 191**

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28 May 2010

The Company Announcements Platform  
ASX Limited

Dear Sir/Madam

**Off-market takeover bid by GPG (No.4) Pty Limited for Tandou Limited**

**Extension of offer period**

GPG (No.4) Pty Limited (**GPG**), a wholly-owned subsidiary of Guinness Peat Group (Australia) Pty Limited, wishes to announce that it has varied its takeover offer dated 2 March 2010 (**Offer**) for Tandou Limited (**Tandou**).

GPG has extended the offer period so that the Offer will remain open for acceptance until 7.00 pm (Sydney time) on 5 July 2010.

We attach:

- (a) a notice of variation lodged with the Australian Securities and Investments Commission and sent to Tandou and its shareholders today; and
- (b) a notice under section 630(2)(b) of the *Corporations Act 2001* (Cth), notifying the new date for giving the notice of the status of the condition.

Yours sincerely



Gary H. Weiss  
Director

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# GPG (No.4) Pty Limited

## ACN 074 562 342

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### Notice under section 650D(1) *Corporations Act 2001* (Cth)

#### Variation of offer – extension of offer period

To: Australian Securities and Investments Commission (ASIC);  
Tandou Limited ACN 001 014 562 (Tandou); and  
Shareholders of Tandou.

#### Extension of offer period

GPG (No.4) Pty Limited ACN 074 562 342 (GPG) gives notice under section 650D(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that:

- it varies its takeover offer dated 2 March 2010 (**Offer**) for up to 100% of the ordinary shares in Tandou held by each shareholder of Tandou, which is contained in its bidder's statement dated 15 February 2010 (**Bidder's Statement**), by extending the offer period so that the Offer will remain open for acceptance until 7.00 pm (Sydney time) on 5 July 2010; and
- accordingly, the Offer is varied by:
  - (a) replacing "4 June 2010" with "5 July 2010" on page 1 and sections 1 and 12.2 of the Bidder's Statement;
  - (b) replacing "28 May 2010" with "28 June 2010" in section 12.10 of the Bidder's Statement; and
  - (c) replacing "4 June 2010" with "5 July 2010" in each place in which it appears on the acceptance form.

#### Withdrawal right

In this section headed "Withdrawal right", words defined in the ASTC Settlement Rules have the same meaning unless the context requires otherwise.

In accordance with section 650E of the Corporations Act, as the extension of the Offer (together with the previous extension) postpones for more than one month the time when GPG has to meet its obligations under the Offer, those Tandou shareholders who have validly accepted the Offer on or before the date of this notice may withdraw their acceptance by giving notice to GPG (**Withdrawal Notice**) within one month beginning on the day after the day on which they receive this notice (**Withdrawal Period**).

A Withdrawal Notice by a Tandou shareholder withdrawing their acceptance under section 650E of the Corporations Act must:

- if the withdrawing shareholder's shares are in a CHESS Holding:
  - (a) be in the form of a Valid Originating Message transmitted to ASTC by the Controlling Participant for that CHESS Holding in accordance with Rule 14.16.1 of the ASTC Settlement Rules; or

- (b) be in the form of a notice in writing to GPG setting out the information that GPG requires to enable it to transmit a Valid Message to ASTC on behalf of the Tandou shareholder in accordance with Rule 14.16.5 of the ASTC Settlement Rules; and
- in any other case, be in writing to GPG.

A Withdrawal Notice that is in writing to GPG must be sent to:

Registries Limited  
Tandou Offer  
GPO Box 3993  
Sydney NSW 2001

If a Tandou shareholder is legally entitled to give, and does in fact give, a Withdrawal Notice within the Withdrawal Period, GPG will within 14 days after it is given the Withdrawal Notice:

- (a) return to the Tandou shareholder any documents that were sent by the Tandou shareholder to GPG with the acceptance of the Offer; and
- (b) if the Tandou shareholder's shares are in a CHESS Holding, transmit a Valid Message that authorises the release of the relevant shares from the Offer Accepted Subpositions in which the securities have been reserved in accordance with Rule 14.16.3 or 14.16.5 of the ASTC Settlement Rules (as appropriate).

If you would like to exercise your right to withdraw your acceptance and you would like further information, please contact your legal, financial or other professional adviser or telephone the Offer Information Line on 1800 104 758 (toll-free within Australia) or +61 2 8268 3691 (for callers from outside Australia).

### **Lodgement with ASIC**

A copy of this notice was lodged with ASIC on 28 May 2010. ASIC takes no responsibility for the contents of this notice.

**Date:** 28 May 2010

**Signed** for and on behalf of GPG pursuant to a resolution passed by the directors of GPG by:



Anthony Eisen  
Director

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# GPG (No.4) Pty Limited

## ACN 074 562 342

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### **Notice under section 630(2)(b) *Corporations Act 2001* (Cth)**

#### **New date for giving notice of status of condition**

**To:** ASX Limited; and  
Tandou Limited ACN 001 014 562 (**Tandou**)

For the purposes of section 630(2)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**), GPG (No.4) Pty Limited ACN 074 562 342 (**GPG**) gives notice that:

- the offer period under the takeover offer by GPG for up to 100% of the ordinary shares in Tandou held by each shareholder of Tandou (**Offer**), which Offer, dated 2 March 2010, is contained in:
  - (a) the bidder's statement issued by GPG dated 15 February 2010 (**Bidder's Statement**);
  - (b) the notice of variation issued by GPG on 29 March 2010 under section 650D(1) of the Corporations Act; and
  - (c) the notice of variation issued by GPG on 28 April 2010 under section 650D(1) of the Corporations Act,has been extended so that the Offer will remain open for acceptance until 7.00 pm (Sydney time) on 5 July 2010;
- the new date for giving notice of the status of the condition to which the Offer is subject, as required by section 630(3) of the Corporations Act, is 28 June 2010; and
- as at the date of this notice:
  - (a) GPG has not freed the Offer from the "no prescribed occurrences condition" contained in section 12.7 of the Bidder's Statement; and
  - (b) the "no prescribed occurrences condition" contained in section 12.7 of the Bidder's Statement has not been fulfilled, however, so far as GPG is aware, none of the events stipulated in that condition have occurred.

**Date:** 28 May 2010