

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To: Company Name/Scheme TANDOU LIMITED  
ACN/ARSN ACN 001 014 562

### 1. Details of substantial holder (1)

Name Guinness Peat Group plc & its subsidiaries  
ACN/ARSN (if applicable) Incorporated and registered in England and Wales with registered number 103548

**\*Note: This notice is given under section 671B(1)(c) of the Corporations Act 2001 as a result of the off market takeover bid made by GPG (No.4) Pty Limited, a wholly-owned subsidiary of Guinness Peat Group (Australia) Pty Limited, for up to 50% of the fully paid ordinary shares in Tandou Limited held by each shareholder of Tandou Limited ("Offer").**

There was a change in the interests of the substantial holder on 01/07/2010  
The previous notice was given to the company on 19/05/2010  
The previous notice was dated 19/05/2010

### 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)
Fully paid ordinary securities	19,599,480	22.25%	21,980,486	24.95%

### 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
See "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 Australia Nominees Limited	Guinness Peat Group plc & its subsidiaries	Beneficial owner	13,229,895 ordinary shares	13,229,895
Guinness Peat Group plc & its subsidiaries	GPG Nominees Pty Limited	Guinness Peat Group plc & its subsidiaries	Beneficial owner	4,300,652 ordinary shares	4,300,652
Guinness Peat Group plc & its subsidiaries	GPG (No. 4) Pty Limited	Guinness Peat Group plc & its subsidiaries	Beneficial owner	4,449,939 ordinary shares	4,449,939

### 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:

**ANNEXURE A**

**This is Annexure A of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) signed by me and dated 2 July 2010**

**Signature:**



**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:

<b>Date of Change</b>	<b>Person whose relevant interest changed</b>	<b>Nature of change</b>	<b>Consideration given in relation to change</b>	<b>Class and number of securities affected</b>	<b>Person's votes affected</b>
01/07/10	Guinness Peat Group plc & its subsidiaries	Acquired in terms of off-market proportional offer	At A\$0.33 a share	2,381,006 ordinary shares	2,381,006

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

**6. Addresses**

The addresses of the 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 Australia Nominees Limited	First Floor, Times Place, 45 Pall Mall, London SW1Y 5GP
GPG Nominees Pty Limited	PO Box R475 Royal Exchange NSW 1225
GPG (No. 4) Pty Limited	Level 41, Gateway, 1 Macquarie Place, Sydney NSW 2000

**Signature**

print name

PHILIP TUNSTALL

Capacity: Authorised Signatory

sign here



date 02/07/2010

**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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes 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 Act 2001.
- (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.