

MALLESONS STEPHEN JAQUES

The Manager
Company Announcements Platform
ASX Limited
20 Bridge Street
SYDNEY NSW 2000
By fax 1300 135 638

5 December 2008

Dear Sir / Madam

BG International (AUS) Investments Pty Limited - on-market takeover bid for Queensland Gas Company Limited

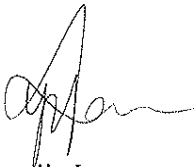
We act for BG International (AUS) Investments Pty Limited (ACN 131 104 651) (“**BG AUS**”), a subsidiary indirectly wholly owned by BG Group plc, in relation to its on-market takeover offer for all of the shares in Queensland Gas Company Limited (ABN 11 089 642 553) (“**QGC**”) (the “**Offer**”).

In accordance with subsection 647(3)(b) of the Corporations Act 2001 (Cwth), we enclose a copy of our client’s third supplementary bidder’s statement dated Friday 5 December 2008 in relation to the Offer (“**Third Supplementary Bidder’s Statement**”).

The Third Supplementary Bidder’s Statement has today been lodged with QGC and the Australian Securities and Investments Commission.

The Third Supplementary Bidder’s Statement consists of **3 pages**, inclusive of this covering letter.

Yours faithfully



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This document is the third supplementary bidder's statement ("**Third Supplement**") to the bidder's statement dated 28 October 2008 ("**Bidder's Statement**") issued by BG International (AUS) Investments Pty Limited (ACN 131 104 651) ("**BG AUS**"), a subsidiary indirectly wholly owned by BG Group plc ("**BG Group**"), in relation to the on-market offer by BG AUS ("**Offer**") for the ordinary shares in Queensland Gas Company Limited ("**QGC**") (ABN 11 089 642 553). A copy of the Bidder's Statement was lodged with the Australian Securities and Investments Commission ("**ASIC**") and the Australian Securities Exchange ("**ASX**") on 28 October 2008, and a further copy was despatched to QGC Shareholders and lodged with ASIC and ASX on 11 November 2008. A first supplementary bidder's statement ("**First Supplement**") containing various updates to the Bidder's Statement was also lodged with ASIC and ASX on 11 November 2008, and a second supplementary bidder's statement was lodged with ASIC and ASX on 17 November 2008 ("**Second Supplement**").

This Third Supplement supplements, and is to be read together with, the Bidder's Statement as despatched to QGC Shareholders and lodged with ASIC and ASX on 11 November 2008, the First Supplement and the Second Supplement.



BG GROUP

THIRD SUPPLEMENTARY BIDDER'S STATEMENT

in respect of the recommended Offer by

BG International (AUS) Investments Pty Limited
(ACN 131 104 651)

a subsidiary indirectly wholly owned by

BG Group plc
(registered in England and Wales with company number 3690065)

for the ordinary shares in

Queensland Gas Company Limited
(ABN 11 089 642 553)

5 December 2008

Unless the context requires otherwise, defined terms in the Bidder's Statement have the same meaning in this Third Supplement. This Third Supplement prevails to the extent of any inconsistency with the Bidder's Statement, the First Supplement or the Second Supplement.

A copy of this Third Supplement was lodged with ASIC on 5 December 2008. Neither ASIC nor any of its officers takes any responsibility for the contents of this Third Supplement.

1 Compulsory acquisition

At the close of trading on the ASX on 4 December 2008, BG AUS had acquired a relevant interest in 931,634,086 QGC Shares, representing 96.62% of the issued share capital of QGC. BG AUS is therefore entitled to proceed to compulsorily acquire the remaining QGC Shares.

Consistent with the intentions set out in section 4 of the Bidder's Statement and the Second Supplement, BG AUS intends to commence the compulsory acquisition process by lodging a compulsory acquisition notice in accordance with section 661B of the Corporations Act on Monday 8 December 2008. The Offer Period will expire on 15 December 2008, at which time BG AUS expects that the ASX will suspend trading in QGC Shares.

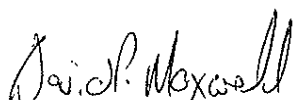
Shareholders may still sell their QGC Shares to BG AUS under the Offer and receive payment for those shares on a T+3 basis (being within three Trading Days after acceptance) until 4pm (AEST) on Monday 15 December 2008.

After that time, when the Offer Period closes and QGC Shares are suspended from trading, QGC Shareholders will not be able to sell their QGC Shares to BG AUS under the Offer and will not be able to sell their QGC Shares on market. Any remaining QGC Shares will be compulsorily acquired by BG AUS in accordance with the Corporations Act, and QGC Shareholders will likely have to wait at least one month to be paid for their QGC Shares under the compulsory acquisition process.

2 Authorisation

This Third Supplement has been approved by a resolution passed by the directors of BG International (AUS) Investments Pty Limited.

Signed by David Maxwell on behalf of BG International (AUS) Investments Pty Limited in accordance with section 351 of the Corporations Act.



David Maxwell
Director

Date: 5 December 2008