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2 March 2009

The Manager Companies Announcements Office Australian Stock Exchange Level 4, 20 Bridge Street Sydney NSW 2000

Dear Sir/Madam

# Notice of change of interests of substantial holder - GRD Limited

As required by Section 671B of the Corporations Act, please find attached form 604.

For further information please contact:

Athol Chiert Company Secretary MMC Contrarian Limited (+612) 9224 0700

### Form 604

#### Corporations Act 2001

#### Section 671B

# Notice of change of interests of substantial holder

| To Company Name/Scheme   | GRD Limited                                   |
|--|---|
| ACN/ARSN   | 009 201 754                                   |
| 1. Details of substantial holder (1)                             |   |
| Name   |   |
|  | 1. MMC Contrarian Limited (ACN 106 248 248)   |
|  | 2. MMC Asset Management Ltd (ACN 071 807 684) |
|  | 3. Officium Capital Limited (ACN 108 747 637) |
| There was a change in the interests of the substantial holder on | 26/02/09                                      |
| The previous notice was given to the company                     | on <u>22/12/08</u>                            |
| The previous notice was dated                                    | 22/12/08                                      |

# 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)    | Previou        | is notice        | Present notice |                  |  |
|----------------------------|----------------|------------------|----------------|------------------|--|
|                            | Person's votes | Voting power (5) | Person's votes | Voting power (5) |  |
| Ordinary fully paid shares | 10,218,351     | 5.31%            | 12,188,143     | 6.34%            |  |

#### 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<br>securities affected<br>(ordinary fully paid<br>shares in each case) | Person's votes<br>affected |
|----------------|--|----------------------|---|--|----------------------------|
|                |  | S                    | 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<br>be registered as<br>holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
|                             |                                 | See An   | nexure B                        |                                |                |

#### 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 |
|------------------------------|-----------------------|
| Not applicable               | Not applicable        |

#### 6. Addresses

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

| Name                          | Address   |  |  |
|-------------------------------|---|--|--|
| MMC Asset Management Ltd      | Level 8, 34 Hunter St, Sydney NSW 2000                      |  |  |
| MMC Value Growth Trust        | Level 8, 34 Hunter St, Sydney NSW 2000                      |  |  |
| MMC Australian Share Fund     | Level 8, 34 Hunter St, Sydney NSW 2000                      |  |  |
| MMC Small Companies Fund      | Level 8, 34 Hunter St, Sydney NSW 2000                      |  |  |
| Officium Capital Limited      | Terrace House 3 249 Coronation Drive Milton Queensland 4064 |  |  |
| MMC Concentrated Fund         | Terrace House 3 249 Coronation Drive Milton Queensland 4064 |  |  |
| Bond Street Custodian Limited | Level 26, 20 Bond Street Sydney NSW 2000                    |  |  |
| Cogent Nominees Limited       | PO Box R209 Royal Exchange NSW 1225                         |  |  |
| MMC Contrarian Limited        | Level 8, 34 Hunter St, Sydney NSW 2000                      |  |  |

| Signature |            |              |   |
|-----------|------------|--------------|---|
|           | print name | Athol Chiert | capacity Secretary MMC Contrarian Limited |
|           | sign here  | den          | date 02/03/2009                           |

#### **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 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.

- 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

| Date of<br>Change | Person Whose<br>Relevant<br>Interest<br>changed | Nature of Change (6) | Consideration in relation to the change (7) |           | Class and number of<br>securities affected<br>(Ordinary fully paid<br>shares in each case) | Person's<br>votes affected |  |
|-------------------|---|----------------------|---|-----------|--|----------------------------|--|
| 23-Dec-08         | As Appendix B                                   | On-Market purchase   | \$  | 20,015.84 | 70,000   | 70,000                     |  |
| 31-Dec-08         | As Appendix B                                   | On-Market purchase   | \$  | 25,283.16 | 90,000   | 90,000                     |  |
| 31-Dec-08         | As Appendix B                                   | On-Market purchase   | \$  | 7,023.10  | 25,000   | 25,000                     |  |
| 31-Dec-08         | As Appendix B                                   | On-Market purchase   | \$  | 53,375.56 | 190,000  | 190,000                    |  |
| 31-Dec-08         | As Appendix B                                   | On-Market purchase   | \$  | 61,803.28 | 220,000  | 220,000                    |  |
| 13-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 23,200.28 | 61,126   | 61,126                     |  |
| 13-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 31,122.97 | 82,000   | 82,000                     |  |
| 15-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 2,207.84  | 6,084  | 6,084                      |  |
| 21-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 16,772.67 | 45,000   | 45,000                     |  |
| 21-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 44,119.19 | 118,369  | 118,369                    |  |
| 22-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 17,397.40 | 45,825   | 45,825                     |  |
| 23-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 9,596.97  | 25,192   | 25,192                     |  |
| 27-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 8,116.78  | 21,730   | 21,730                     |  |
| 29-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 875.71    | 2,359  | 2,359                      |  |
| 30-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 9,278.01  | 25,000   | 25,000                     |  |
| 30-Jan-09         | As Appendix B                                   | On-Market purchase   | \$  | 6,853.11  | 18,466   | 18,466                     |  |
| 02-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 16,868.11 | 45,415   | 45,415                     |  |
| 03-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 6,784.76  | 19,410   | 19,410                     |  |
| 03-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 19,225.24 | 55,000   | 55,000                     |  |
| 05-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 12,290.43 | 35,000   | 35,000                     |  |
| 06-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 10,534.65 | 30,000   | 30,000                     |  |
| 09-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 11,774.23 | 35,000   | 35,000                     |  |
| 09-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 13,456.26 | 40,000   | 40,000                     |  |
| 10-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 8,480.40  | 25,000   | 25,000                     |  |
| 11-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 14,822.25 | 45,000   | 45,000                     |  |
| 11-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 11,623.29 | 35,288   | 35,288                     |  |
| 12-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 14,610.06 | 45,000   | 45,000                     |  |
| 12-Feb-09         | As Appendix B                                   | On-Market purchase   | \$  | 16,185.35 | 49,852   | 49,852                     |  |

| Date of<br>Change | Person Whose<br>Relevant<br>Interest<br>changed | elevant Nature of Change (6)  |    | sideration in<br>ation to the<br>hange (7) | Class and number of<br>securities affected<br>(Ordinary fully paid<br>shares in each case) | Person's<br>votes affected |
|-------------------|---|-------------------------------|----|--|--|----------------------------|
| 12-Feb-09         | As Appendix B                                   | On-Market purchase            | \$ | 16,233.39                                  | 50,000   | 50,000                     |
| 13-Feb-09         | As Appendix B                                   | On-Market purchase            | \$ | 13,131.19                                  | 40,000   | 40,000                     |
| 16-Feb-09         | As Appendix B                                   | On-Market purchase            | \$ | 17,020.99                                  | 50,000   | 50,000                     |
| 24-Feb-09         | As Appendix B                                   | Appendix B On-Market purchase |    | 29,534.32                                  | 123,946  | 123,946                    |
| 25-Feb-09         | As Appendix B                                   | On-Market purchase            | \$ | 8,603.30                                   | 35,000   | 35,000                     |
| 25-Feb-09         | As Appendix B                                   | On-Market purchase            | \$ | 40,558.41                                  | 165,000  | 165,000                    |

This is Annexure A referred to in Form 604 - Notice of change of interests of substantial holder signed and dated 2 March 2009.

Athol Chiert Secretary, MMC Contrarian Limited

# **ANNEXURE B**

|   | Holder of relevant interest | Registered holder of securities  | Person<br>entitled to be<br>registered as<br>holder (8) | Nature of relevant interest (6)  | Class and<br>number of<br>securities<br>(ordinary fully<br>paid shares in<br>each case) | Person's<br>votes |
|---|-----------------------------|--|---|--|---|-------------------|
| 1 | MMC Contrarian<br>Limited   | Cogent Nominees Pty Ltd ACF the MMC Value Growth Trust, MMC Australian Share Fund, MMC Small Companies Fund and MMC Contrarian Limited | Cogent<br>Nominees Pty<br>Ltd                           | voting power of 100% in MMC Asset Management Ltd which, as the responsible entity of the MMC Value Growth Trust (ARSN 087 380 765), MMC Australian Share Fund (ARSN 090 750 253) and MMC Small Companies Fund (ARSN 099 629 982) has the power to vote or dispose of the shares                          | 10,098,748  | 10,098,748        |
| 2 | MMC Asset<br>Management Ltd | Cogent Nominees Pty Ltd ACF the MMC Value Growth Trust, MMC Australian Share Fund, MMC Small Companies Fund and MMC Contrarian Limited | Cogent<br>Nominees Pty<br>Ltd                           | as the responsible entity of the MMC Value Growth Trust (ARSN 087 380 765), MMC Australian Share Fund (ARSN 090 750 253), MMC Small Companies Fund (ARSN 099 629 982) and the contracted investment manager for MMC Concentrated Fund (ARSN 115 121 625), has the power to vote or dispose of the shares | 10,098,748  | 10,098,748        |
| 3 | Officium Capital<br>Limited | Bond Street<br>Custodians Limited<br>ACF MMC<br>Concentrated Fund  | Bond Street<br>Nominees<br>Limited                      | As the responsible entity of MMC Concentrated Fund and have the power to vote or dispose, upon revocation of the Management Agreement (see 'nature relevant interest' in 1 above)  | 2,089,665   | 2,089,665         |

This is Annexure B of 1 page referred to in Form 604 - Notice of change of interests of substantial holder signed and dated 2 March 2009

Athol Chiert
Secretary, MMC Contrarian Limited