

17 February 2015

Companies Announcements Platform
Australian Securities Exchange
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SYDNEY NSW 2000

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Dear Sir/Madam

Sino Construction Limited - takeover offer for Guildford Coal Limited
Notice of status of conditions

We act for Sino Construction Limited (**Sino Construction**) and refer to Sino Construction's bidder's statement dated 18 November 2014 in relation to its off-market takeover bid for the ordinary shares in Guildford Coal Limited.

In accordance with section 630(5) of the *Corporations Act 2001* (Cth), we enclose a copy of a notice under section 630 of the *Corporations Act 2001* (Cth) regarding the status of the offer conditions.

Yours sincerely



Holding Redlich

Enclosures: 1

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Sino Construction Limited
Takeover bid for Guildford Coal Limited

Notice on status of conditions

To: ASX Limited

Guildford Coal Limited (**Guildford**)

Sino Construction Limited (**Sino Construction**) has made offers under an off-market takeover bid for all the shares in Guildford (**Offer**) pursuant to a bidder's statement dated 18 November 2014 (**Bidder's Statement**).

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth), Sino Construction gives notice that:

- (a) so far as Sino Construction knows, none of the Offer Conditions has been satisfied; and
- (b) on 5 January 2015, Guildford announced its intention to conduct a rights issue capital raising in respect of which entry into an agreement to issue of ordinary shares by Guildford will constitute a breach of the Condition set out in Section 11.5(c)(iv) of the Bidder's Statement. Sino Construction does not waive the breach of this Condition,

and, as a result of the above, the Offers under the Takeover Bid are not free from the Conditions and will not be free from the Conditions at the close of the Offer Period.

As at the close of business on 16 February 2015 Sino Construction's voting power in Guildford is 0.13%.

Unless the context requires otherwise, defined terms in this notice have the same meaning as in the Bidder's Statement.

Signed for and on behalf of Sino Construction Limited



Mr Andy Chee
Director

Dated: 17 February 2015