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Blake Dawson

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19 June 2009

Dear Sirs

**Takeover offer by AIMS Securities Holdings Pty Ltd (AIMS) for
MacarthurCook Limited (MacarthurCook)**

We act for AIMS in relation to its off-market takeover bid for the ordinary shares
in MacarthurCook (**Offer**).

In relation to the Offer we **attach**:

1. a copy of a notice declaring the Offer free of all defeating conditions
under section 650F of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
2. a second supplementary bidder's statement in accordance with section 647(3)(b) of the
Corporations Act which supplements AIMS' replacement bidder's statement dated 29 May
2009.

Yours faithfully,



David Ryan
Partner
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david.ryan@blakedawson.com

Partner
David Ryan
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Contact
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CORPORATIONS ACT 2001 (Cth)
SECTION 650F

**NOTICE UNDER SECTION 650F
OF THE CORPORATIONS ACT 2001 (Cth)**

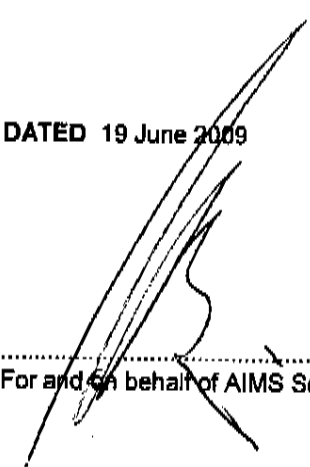
TO: 1. MacarthurCook Limited; and
2. ASX Limited

BY THIS NOTICE, AIMS Securities Holdings Pty Ltd ACN 137 063 113 (AIMS) **DECLARES** the offers dated 15 June 2009 (**Offers**) made by it under an off-market takeover bid for ordinary shares in MacarthurCook Limited and the contracts formed by the acceptance of any of those Offers free from all the conditions set out in section 9.9 of the Offers.

The Offers are now free of those conditions.

The voting power in MacarthurCook Limited that, so far as AIMS knows it has, at the time of giving this notice, is 19.98%.

DATED 19 June 2009



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For and on behalf of AIMS Securities Holdings Pty Ltd

**AIMS**

**AIMS SECURITIES HOLDINGS PTY LTD TAKEOVER BID FOR
MACARTHURCOOK LIMITED**

SECOND SUPPLEMENTARY BIDDER'S STATEMENT

This document is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) to the bidder's statement dated 21 May 2009 (**Original Bidder's Statement**) issued by AIMS Securities Holdings Pty Ltd ACN 137 063 113 (**AIMS**), and lodged with the Australian Securities and Investments Commission (**ASIC**) on 21 May 2009, in relation to the offer by AIMS (**Offer**) for the fully paid ordinary shares in MacarthurCook Limited ABN 64 009 110 463 (**MacarthurCook**).

A first supplementary bidder's statement (**First Supplementary Bidder's Statement**) and a replacement bidder's statement containing the changes to the Original Bidder's Statement by the First Supplementary Bidder's Statement were lodged with ASIC on 29 May 2009 (**Replacement Bidder's Statement**).

This Second Supplementary Bidder's Statement must be read together with the Replacement Bidder's Statement. Unless the context requires otherwise, terms defined in the Replacement Bidder's Statement have the same meaning in this Second Supplementary Bidder's Statement. This Second Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Replacement Bidder's Statement.

Neither ASIC nor any of its officers takes any responsibility for the contents of this Second Supplementary Bidder's Statement.

1. OFFER FREE FROM DEFEATING CONDITIONS

AIMS recognises that there may be some institutional MacarthurCook Shareholders who are supportive of AIMS' Offer but may not be able or willing to accept before the Offer is unconditional. Accordingly, AIMS has today declared the Offer dated 15 June 2009 made by it under its off-market takeover bid to acquire fully paid ordinary shares in MacarthurCook, free from all the conditions set out in section 9.9 of the Offer.

Annexed to this Second Supplementary Bidder's Statement is a copy of the notice declaring the Offer free of the conditions under section 650F of the *Corporations Act 2001* (Cth).

2. ACCELERATED PAYMENT TERMS

Now that the Offer has been declared unconditional, AIMS will accelerate the timing for the payment of the Offer consideration to accepting MacarthurCook Shareholders. The accelerated timeframe will be as follows:

- (a) in respect of any MacarthurCook Shareholder who has validly accepted the Offer on or prior to 19 June 2009, AIMS will send payment of the Offer

consideration to them within 5 business days after the date of this Second Supplementary Bidder's Statement; and

- (b) In respect of any MacarthurCook Shareholder who validly accepts the Offer after 19 June 2009, AIMS will send payment of the Offer consideration to them within 5 business days after the date of receipt of their valid acceptance.

Where the Acceptance Form requires additional documents to be given with an acceptance (such as a power of attorney), these accelerated payment arrangements will operate as follows:

- (a) if the necessary documents are given with the Acceptance Form, payment will be sent within the timeframes set out above; and
- (b) if the necessary documents are given after acceptance, payment will be sent within 5 business days after the date on which the documents are given.

For further information in relation to the matters set out in this Second Supplementary Bidder's Statement, MacarthurCook Shareholders can contact the Offer Information Line on 1300 726 041 (within Australia) (toll free) or (+61 2) 9217 2717 (outside Australia).

DATED 19 June 2009

SIGNED on behalf of AIMS Securities Holdings Pty Ltd by Mr George Wang, being a director of AIMS Securities Holdings Pty Ltd who is authorised to sign by a resolution passed at a meeting of the directors of AIMS Securities Holdings Pty Ltd.

Director



ANNEXURE

**CORPORATIONS ACT 2001 (Cth)
SECTION 650F**

**NOTICE UNDER SECTION 650F
OF THE CORPORATIONS ACT 2001 (Cth)**

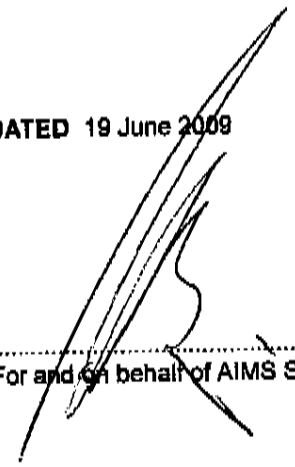
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