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21 May 2009

**By Fax: 1300 135 638**

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Our reference: 838/13729/80088891

Dear Sir/Madam

**Takeover bid for Gloucester Coal Limited (Gloucester)**

We act for Noble Group Limited and Osendo Pty Ltd (ACN 136 062 710) (**Noble**) and enclose by way of service pursuant to section 650F of the Corporations Act 2001 (Cth), a copy of Noble's notice in relation to the off-market takeover bid by Noble for all of the ordinary shares in Gloucester Coal Ltd (ABN 66 008 881 712) freeing that bid from a defeating condition as well as an accompanying media release.

Yours faithfully



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**Enclosure**

**Osendo Pty Ltd**

**ACN 136 062 710**

**Company Notice - section 650F of the Corporations Act**

**Freeing off-market bid from defeating conditions**

**To: Gloucester Coal Limited**

Osendo Pty Limited ACN 136 062 710 (Noble) has made offers under an off-market takeover bid for all of the ordinary shares in Gloucester Coal Limited ABN 66 008 881 712 (Offers). The Offers are contained in the bidder's statement dated 6 May 2009 (Bidder's Statement).

Noble, gives notice under section 650F(1) of the *Corporations Act 2001* (Cth) that:

1. it declares the Offers, and the Offers are, free from the condition set out in Section 8.6(b) of the Bidder's Statement;
2. as at 4.00 pm on 21 May 2009, it has voting power in Gloucester of 57.17 per cent.

Date: 21 May 2009

Signed for and on behalf of Osendo Pty Ltd

  
\_\_\_\_\_  
Barry Todor  
Director



21 May 2009

**NOBLE DECLARES OFFER UNCONDITIONAL**

Noble has today declared its offer for Gloucester Coal unconditional.

The Noble Offer price of \$7.00 per Gloucester share is final in the absence of a superior proposal. The Offer will close on 16 June 2009 unless extended as permitted by the Corporations Act.

21 May 2009

For further information, please contact:

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**About Noble Group**

Noble Group (SGX: NOBL) is a market leader in managing the global supply chain of agricultural, industrial and energy products. We operate from over 100 offices in more than 40 countries, serving 4000+ customers. Noble manages a diversified portfolio of essential raw materials, integrating the sourcing, marketing, processing, financing and transportation.

With 2008 annual revenues exceeding US\$36 billion, Noble continues its transition to owning and managing more strategic assets, sourcing from low cost production markets such as Brazil, Australia and Indonesia and supplying to high growth demand markets including China, India and the Middle East. Today Noble owns coal and iron ore mines, grain crushing facilities, sugar and ethanol plants, vessels, ports and other infrastructure to ensure high quality products are delivered in the most efficient and timely manner to its customers.

In 2008, Noble debuted on the Fortune Global 500 (#349), was included in the new 30 security Straits Times Index, gained a top ten placing in the ACCA/CFO Asia "Regional Corporate Transparency Index (CTI)" and received a BBB- rating (investment grade) from Fitch. Noble was placed on the Forbes Global 2000 and Forbes Fab 50 while being included in the S&P Global Challengers and The Asset's Best 60 Corporate Governance Award. Noble also received the Corporate Governance Recognition Award: Classes Of 2006 - 2008 - by Corporate Governance Asia and was chosen as one of FinanceAsia's Best Companies. In 2005, Noble joined the MSCI Singapore Index. During this period, the Group was recognized as one of BusinessWeek's Stars of Asia and a

Best Employer by Hewitt Associates.

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