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19 May 2009

By Fax: 1300 135 638

The Manager
Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Our reference: 838/13729/80088891

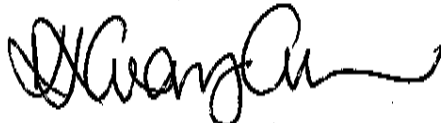
No. of pages: **4**

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 a media release declaring the offer price final in the absence of a superior offer.

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(a) of the Bidder's Statement; and
2. it has voting power in Gloucester of 21.67 per cent.

Date: 19 May 2009

Signed for and on behalf of Osendo Pty Ltd



Barry Tudor
Director



19 May 2009

NOBLE WAIVES WHITEHAVEN MERGER CONDITION AND DECLARES OFFER PRICE FINAL

On Friday 15 May, the directors of Gloucester unanimously recommended the increased offer of \$7.00 per Gloucester Coal share (the "Noble Offer" or "Offer"). Noble notes yesterday's announcement by Whitehaven in relation to the Noble Offer.

Following Whitehaven's announcement, Noble has declared its Offer price final in the absence of a superior proposal, and has waived condition 8.6(a) in its Bidder's Statement that the Whitehaven Merger does not proceed. The Noble Offer remains conditional on there being no prescribed occurrence as defined in the Bidder's Statement.

Noble intends to buy shares on market up to the Offer price.

19 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.

Noble Group Limited
Incorporated in Bermuda with limited liability
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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.