

Governor Phillip Tower
1 Farrer Place Sydney NSW 2000
GPO Box 9925 NSW 2001
Tel (02) 9210 6500
Fax (02) 9210 6611
www.corrs.com.au

**CORRS
CHAMBERS
WESTGARTH**
lawyers

Sydney
Melbourne
Brisbane
Perth

Date 10 July 2013
Pages 5 (including this page)

To Company Announcements Platform
Australian Securities Exchange Limited
Fax 1300 135 638

Dear Sir/Madam

**Takeover bid by ADM Australia Holdings II Pty Limited for
GrainCorp Limited – Form 604**

We act for ADM Australia Holdings II Pty Limited ACN 158 556 686 (**ADM Australia**), a wholly-owned indirect subsidiary of Archer-Daniels-Midland Company.

In accordance with the *Corporations Act 2001* (Cth), we **attach** a Form 604 “Notice of change of interests of substantial holder” issued by ADM Australia in relation to the shares in GrainCorp Limited ACN 057 186 035.

Yours faithfully
Corrs Chambers Westgarth



Jaclyn Riley-Smith

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme GrainCorp Limited (GrainCorp)
ACN/ARSN ACN 057 186 035

1. Details of substantial holder (1)

Name ADM Australia Holdings II Pty Limited ACN 158 556 686 (**ADM Australia**) and each related body corporate of ADM Australia (as listed in Annexure A of ADM Australia's "Notice of initial substantial shareholder" dated 22 October 2012) (each an **ADM Group Company**)

ACN/ARSN (if applicable) ACN 158 556 686

***Note: This notice is given under section 671B(1)(b) of the Corporations Act 2001.**

There was a change in the interests of the
substantial holder on

9 July 2013

The previous notice was given to the company on

25 June 2013

The previous notice was dated

25 June 2013

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)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	45,420,054	19.85%	49,075,002	21.44%

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 securities affected	Person's votes affected
9 July 2013	ADM Australia and each ADM Group Company	Acceptances of Offer dated 1 July 2013 made under ADM Australia's off-market takeover bid (see Annexure "A")	A\$12.20	3,654,948 fully paid ordinary shares in the capital of GrainCorp (Shares)	3,654,948

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 be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
ADM Australia	ADM Australia	ADM Australia	ADM Australia has a relevant interest as holder of 45,420,054 Shares under section 608(1) of the Corporations Act.	45,420,054 Shares.	45,420,054
ADM Group Companies	ADM Australia	ADM Australia	Each ADM Group Company has a relevant interest in the 45,420,054 Shares referred to above under section 608(3) of the Corporations Act.	45,420,054 Shares.	45,420,054
ADM Australia	Accepting ordinary shareholders of GrainCorp	ADM Australia	ADM Australia has a relevant interest under section 608(1) of the Corporations Act as a result of acceptances received under ADM Australia's off-market takeover bid for GrainCorp (see Annexure "A").	3,654,948 Shares.	3,654,948
ADM Group Companies	Accepting ordinary shareholders of GrainCorp	ADM Australia	Each ADM Group Company has a relevant interest in the 3,654,948 Shares referred to above under section 608(3) of the Corporations Act.	3,654,948 Shares.	3,654,948

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/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

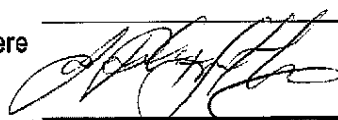
Name	Address
See Annexure A of ADM Australia's "Notice of initial substantial shareholder" dated 22 October 2012.	

Signature

print name Jaclyn Riley-Smith

capacity Attorney for ADM Australia Holdings II Pty Limited under a Power of Attorney dated 24 June 2013

sign here



date 10 July 2013

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 7 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.
- (7) 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

This is Annexure A of 1 page referred to in Form 604 (Notice of change of interests of substantial holder) signed by me and dated

Signature:



Name: Jaclyn Riley-Smith (as attorney for ADM Australia Holdings II Pty Limited under a Power of Attorney dated 24 June 2013)

Date: 10 July 2013

Offer terms

The terms of the Offer are set out in the following documents:

- The Bidder's Statement dated 24 June 2013 containing an offer dated 1 July 2013 – section 12; and
 - Acceptance Form
-