

3 December 2013

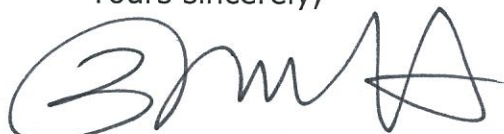
The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

GrainCorp Limited (ASX:GNC)

GrainCorp notes the announcement by Archer Daniels Midland Company (ADM) on 2 December 2013 withdrawing their offer for all the ordinary shares in GrainCorp Limited. A copy of ADM's announcement is attached.

Yours sincerely,



Betty Ivanoff
Group General Counsel

GrainCorp Limited

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Date 2 December 2013
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To Company Announcements Platform
Australian Securities Exchange Limited
Fax 1300 135 638

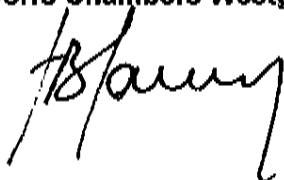
Dear Sir/Madam

**Takeover bid by ADM Australia Holdings II Pty Limited for
GrainCorp Limited - Withdrawal of offer**

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.

We **attach** a notice that ADM Australia withdraws its takeover offer for all the ordinary shares in GrainCorp Limited ACN 057 186 035 effective as at 7.00pm (Sydney time) on 2 December 2013.

Yours faithfully
Corrs Chambers Westgarth





2 December 2013

To: Australian Securities and Investments Commission (**ASIC**); and

GrainCorp Limited ACN 057 186 035 (**GrainCorp**); and

each person to whom an offer was made under the bidder's statement dated 24 June 2013 (**Bidder's Statement**) issued by ADM Australia Holdings II Pty Limited ACN 158 556 686 (**ADM Australia**), a wholly owned subsidiary of Archer-Daniels-Midland Company (**ADM**), in respect of ADM Australia's takeover offer (**Offer**) for all the ordinary shares in GrainCorp

Notice of withdrawal of ADM Australia's Offer

As you may be aware, on 29 November 2013, the Federal Treasurer, the Honourable Joe Hockey, made an order under the *Foreign Acquisitions and Takeovers Act 1975* prohibiting ADM's proposed acquisition of 100% of the shares in GrainCorp.

ADM Australia has given notice that the FIRB approval condition set out in section 12.8(a) of the Bidder's Statement is not capable of being satisfied.

Any acceptances that ADM Australia has received under the Offer will not be processed.

To those shareholders who had accepted the Offer, we are disappointed that we will not be able to buy the shares that you had tendered into the Offer. However, we would like to take this opportunity to thank you for your patience and support.

ADM Australia has obtained ASIC consent to allow ADM Australia to withdraw its Offer under section 652B of the *Corporations Act 2001* (**Corporations Act**).

ADM gives notice under the Corporations Act that it withdraws its Offer effective as at 7.00pm (Sydney time) on 2 December 2013. From this time, the effect of the withdrawal of the Offer is that all acceptances are released and any GrainCorp shareholders who had accepted the Offer are free to deal with their entire shareholding in GrainCorp.

A copy of this notice was lodged with ASIC on 2 December 2013. ASIC takes no responsibility for the contents of this notice.

Yours faithfully

ADM Australia Holdings II Pty Limited

A handwritten signature in dark ink, appearing to read 'I Pinner'.

Ian Pinner

Director