



**Golden Circle Limited**  
ABN 85 054 355 618

[www.goldencircle.com.au](http://www.goldencircle.com.au)

260 Earnshaw Rd  
Northgate Qld  
Australia 4013  
PO Box 106 Virginia  
Qld 4014  
Ph: 07 3266 0000  
Fax: 07 3266 0789

20 October 2008

Dear Shareholder,

### **PROPOSAL FOR HEINZ TO ACQUIRE GOLDEN CIRCLE**

You would be aware from our announcement on 6 October 2008 that Golden Circle Limited (**Golden Circle**) and H.J. Heinz Company Australia Limited (**Heinz**) have entered into an Implementation Agreement whereby it is proposed that Heinz will acquire all of the Golden Circle shares, subject to shareholder approval as detailed below, on issue for A\$1.65 cash per share, valuing Golden Circle at approximately \$288 million inclusive of the refinancing of debt (**Heinz Proposal**).

The acquisition is to be implemented by way of a Scheme of Arrangement (the **Scheme**) under which Golden Circle Shareholders will be asked to vote on the Heinz Proposal at a Scheme Meeting, expected to be held in early December 2008.

Subject to the Scheme becoming effective, implementation is scheduled for late December 2008. Golden Circle wishes to keep you fully informed about the next steps in this process. To this end, the following is a summary of the key steps for shareholders in the lead up to the Scheme Meeting.

#### **Next steps**

##### *Explanatory Booklet distributed to all shareholders*

In late October or early November 2008, you will receive an Explanatory Booklet to assist you in understanding the terms of the Heinz Proposal. This Explanatory Booklet includes information relevant to your decision on whether to approve the Heinz Proposal. There are also a number of important dates for shareholders to be aware of which will be set out in the Explanatory Booklet. We ask that you read and carefully consider the information included in this Explanatory Booklet to help you make an informed decision on the Heinz Proposal.

Your Directors recommend that you consult your legal, financial, taxation or other professional adviser concerning the impact your decision may have on your own circumstances.

##### *Annual General Meeting – 24 October 2008*

This year's AGM will be held at The Events Centre, 20 Minchinton Street, Caloundra, Queensland commencing at 2.00pm. At the conclusion of the Annual General Meeting there will be an opportunity for shareholders to ask questions on the Heinz Proposal.

##### *Information meeting for shareholders – 13 November 2008*

An information meeting on the Heinz Proposal is planned for 13 November 2008. We encourage you to attend this information meeting at The Events Centre, 20 Minchinton Street, Caloundra, Queensland commencing at 2.00pm where you will have the opportunity to further understand the Heinz Proposal and to meet the Managing Director of Heinz, Mr Peter Widdows.

## Key features of the Heinz Proposal

The key features of the Heinz Proposal are:

- Heinz proposes to acquire all the issued Golden Circle shares for \$1.65 per share in cash;
- if the Scheme becomes effective, it will represent a premium of 313% of Golden Circle's closing Share price of \$0.40 on 3 October 2008, being the last trading day prior to the announcement of the Heinz Proposal;
- it is expected the Scheme will be completed and payment of \$1.65 per share to Golden Circle Shareholders made by late December;
- to be approved, more than 50% (in number) of Golden Circle Shareholders voting at the Scheme Meeting and at least 75% of the total number of votes cast must approve the Heinz Proposal; and
- the Heinz Proposal is also subject to certain conditions that must be satisfied before it can be implemented including approval by the Supreme Court of Queensland and Foreign Investment Review Board.

The Board of Golden Circle has unanimously recommended that shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert concluding that the proposal is in the best interest of Golden Circle shareholders. Golden Circle's major shareholder, Anchorage, intends to vote in favour of the Scheme, in the absence of a superior proposal.

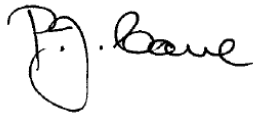
The Heinz Proposal provides opportunities for Golden Circle and Heinz to grow through each company's combined and complementary strengths. Furthermore, Heinz has stated it looks forward to continuing Golden Circle's longstanding heritage for providing high quality, affordable food and beverages to Australian families and to growing the business.

Heinz has stated its desire to maintain contracts between growers and Golden Circle, and also hopes to increase volume demand for growers over time through the combined businesses.

This proposal provides the opportunity for a combined product range offering a wide variety of everyday consumer food and beverage goods under iconic brands.

We look forward to seeing you at the upcoming meetings.

Kind regards,

A handwritten signature in black ink, appearing to read 'P. Cave'.

Phil Cave AM  
Chairman