**MARKET ANNOUNCEMENT**
1 December 2008

## Highlights

- **Golden Circle shareholders provide overwhelming support for Heinz Proposal**
- **97.05% of shareholders in number and 99.29% of the shares voted at the scheme meeting held today are in favour of the Proposal**
- **Scheme implementation subject to approval of the Supreme Court of Queensland on Monday, 8 December 2008**
- **Subject to Court approval and satisfaction (or waiver) of certain other conditions, the Heinz Proposal will become effective on Tuesday, 9 December 2008 and implemented by 30 December 2008.**

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## Golden Circle shareholders support Heinz Proposal

Golden Circle Limited (**Golden Circle**) announces today that shareholders have overwhelmingly voted to support the proposed acquisition of Golden Circle by H.J. Heinz Company Australia Limited (**Heinz** and **Heinz Proposal**) by approving the Scheme of Arrangement between Golden Circle and its shareholders.

At the shareholder meeting to consider the Scheme of Arrangement, held in Caloundra today, shareholders voted 97.05% in favour by number of shareholders voting, exceeding the majority in number approval threshold, and 99.29% in favour by number of shares held, exceeding the 75% approval threshold.

As a result, the Heinz Proposal has obtained the required Golden Circle shareholder approval. Details of the votes cast on the resolution accompany this announcement.

Golden Circle's Chairman, Mr Phillip Cave said Heinz also advised there had been no objection to the proposed transaction from the Australian Competition and Consumer Commission and the Foreign Investment Review Board.

Mr Cave welcomed the result of the shareholders' meeting which overwhelmingly supported the Heinz Proposal.

“The support for the Heinz Proposal by our shareholders is an important step in this process, which will help to secure Golden Circle’s future and provide benefits for shareholders, growers and our employees,” he said.

“Both companies have iconic brands and offer complementary products with a wide range of food and beverages for Australian consumers.”

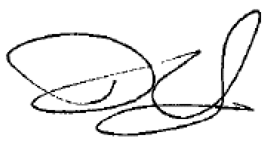
“Heinz and Golden Circle both have rich histories of providing good quality, affordable foods to generations of Australians and we look forward to this heritage continuing under the Heinz acquisition.”

Heinz Managing Director, Mr Peter Widdows, said, “Shareholders today have shown their support for Heinz as the future custodian of a great brand, and we look forward to growing the business and making the Golden Circle name even stronger.”

**Next steps**

Implementation of the Heinz Proposal is subject to approval of the Scheme by the Supreme Court of Queensland at a Court hearing scheduled for Monday, 8 December 2008 and satisfaction (or waiver) of certain other conditions. Subject to receipt of these approvals, it is expected that the Heinz Proposal will become effective on Tuesday, 9 December 2008 with suspension of trading in Golden Circle shares on NSX scheduled for 5.00pm (Sydney time) on that day. The date and time for determining entitlements to the scheme consideration of $1.65 cash per Golden Circle share is expected to be 5.00pm (Brisbane time) on Tuesday, 16 December 2008 with the scheme consideration to be despatched to Golden Circle shareholders between Friday, 19 December 2008 and Tuesday, 30 December 2008.

A further announcement confirming relevant dates will be made once Court approval has been obtained.



**Darryn Hammond**
**Company Secretary**

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1 December 2008

Company Announcements Office
National Stock Exchange of Australia

Dear Sir/Madam

**Scheme Meeting**
**Golden Circle Limited**

As required by section 251AA(2) of the Corporations Act, the following statistics are provided in respect of the resolution passed by Golden Circle shareholders at the Scheme Meeting held today.

***That pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the members are in favour of the arrangement proposed between Golden Circle and the holders of its fully paid ordinary shares, designated the 'Scheme', as contained in and more particularly described in the Explanatory Booklet accompanying the notice convening this meeting (with or without any modifications or conditions required by the Court to which Golden Circle and Heinz agree) and, subject to approval of the Scheme by the Court, the Board of Directors of Golden Circle is authorised to implement the Scheme with any such modifications or conditions.***

In respect of the above resolution the total number of proxy votes exercisable by all proxies validly appointed was:

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|---|---|
| Votes where the proxy was directed to vote 'for' the resolution | 83,738,077 |
| Votes where the proxy was directed to vote 'against' the resolution | 779,302 |
| Votes where the proxy may vote at the proxy's discretion | 6,960,938 |
| Votes where the proxy was directed to abstain from voting on the resolution | Nil |

The resolution was decided on a poll and details of which are:

| | |
|---|---|
| The total number of votes cast 'for' the resolution | 118,713,386 |
| The total number of votes cast 'against' the resolution | 854,560 |
| The total number of votes which 'abstained' from voting | Nil |
| | |
| The number of shareholders who voted 'for' the resolution | 427 |
| The number of shareholders who voted 'against' the resolution | 13 |
| The number of shareholders who voted 'abstained' from voting | Nil |

Dated this 1st day of December 2008

**Darryn Hammond**
**Company Secretary**