

CLAYTON UTZ

Sydney Melbourne Brisbane Perth Canberra Darwin Hong Kong

Confidential

Fax

16 January 2014

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

No of pages 5

1300 135 638

Dear Sir/Madam

Notice of change of interests of substantial holder - Resource Generation Limited

We act for Noble Group Limited (**Noble**).

In accordance with section 671B(1)(b) of the Corporations Act 2001 (Cth), we attach a Form 604 (Notice of change of interest of substantial holder) from Noble and its associates. We will also provide a copy of the Form 604 to Resource Generation Limited.

Yours faithfully

Rory Moriarty, Partner
+61 2 9353 4764
rmoriarty@claytonutz.com

For personal use only

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Resource Generation Limited (ResGen)

ACN/ARSN ACN 059 950 337

1. Details of substantial holder (1)

Name Barsington Limited (Barsington) and Noble Resources International Pte. Ltd. (Noble Resources International) on their own behalf and on behalf of each of the companies listed in Annexure A (Noble Group Companies)

ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on 9 January 2014

The previous notice was given to the company on 22 October 2013

The previous notice was dated 22 October 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)
Ordinary shares	102,337,206	17.973%	79,609,933	13.69%

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 January 2014	Barsington	Off-market sale of shares.	A\$5,061,643.84	22,727,273 ordinary shares	22,727,273
9 January 2014	Each Noble Group Company	The relevant interest of each Noble Group Company moved in line with the relevant interest of Barsington.	Not applicable	22,727,273 ordinary shares	22,727,273
9 January 2014	Barsington	Off-market sale of shares.	A\$16,320,036.27	79,609,933 ordinary shares	79,609,933
9 January 2014	Noble Resources International	Off-market acquisition of shares.	A\$16,320,036.27	79,609,933 ordinary shares	79,609,933
9 January 2014	Each Noble Group Company	The relevant interest of each Noble Group Company moved in line with the relevant interest of Barsington and Noble Resources International.	Not applicable	79,609,933 ordinary shares	79,609,933

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
Noble Resources International	Noble Resources International	Noble Resources International	Noble Resources International is the registered holder of 79,609,933 ResGen shares and so has a relevant interest under section 608(1) of the Act in respect of those shares.	79,609,933 ordinary shares	79,609,933
Barsington	Noble Resources International	Noble Resources International	Barsington is an associate of Noble Resources International under section 12(2)(a) of the Act and so has a relevant interest under section 608(3)(a) of the Act in the ResGen shares held by Noble Resources International.	79,609,933 ordinary shares	79,609,933
Each Noble Group Company	Noble Resources International	Noble Resources International	Each Noble Group Company is an associate of Noble Resources International under section 12(2)(a) of the Act and so has a relevant interest under section 608(3)(a) of the Act in the ResGen shares held by Noble Resources International.	79,609,933 ordinary shares	79,609,933

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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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Barsington	c/o 18/F MassMutual Tower, 38 Gloucester Road, Hong Kong
Noble Resources International	c/o 18/F MassMutual Tower, 38 Gloucester Road, Hong Kong
Each Noble Group Company	c/o 18/F MassMutual Tower, 38 Gloucester Road, Hong Kong

Signature

print name Rory Moriarty

capacity Partner, Clayton Utz

sign here

Clayton Utz

date 16 January 2014

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 6 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 on 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 the Annexure A referred to in the Form 604 (Notice of change of interests of substantial holder) signed by me and dated 16 January 2014.

Clayton Utz

Rory Moriarty
Partner, Clayton Utz

Noble Group Companies (other than Barsington Limited and Noble Resources International Pte. Ltd.)

Noble Group Limited	Noble Resources Limited
Asia Rainbow International Limited	Noble Resources Netherlands B.V.
Chongqing Xinfu Food Co., Ltd	Noble Resources Pte. Ltd.
Cocaf Ivoire S.A.	Noble Resources SA
Evera Sociedad Anonima Comerical	Noble Resources South Africa (Proprietary) Limited
Hamada Construction Engineering Limited	Noble Resources UK Limited
Janvel Pty Limited	Onglory Pty Limited
Longkou Xinlong Edible Oil Co., Ltd.	Parmenter Limited
Lonner Pty Limited	Pioneer Goal Limited
Ming Fat International Oil & Fat Chemical (Tai Xing) Company Limited	PT Henrison Inti Persada
Moony Hill Limited	PT Pelayaran Nasional Tanjungriau Servis
Nantong Noble Grain and Protein Co., Ltd.	Qinzhou Dayang Cereals and Oils Company Limited
Noble Americas Corp.	Satellite LLC
Noble Americas Energy Solutions LLC	Summer Fortune Limited
Noble Americas Gas & Power Corp.	Territory Resources Limited
Noble Americas Resources Corp.	
Noble Argentina S.A.	
Noble Brasil S.A.	
Noble Chartering Inc.	
Noble Clean Fuels Limited	
Noble Mount Investments Limited	
Noble Netherlands B.V.	
Noble Paraguay Sociedad Anonima	
Noble Petro Inc.	
Noble Resources Group Limited	