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To ASX Market Announcements, Melbourne

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Our Ref AXC 1140705

Date 2 March 2017

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Subject **Takeover bid for Bradken Limited – Further extension of offer period**

Dear Sir/Madam,

We act for Hitachi Construction Machinery Co., Ltd. (**HCM**).

We enclose an announcement from HCM regarding the further extension of the offer period in relation to its recommended takeover offer for Bradken Limited.

In accordance with section 650D of the Corporations Act 2001 (Cth) (**Act**), we enclose a formal notice of variation extending the offer period. We also enclose a formal notice under section 630(2) of the Act confirming the new date for giving notice as to the status of the conditions of HCM's recommended takeover offer for Bradken Limited.

A copy of the attached notices have separately been given to Bradken.

Yours faithfully



Alberto Colla
Partner



Bart Oude-Vrielink
Partner

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PRESS RELEASE

For immediate release

ASX ANNOUNCEMENT

HITACHI CONSTRUCTION MACHINERY CO., LTD. FURTHER EXTENDS THE OFFER PERIOD FOR ITS RECOMMENDED TAKEOVER OFFER FOR BRADKEN LIMITED

(Thursday, 2 March 2017) – Hitachi Construction Machinery Co., Ltd. (HCM) today announces that it has further extended the offer period for its recommended takeover offer for Bradken Limited (Bradken).

The Offer Period will now close at **7.00pm (AEDT) on Friday, 24 March 2017**. HCM has no present intention to extend the new closing date of the HCM Offer (subject to any automatic statutory extension that may apply) but reserves the right to do so.

Attached are copies of the following documents in relation to this extension:

- the formal notice of variation under section 650D of the *Corporations Act 2001* (Cth) (Act) in relation to this extension; and
- a formal notice under section 630(2) of the Act, which confirms that Friday, 17 March 2017 is the new date for giving notice as to the status of the conditions of the HCM Offer.

The extension of the Offer Period means that Bradken shareholders who have not already accepted the recommended HCM Offer will now be able to do so until 7.00pm AEDT on Friday, 24 March 2017.

50% minimum acceptance condition

As at 1 March 2017:

- the Bradken Shares in which HCM has a relevant interest as a result of acceptances of the HCM Offer is 18.3901% of the Bradken Shares on issue; and
- a further 2.2000% of Bradken Shares are the subject of acceptance forms and/or custodian directions held by Computershare Clearing Pty Limited under the institutional acceptance facility established by HCM,

being in total approximately 20.5901% of the Bradken Shares on issue.

Accordingly, the 50% minimum acceptance condition (being the last remaining condition) is yet to be satisfied.

The further extension of the Offer Period means that, subject to any subsequent extensions of the Offer Period, if the 50% minimum acceptance condition:

- is not satisfied (or waived) by Friday, 17 March 2017, being less than 7 days before the end of the now extended Offer Period; and
- remains unsatisfied at the end of the now extended Offer Period (7.00pm (AEDT) on Friday, 24 March 2017),

the HCM Offer will lapse and will not proceed.

In those circumstances:

- all acceptances of the HCM Offer will be automatically void;
- all shareholders who accepted **will not** receive the Offer consideration of \$3.25 cash per share;
- the Bradken Share price is likely to fall significantly below the Offer price of \$3.25; and
- all shareholders will continue to face the risks and uncertainties associated with a continuing investment in Bradken.

The fulfilment of the 50% minimum acceptance condition is entirely within the collective control of Bradken shareholders.

10 REASONS WHY YOU SHOULD ACCEPT THE HCM OFFER WITHOUT DELAY

Bradken shareholders should accept the HCM Offer promptly and without delay for the following reasons:

1. **Bradken's share price is likely to fall significantly** if the HCM Offer is not successful. Although many factors affect the Bradken share price, the HCM Offer is supporting the current Bradken share price. If the HCM Offer is not successful, the Bradken share price may fall to levels at which Bradken shares traded prior to 3 October 2016 (being the date the HCM Offer was announced).
2. The HCM Offer of \$3.25 cash provides **certainty of value** and **removes your exposure to the risks and uncertainties** associated with a continued investment in Bradken. These risks and uncertainties are reinforced by Bradken's results for the half year ended 31 December 2016 as announced to ASX on 21 February 2017.
3. The HCM Offer provides all Bradken shareholders with **access to full liquidity at a substantial premium** to prices at which Bradken share were trading prior to the announcement of the HCM Offer. The average daily trading volume for Bradken shares in the six months prior to 3 October 2016 (being the date the HCM Offer was announced) was less than 1,000,000 Bradken shares, representing approximately 0.5% of the total number of Bradken shares on issue.
4. There are **possible minority shareholder risks** if you do not accept the HCM Offer.¹
5. **All Bradken directors** who hold or control Bradken Shares **have now accepted** the HCM Offer for all Bradken Shares they hold or otherwise control.²
6. **The Bradken Board continues to unanimously recommend** the HCM Offer, in the absence of a superior proposal.³
7. In the period of over four months since the HCM Offer was announced, **no superior proposal for Bradken has emerged**. Bradken has recently confirmed this.⁴ Accordingly, **the HCM Offer remains the only offer** available for acceptance by Bradken shareholders.
8. The HCM Offer of \$3.25 cash per Bradken Share **is final as to price and will not be increased**, subject only to no competing proposal for Bradken being publicly announced.
9. The **only remaining condition** is the 50% minimum acceptance condition. As noted above, the fulfilment of this condition is entirely within the collective control of Bradken shareholders.
10. HCM **intends to offer accelerated payment terms** to all Bradken shareholders who have accepted the HCM Offer (or accepted under the institutional acceptance facility) prior to the day on which the HCM Offer is declared completely unconditional: eligible Bradken shareholders will be paid within 8 business days from (and including) the date on which the HCM Offer is declared completely unconditional.⁵

¹ These risks are set out in Section 1.9 of HCM's Bidder's Statement dated 25 October 2016 and Section 2.5 of Bradken's Target's Statement dated 25 October 2016.

² See Bradken's Supplementary Target's Statement dated 15 February 2017.

³ See Bradken's Supplementary Target's Statement dated 15 February 2017.

⁴ See Bradken's Supplementary Target's Statement dated 15 February 2017.

⁵ See further HCM announcement released to ASX on 13 February 2017.

How to ACCEPT the recommended HCM Offer

Acceptance Forms can be sent by post. HCM will also process signed Acceptance Forms sent by email or fax. However, where an Acceptance Form is sent by email or fax, the original Acceptance Form (including any documents required in order to validly process acceptances, such as certified copies of powers of attorney) must still be posted in accordance with the instructions on the Acceptance Form, and HCM will not be obliged to pay the consideration until it receives those documents.

Issuer Sponsored Holders (Securityholder Reference Number beginning with "I"):

To accept the HCM Offer, a validly completed Acceptance Form must be received at the postal address indicated on the form before the end of the Offer Period. Alternatively, Acceptance Forms sent by facsimile to +61 3 9473 2093 or by email to HCMOffer@computershare.com.au will also be processed by HCM (subject to receipt before the end of the Offer Period of the emailed or faxed Acceptance Form and any original supporting documents required in order to validly process any such Acceptance Forms).

CHESS Holders (Holder Identification Number beginning with "X"):

If your Bradken shares are held in a broker sponsored holding, to accept the HCM Offer please contact your broker directly before the end of the Offer Period. Alternatively you can return your validly completed Acceptance Form to the postal address indicated on the form.

Acceptance Forms sent by facsimile to +61 3 9473 2093 or by email to HCMOffer@computershare.com.au will also be processed by HCM (subject to receipt of original documents).

Validly completed Acceptance Forms need to be received at the relevant address, or processed by sponsoring brokers, by no later than 7.00pm AEDT on 24 March 2017. Acceptance forms sent to any other address, facsimile or email address may not be accepted.

Information Line

Bradken shareholders who have any other questions about the recommended HCM Offer or want to request for a new Acceptance Form may call the HCM Offer Information Line on 1300 648 150 (toll within Australia) or +61 3 9415 4156 (not toll free from outside Australia).

NOTICE OF VARIATION OF OFFER – EXTENSION OF OFFER PERIOD

Date:	Thursday, 2 March 2017
To:	Bradken Limited Each holder of Bradken Shares to whom an offer referred to below has been made Australian Securities & Investments Commission
Subject:	Notice of variation of offer – extension of offer period

Hitachi Construction Machinery Co., Ltd. (**HCM**), gives notice under section 650D of the *Corporations Act 2001* (Cth) that:

- (a) it varies the offers dated 1 November 2016 under its off-market takeover bid for all of the ordinary shares in Bradken Limited (**Offers**) to which its bidder's statement dated 25 October 2016, as supplemented by its first supplementary bidder's statement dated 30 January 2017 (**Bidder's Statement**) relates and as previously varied by the notices of variation dated 2 February 2017 and 16 February 2017 by extending the Offer Period by 14 days so that it now ends at 7.00pm (AEDT) on **Friday, 24 March 2017** (unless further extended); and
- (b) the terms of the variation are as follows:
 - (i) replace the date '10 March 2017' wherever appearing in the Bidder's Statement (as previously varied by the notices of variation dated 2 February 2017 and 16 February 2017 and including without limitation the 'Key Dates', President's Letter', 'Summary of the HCM Offer', The HCM Offer - Your Questions Answered' and Appendix 1) with the date '24 March 2017'; and
 - (ii) replace the date 'Friday, 3 March 2017' where it appears in paragraph 8 of Appendix 1 to the Bidder's Statement (as previously varied by the notices of variation dated 2 February 2017 and 16 February 2017) with the date 'Friday, 17 March 2017'.

Right of Withdrawal

In this section, words defined in the ASX Settlement Operating Rules have the same meaning in this notice, unless the context requires otherwise.

In accordance with section 650E of the Act, as this extension of the Offer Period (combined with the previous extensions of the Offer Period) postpones for more than one month the time when HCM has to meet its obligations under the Offer, those Bradken Shareholders who have validly accepted the Offer on or before the date of this notice have the right to withdraw their acceptance by giving notice to HCM (**Withdrawal Notice**) within one month beginning on the day after the day on which they received this notice (**Withdrawal Period**).

Bradken Shareholders who withdraw their acceptance must return any consideration received for accepting the Offer.

A Withdrawal Notice by a Bradken Shareholder withdrawing their acceptance under section 650E of the Act must:

- (a) if the shares are in a CHESS Holding:
 - (i) be in the form of a Valid Originating Message transmitted to ASX Settlement by the Controlling Participant for that CHESS Holding in accordance with Rule 14.16.1 of the ASX Settlement Operating Rules that specifies the number of Bradken Shares to be released from the Subposition; or
 - (ii) be in the form of a notice in writing to HCM setting out the information that HCM requires to transmit a Valid Originating Message to ASX Settlement on behalf of the Bradken shareholder in accordance with Rule 14.16.5 of the ASX Settlement Operating Rules; and
- (b) in any other case, be in writing to HCM.

A Withdrawal Notice that is in writing to HCM must be sent to:

Computershare Investor Services Pty Limited
HCM Takeover Offer
GPO Box 52
Melbourne VIC 3001

In order to assist with the processing of withdrawals, the Withdrawal Notice should identify the full name of the withdrawing Bradken Shareholder, provide the Bradken Shareholder's SRN or HIN (as applicable) as well as the other information specified above.

If a Bradken Shareholder is legally entitled to give and does in fact give, a Withdrawal Notice within the Withdrawal Period, HCM will, before the end of 14 days after the day it is given the Withdrawal Notice:

- (a) return to the Bradken shareholder any documents that were sent by the Bradken shareholder to HCM with the acceptance of the Offer; and
- (b) if the shares are in a CHESS Holding, Transmit to ASX Settlement a Valid Message that authorises the release of those shares from the Offer Accepted Subposition in which the CHESS Holding has been reserved in accordance with Rule 14.16.3 or Rule 14.16.5 of the ASX Settlement Operating Rules as applicable.

If you would like to exercise your right to withdraw your acceptance and you would like further information, please contact your legal, financial or other professional adviser or telephone the HCM Offer Information Line on 1300 648 150 (toll free within Australia) or +61 3 9415 4156 (not toll free) from outside Australia.

The original of this notice was lodged with the Australian Securities and Investments Commission on 2 March 2017. The Australian Securities and Investments Commission takes no responsibility for the contents of this notice.

Terms used in this notice (unless otherwise defined) have the meanings given in the Bidder's Statement.

DATED: 2 March 2017

This notice has been approved by resolution passed by the directors of HCM under section 650D(3A) of the Corporations Act, as modified by ASIC CO [13/521].

CORPORATIONS ACT 2001 (Cth)

NOTICE BY

HITACHI CONSTRUCTION MACHINERY CO., LTD.

**UNDER SECTION 630(2) – NOTICE STATING THE NEW DATE FOR THE GIVING
OF NOTICE OF THE STATUS OF CONDITIONS**

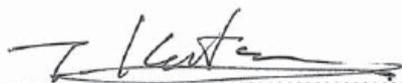
Hitachi Construction Machinery Co., Ltd. (**HCM**) gives notice, under section 630(2) of the *Corporations Act 2001 (Cth)*, that in relation to its off-market takeover bid for Bradken Limited ACN 108 693 009:

- (c) the new date for giving notice as to the status of the conditions of the HCM Offer contained in the Bidder's Statement dated 25 October 2016, as supplemented by its first supplementary bidder's statement dated 30 January 2017 (**Bidder's Statement**) is Friday, 17 March 2017; and
- (d) as at the date of this notice, the sole remaining condition of the HCM Offer is the 50% minimum acceptance condition set out in paragraph 5 of Appendix 2 to the Bidder's Statement.

Unless the context otherwise requires, defined terms in the Bidder's Statement have the same meaning in this notice.

DATE 2 March 2017

Signed for and on behalf of HCM by



.....
Signature

Name Tetsuo Katsurayama

Director of Hitachi Construction Machinery Co., Ltd.