



**New Hope**  
Corporation Limited

A.B.N. 38 010 653 844

**ANNUAL GENERAL MEETING**

**17 November 2011**

# NEW HOPE CORPORATION LIMITED

## ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of New Hope Corporation Limited (New Hope or the Company) will be held at the Theatre Auditorium, Ipswich Civic Centre, Corner Limestone and Nicholas Streets, Ipswich on Thursday 17 November 2011 at 12 noon.

### ORDINARY BUSINESS

#### 1. Financial Statements and Reports

To receive and consider the Financial Statements of New Hope Corporation Limited and Controlled Entities, including the Directors' Report and the Auditor's Report in respect of the year ended 31 July 2011.

Note: The full year results of New Hope Corporation Limited are available either in the Directors' Annual Report and Financial Statements sent to those shareholders who elected to receive the annual report or on the Company's website ([www.newhopecoal.com.au](http://www.newhopecoal.com.au)) in the Investor Relations section.

This item does not require voting by shareholders. It is intended to provide an opportunity for shareholders to raise questions on the reports and on the performance and management of the Company.

The auditors of the Company will be present at the meeting and available to answer questions.

#### 2. Remuneration Report

To adopt the remuneration report for the financial year ended 31 July 2011 as set out in the Directors' Annual Report and Financial Statements.

Note: The Corporations Act 2001 (Cth) (**Corporations Act**) requires listed companies to present their remuneration report for adoption by shareholders at the company's Annual General Meeting. The report can be found in the Annual Report of the Company as detailed in item 1 above.

The vote on this resolution is advisory only and does not bind the Directors of the Company.

As required by the Corporations Act 2001 (Cth), no member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member may vote in any capacity (eg as a shareholder, proxy or corporate representative) on the proposed resolution in Item 2 unless: -

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Item 2; and
- the vote is not cast on behalf of any such member or closely related party of any such member.

### 3. **Election of Directors**

- (a) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr D. C. Williamson, a Director, who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company.”

- (b) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr W. H. Grant, a Director who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election as a Director of the Company, be re-elected as a Director of the Company.”

### 4. **Issue of Performance Rights to Mr R. C. Neale**

To consider and if thought fit, to pass the following as an ordinary resolution:

“That approval is given, for all purposes under the Corporations Act 2001 (Cth) and the Australian Securities Exchange Listing Rules (including Listing Rule 10.14) for the issue to the Managing Director of the Company, Robert Charles Neale of 319,096 Performance Rights pursuant to the Employee Performance Rights Share Plan as more fully described in the Explanatory Notes to the Notice convening this meeting, and for the issue of ordinary shares upon the exercise of those Performance Rights:

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast on this resolution by;

- Robert Charles Neale;
- any associate of Robert Charles Neale;
- any other Director of the Company; and
- any associate of a Director of the Company.

However the Company will not disregard a vote if:

- It is cast by a person as proxy for a shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by a person chairing the meeting as proxy for a shareholder who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

## **Explanatory Note**

### Item 4

- The maximum number of Performance Rights that may be acquired by Robert Charles Neale is 319,096;
- The price, for each Performance Right to be acquired by Robert Charles Neale under the Performance Rights Share Plan is nil;
- No person referred to in Listing Rule 10.14 has received securities under the Employee Performance Rights Share Plan since the last approval;
- The names of all persons referred to in Listing Rule 10.14 entitled to participate in the Employee Performance Rights Share Plan
  - Robert Charles Neale;
  - Robert Dobson Millner;
  - David John Fairfull;
  - Peter Raymond Robinson;
  - David Charles Williamson;
  - William Hamilton Grant.
- Details of any securities issued under the Employee Performance Rights Share Plan will be published in each annual report of the Company relating to a period in which Performance Rights have been issued, and that approval for the issue of Performance Rights was obtained under Listing Rule 10.14.
- Any additional persons who become entitled to participate in the Employee Performance Rights Share Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under Listing Rule 10.14.
- The date by which the Company will issue the Performance Rights is 31 December 2011. The Performance Rights, subject to the vesting conditions, will vest as follows:
  - 165,925 on 1 January 2012;
  - 79,774 on 1 August 2012;
  - 48,999 on 1 August 2013; and
  - 24,398 on 1 August 2014.”
- The vesting condition is that Robert Charles Neale is an employee of the Company as at vesting date.

### **By order of the Board**

M.J. Busch  
Company Secretary  
21 September 2011

### **Members entitled to attend and vote at the meeting**

For the purposes of the meeting and in accordance with regulation 7.11.37 of the Corporations Regulations 2001, it has been determined that the members entitled to attend and vote at the meeting shall be those persons who are recorded in the register of members at 7.00 p.m. (Sydney time) on Tuesday 15 November 2011.

# **ANNUAL GENERAL MEETING**

## **Notes**

### **Admission to the Meeting**

Shareholders who will be attending the meeting, and who will not be appointing a proxy, are requested to bring the proxy form to the meeting to facilitate the admission process. Shareholders who are entitled to attend and cast votes at the meeting are entitled to appoint a proxy and are encouraged to complete and return the proxy form to Computershare Investor Services or the Company as detailed on the proxy form. The proxy need not be a shareholder of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

### **Questions from Shareholders**

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions or make comments on the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask the Company's external auditor questions relevant to:

- i. The conduct of the audit;
- ii. The preparation and content of the auditor's report;
- iii. The accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- iv. The independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to any questions shareholders may have, please submit any questions by fax or to the address below by no later than 5:00pm on Thursday 10<sup>th</sup> November 2011:

The Company Secretary  
New Hope Corporation Limited  
3/22 Magnolia Drive  
Brookwater QLD 4300

or by fax to (07) 3418 0355



# New Hope

Corporation Limited

ABN 38 010 653 844

000001 000 NHC  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Lodge your vote:



**Online:**  
www.investorvote.com.au



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

## For all enquiries call:

(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: 1999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 12 noon (Brisbane time) Tuesday 15 November 2011**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of New Hope Corporation Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of New Hope Corporation Limited to be held at the Theatre Auditorium, Ipswich Civic Centre, Cnr Limestone and Nicholas Streets, Ipswich on Thursday 17 November 2011 at 12 noon and at any adjournment of that meeting.

### Important for Items 2 & 4 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2 & 4 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 2 & 4, the Chairman of the Meeting will not cast your votes on Items 2 & 4 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 2 & 4).

The Chairman of the Meeting intends to vote all available proxies in favour of Items 2 & 4 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2 & 4 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 2 & 4 are connected directly or indirectly with the remuneration of a member of key management personnel.

## STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### ORDINARY BUSINESS

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a Re-election of Director - Mr D.C. Williamson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b Re-election of Director - Mr W.H. Grant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Issue of Performance Rights to Mr R.C Neale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_