



29 July 2013

The Manager Companies  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

(2 pages by email)

Dear Madam,

### GENERAL MEETING

I advise that the Special Resolution put to shareholders at today's General Meeting of Members as set out in the attached Notice of Meeting was passed unanimously on a show of hands.

I advise that votes were cast by proxy as follows:

	For	Open and Undeclared	Against	Abstain
Special Resolution	254,201,928	2,294,312	798,103	20,000,000

Yours faithfully

Lee J. O'Dwyer  
Company Secretary

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# Notice of General Meeting

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Notice is hereby given that a General Meeting of the Shareholders of Cockatoo Coal Limited ACN 112 682 158 will be held at Level 3, 66 Hunter Street, Sydney NSW 2000 at 11.00am on Monday, 29 July 2013 for the purpose of considering and if thought fit passing the following proposed resolution as a special resolution.

Terms used in this Notice of General Meeting will, unless the context otherwise requires, have the meaning given to them in the Glossary in the Explanatory Statement.

## Business

### Special Resolution – Selective Capital Reduction

To consider and, if thought fit, pass, with or without amendment, the following Resolution as a special resolution:

“That:

- *for the for the purposes of section 256C(2)(a) of the Corporations Act and all other relevant purposes, the shareholders approve the selective reduction of the Company's share capital by cancelling 134,807,307 ordinary shares in the capital of the Company which, as at the date of this resolution, are registered in the name of POSCO Australia Pty Limited, such reduction to be effected in part consideration for the transfer to POSCO Australia Pty Limited of 30 ordinary shares in Hume Coal Pty Limited held by the Company;*
- *for the for the purposes of Listing Rule 10.1 and all other relevant purposes, the shareholders approve the disposal of 30 ordinary shares in Hume Coal Pty Limited held by the Company to POSCO Australia Pty Limited on the terms and subject to the conditions of the Share Purchase Deed between the Company and POSCO Australia Pty Limited dated 30 May 2013.”*

### Voting Exclusion Statement

In accordance with section 256C(2)(a) of the Corporations Act and Listing Rule 14.11 any votes cast in favour of the Resolution by:

- POSCO Australia Pty Limited and any person who will receive consideration as part of the proposed capital reduction: or
- any Associate (as defined under the Corporations Act) of POSCO Australia Pty Limited or any such person who will receive consideration as part of the proposed capital reduction,

will be disregarded for the purposes of determining whether the Resolution is passed.

However, Cockatoo Coal need not disregard a vote if:

- it is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy appointment form; or
- it is cast by the Chairman of the meeting as proxy for a member who is entitled to vote, in accordance with a direction on the proxy appointment form to vote as the proxy decides and the member who is entitled to vote has indicated on the proxy appointment form that the Chairman of the meeting may vote as a proxy in relation to each resolution to which the voting exclusion relates.

### Other business

To transact any other business which may legally be brought before the General Meeting.

BY ORDER OF THE BOARD



Lee J. O'Dwyer  
Company Secretary  
Date: 27 June 2013