



**New Hope**  
Corporation Limited

A.B.N. 38 010 653 844

**ANNUAL GENERAL MEETING**

**26 November 2009**

# **NEW HOPE CORPORATION LIMITED**

## **ANNUAL GENERAL MEETING**

**26 November 2009**

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 Ipswich Club, 14 Gray Street, Ipswich on Thursday 26 November 2009 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 2009.

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 2009 as set out in the Directors' Annual Report and Financial Statements.

Note: The 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.

**3. Election of Directors –**

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

“That Mr P. R. Robinson, 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.”

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

“In accordance with section 201H(3) of the Corporations Act 2001, to confirm the appointment of Mr R.C. Neale as a Director of the Company who was appointed by the other Directors as a Director on 14 November 2008.”

- (d) In the event that resolution 3(c) is passed, to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr R.C. Neale, 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. Increase in Directors’ Fee Pool**

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

“That the maximum aggregate remuneration payable by New Hope to non-executive Directors of the Company for their services as Directors be increased to \$1,000,000 per annum.”

**By order of the Board**

M.J. Busch  
Company Secretary  
26 October 2009

**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. on Tuesday 24 November 2009.

# **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 do not plan to attend the meeting are encouraged to complete and return the proxy form to Computershare Investor Services or the Company as detailed on the proxy form.

### **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 19<sup>th</sup> November 2009:

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

**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:** 184080

**Holder Identification Number:**



**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 12.00pm (Brisbane time) 24 November 2009**

**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.

**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.computershare.com.

**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 →**

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**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.

# Proxy Form

Please mark  to indicate your directions

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

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 Ipswich Club, 14 Gray Street, Ipswich on Thursday, 26 November 2009 at 12 noon and at any adjournment of that meeting.

**Important for Item 4:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 4 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of item 4 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

## 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.

	For	Against	Abstain
2 Adopt the Remuneration Report for the year ended 31 July 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-elect Mr P. R. Robinson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-elect Mr W. H. Grant as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c Confirm the appointment of Mr R.C. Neale as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3d Re-elect Mr R.C. Neale as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of increase in Directors' Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_