

# Notice of annual general meeting

Whitehaven Coal Limited ACN 124 425 396

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Notice is given that the annual general meeting of Whitehaven Coal Limited (**Company**) will be held at:

<b>Location</b>	Amora Hotel, 11 Jamison Street, Sydney, NSW 2000
<b>Date</b>	18 November 2008
<b>Time</b>	11.30 am

## Ordinary business

### Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 30 June 2008.

### Directors' remuneration report

To consider and, if in favour, to pass the following resolution under section 250R(2) *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 *'That the section of the report of the directors for the financial year ended 30 June 2008, dealing with the remuneration of the directors, secretary and senior executives, be adopted.'*

This resolution will be decided as if it were an ordinary resolution. However under section 250R(3) *Corporations Act*, the vote on this resolution is advisory only and does not bind the directors or the Company.

### Election of directors

To consider and, if in favour, to pass the following as ordinary resolutions:

- 2 *'That Neil Chatfield, who retires by rotation under rule 16.1 of the Company's constitution, and being eligible, be re-elected as a director of the Company.'*
- 3 *'That Andrew Plummer, who retires by rotation under rule 16.1 of the Company's constitution, and being eligible, be re-elected as a director of the Company.'*

Information about the candidates appears in the accompanying Explanatory Memorandum.

### Removal of auditor

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 4 *'That KPMG be removed as the Company's auditor, pursuant to section 329 of the Corporations Act.'*

## **Appointment of auditor**

To consider and, if in favour, pass the following resolution as a special resolution:

- 5 *'That Ernst & Young be appointed as the Company's auditor in accordance with section 327D of the Corporations Act.'*

Dated 17 October 2008

By order of the Board

Leigh Whitton  
Company Secretary

## **Notes**

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) If you have any questions on how to cast your votes call Paul Marshall on 07 3303 0630 during business hours.

## **Voting restriction**

The Company will disregard any votes cast on resolution 1 by:

- (a) a director; and
- (b) an associate of a director,

however the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy voting form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

# Explanatory memorandum

Whitehaven Coal Limited ACN 124 425 396

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## Financial statements and reports

- 1 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting. In addition the Company's constitution provides for these reports to be received and considered at the meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the annual general meeting on the financial statements and reports. However shareholders will be given reasonable opportunity at the meeting to raise questions with respect to these reports.
- 3 Shareholders may also submit written questions to the Company's auditor KPMG if the question is relevant to the content of the audit report, or the conduct of its audit of Whitehaven Coal Limited's annual report for the year ended 30 June 2008. Relevant written questions for the auditor must be delivered by 11 November 2008. Please send any written questions for KPMG to Whitehaven Coal Limited, PO Box 2440, Fortitude Valley BC, QLD 4006 – attention Mr Leigh Whitton.

## Resolution 1: Directors' remuneration report

- 4 Section 250R(2) of the Corporations Act requires that the section of the directors' report dealing with the remuneration of directors, the secretary and up to five senior executives (**remuneration report**) be put to shareholders for adoption.
- 5 The resolution of shareholders is **not binding** on the Company.
- 6 The remuneration report is included in the Directors' Report in the Whitehaven Coal Limited annual report. It is also available on the Whitehaven Coal Limited internet site ([www.whitehaven.net.au](http://www.whitehaven.net.au)). The report:
  - (a) explains the board's policies in relation to the nature and level of remuneration paid to directors, secretaries and senior executives within the Whitehaven group;
  - (b) discusses the link between the board's policies and Whitehaven Coal Limited's performance;
  - (c) sets out the remuneration details for each director and for each member of Whitehaven Coal Limited's senior executive management team; and
  - (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.
- 7 A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.
- 8 The directors recommend you vote in favour of this resolution.

## **Election of directors**

### **Resolution 2: Election of Neil Chatfield**

- 9 Under Rule 16.1 of the constitution of the Company, one third of the current directors (excluding, amongst other things, the managing director) must retire by rotation at each annual general meeting. In accordance with this Rule, Neil Chatfield retires at the end of this meeting. Neil, being eligible, presents himself for re-election.
- 10 Neil has over 30 years experience in the transport and resources sectors and until September 2008 was a director and Chief Financial Officer for Toll Holdings Limited. Neil is currently a director of Seek Limited and the Chairman of Virgin Blue Holdings Limited, both ASX-listed companies. Neil's previous roles involved senior finance positions in the coal industry including Chief Financial Officer of Cyprus Australia Coal and Oakbridge Limited.
- 11 The Directors recommend you vote in favour of this resolution.

### **Resolution 3: Election of Andrew Plummer**

- 12 In accordance with Rule 16.1 of the constitution of the Company, Andrew Plummer retires at the end of this meeting. Andy, being eligible, presents himself for re-election.
- 13 Andy has over 35 years experience in the investment banking and mining industries. He was most recently an executive director of Excel Coal Limited, responsible for the company's business development activities. He has worked in the Australian banking and finance industry since 1985 with Eureka Capital Partners, Resource Finance Corporation and Westpac. Prior to that, Andy was employed in a variety of management and technical positions with ARCO Coal, Utah International and Consolidation Coal. Andy is also a non-executive director of King Island Scheelite Ltd and Chairman of Ranamok Glass Prize Ltd.
- 14 The Directors recommend you vote in favour of this resolution.

### **Resolutions 4 and 5: Change of auditor**

- 15 KPMG have been engaged as the Company's auditor since 1999. The Directors believe this is an appropriate length of time to retain an auditor and consider a review of who audits the company appropriate.
- 16 Further, the Company plans to relocate its head office from Brisbane to Sydney. A change to a Sydney based auditor is therefore necessary. With this in mind the Company conducted a tender process to select the auditor and following this the board have recommended that Ernst and Young be appointed as auditor.
- 17 As required by section 328B(3) Corporations Act, a copy of the form for the nomination of Ernst & Young as the Company's auditors is attached.
- 18 Resolutions 4 and 5 are necessary for the change of auditor to be made.
- 19 The Directors recommend you vote in favour of resolutions 4 and 5.

**8 October 2008**

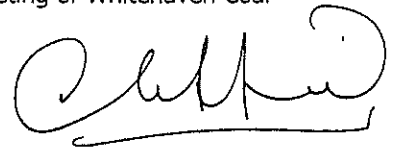
Whitehaven Coal Limited  
PO Box 72440  
FORTITUDE VALLEY QLD 4006

Dear Directors

**Nomination of auditor of Whitehaven Coal Limited ACN 124 425 396**

Mr Neil Chatfield, as a member of Whitehaven Coal Limited, hereby nominates, pursuant to section 328B *Corporations Act 2001* (Cth), Trent van Veen of Ernst & Young to be appointed as the auditor of Whitehaven Coal Limited, with such nomination to be considered at the next general meeting of Whitehaven Coal Limited, subject to removal of the current auditor.

Signed by Neil Chatfield



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Signature of Neil Chatfield



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 Whitehaven Coal 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 Whitehaven Coal Limited to be held at Amora Hotel, 11 Jamison Street, Sydney on Tuesday, 18 November 2008 at 11.30am (Sydney time) and at any adjournment of that meeting.

**Important for Item 1:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 1 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 1 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 1 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
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Neil Chatfield as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Andrew Plummer as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<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 \_\_\_\_/\_\_\_\_/\_\_\_\_