



APAC COAL

Notice of Annual General Meeting and Explanatory Statement

APAC COAL LIMITED

ACN 126 296 295

Date: Thursday 3 November 2015

Time: 10 am (AWST)

Place: Moore Stephens, Level 15

Exchange Tower 2, The Esplanade, Perth WA 6000

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4 October 2016

Dear Shareholder,

I am pleased to invite you to the Annual General Meeting of APAC Coal Limited to be held on Thursday 3 November 2016. The Meeting will be held at Moore Stephens, Level 15 Exchange Tower 2, The Esplanade, Perth WA 6000. The Meeting will begin at 10am (AWST).

I enclose your Notice of Meeting, Explanatory Statement and Proxy Form.

Items of business at the Meeting

The Notice of Meeting (including the Explanatory Statement) sets out the items of business for the Meeting. Please take time to carefully read the whole document.

Voting on items of business at the Meeting

If you would like to vote on items of business outlined in the Notice of Meeting, you may attend the Meeting or appoint a proxy to vote for you at the Meeting. If appointing a proxy, the enclosed Proxy Form should be completed and returned (see Proxy Form for details) as soon as possible and in any event no later than 10am (AWST) on 1 November 2016.

If you have any queries in relation to the Meeting, please contact Mr Brett Crowley on 0411 713 555.

Yours sincerely

KUAN YEOW LIM
Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of APAC Coal Limited will be held at Moore Stephens, Level 15 Exchange Tower 2, The Esplanade, Perth WA 6000 on Thursday 3 November 2016 at 10am (AWST). The Explanatory Statement accompanying this Notice of Meeting forms part of this Notice of Meeting.

ORDINARY BUSINESS

The accompanying Explanatory Notes describe the proposed resolutions in detail.

1. Financial Statements and Reports for the year ended 30 June 2016

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the Company and its controlled entities for the year ended 30 June 2016.

2. Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass the following as an ordinary resolution:
'That the Remuneration Report contained in the APAC Coal Limited 2016 Annual Report be adopted.'

3. Resolution 2 - Re-election of Mr Boon Ban Quah

To consider and, if thought fit, to pass the following as an ordinary resolution:
'That Boon Ban Quah, who retires in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.'

4. Resolution 3 - Re-election of Mr Michael Pixley

To consider and, if thought fit, to pass the following as an ordinary resolution:
'That Mr Michael Pixley having been appointed a director since the last Annual General Meeting, retires in accordance with the provisions of the Company's Constitution and offers himself for re-election, be re-elected as a Director.'

Brett Crowley
Company Secretary
4 October 2016

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in APAC Coal Limited (the "Company") in connection with the business to be considered at the Annual General Meeting to be held on Thursday 3 November 2016.

The Explanatory Statement forms part of the accompanying Notice of Annual General Meeting. Details of the business to be considered at this Meeting are set out below.

Financial Statements and Reports

The Corporations Act 2001 (Cth) ("**Corporations Act**") requires the Financial Report, the Directors' Report and the Auditor's Report to be laid before the Annual General Meeting. There is no requirement in the Corporations Act or the Company's constitution for Shareholders to approve or adopt these reports.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on these Reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

Resolution 1 - Adoption of Remuneration Report

The Directors' Report for the year ended 30 June 2016 contains a Remuneration Report which sets out the policies of the Company for and applicable to the remuneration of its officers and senior employees and details the remuneration paid to its officers and senior employees in the financial year ended 30 June 2016.

While the Corporations Act (section 250R(2)) requires a listed company to put a resolution to its members at its Annual General Meeting that its Remuneration Report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only and does not bind the Directors or the Company. However, under recent changes to the Corporations Act, if at least 25% of the votes cast on the resolution at the 2016 Annual General Meeting are against adoption of the Remuneration Report, then:

- If comments are made on the Remuneration Report at the 2016 Annual General Meeting, the Company's Remuneration Report for the financial year ending 30 June 2017 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- If subsequently, at the Company's 2017 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a General Meeting (Spill Meeting) be called to consider the election of Directors of the Company (Spill Resolution). The Spill Meeting must be held within 90 days of the date of the 2017 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2016 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that the shareholders vote in favour of adopting the Remuneration Report.

Resolution 1 is put to the shareholders at the Annual General Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Voting Exclusion

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in respect of Resolution 1 by:

- A member of Key Management Personnel (“KMP”), details of whose remuneration are included in the Remuneration Report; and
- A Closely Related Party of such a member.

However, the Company will not disregard a vote cast in respect of Resolution 1 if it is cast by a person as proxy appointed in writing that directs the proxy how to vote on Resolution 1, and the vote is not cast on behalf of a member of KMP, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote on Resolution 1 that vote will be disregarded by the Company (as indicated above). Please read the information in the Proxy Form which deals with the Chairman’s voting of proxies on Resolution 1 to adopt the Remuneration Report.

Resolution 2 - Re-election of Director - Mr Boon Ban Quah

The ASX Listing Rules and the Constitution of the Company require each Director to be re-elected every three years and also that an election of Directors be held each year. Boon Ban Quah is a current Director of the Company who is retiring and, being eligible, seeks re-election in accordance with the Company’s Constitution.

Resolution 3 - Re-election of Director - Michael Pixley

Michael Pixley was appointed as a Director of the Company during the year. Pursuant to the Company’s Constitution, Mr Pixley retires and, being eligible, offers himself for re-election as a Director.

Voting and Proxies

1. Determination of membership and Voting Entitlement

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the shares of the Company that are quoted on the Australian Securities Exchange Limited as at 10.00pm Perth time on 1 November 2016, will be taken for the purpose of the Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be recognised as members of the Company and the holder of Shares and will be entitled to attend and vote at the Meeting.

2. Votes of Members

On a show of hands, each member present in person or by proxy or in the case of a body corporate by a representative at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy or in the case of a body corporate by a representative, shall have one vote for each Share held by him.

3. Proxies

Please note that:

- (a) A member who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of the member.
- (b) Where the member is entitled to cast two (2) or more votes, the member may appoint two (2) proxies and may specify the proportion or the number of votes each proxy is appointed to exercise.
- (c) If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (d) A proxy need not be a member of the Company.
- (e) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in shall be deemed to be given in favour of the Chairman of the Meeting to which it relates.
- (f) Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.
- (g) A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- (h) If a shareholder appoints the Chairman of the Meeting as the shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that shareholder, in favour of that item on a poll.
- (i) To be effective the instrument appointing a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be deposited not less than forty eight (48) hours prior to the Annual General Meeting, that is, by 10am Perth time on 1 November 2016 by mail or by delivery at the Company's Office, being Suite 904, 37 Bligh St, Sydney, 2000, or by facsimile on (02) 92333307.

A form of proxy accompanies this Notice of Annual General Meeting.

**PROXY FORM
APPOINTMENT OF PROXY FORM
APAC COAL LIMITED
ACN 126 296 295**

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00 am (AWST), on Thursday 3rd November 2016 at Moore Stephens, Level 15 Exchange Tower 2, The Esplanade, Perth, Western Australia, 6000, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Note: If appointing a second proxy, please state the number of shares OR the percentage of voting rights applicable to this Proxy Form.

Number of shares OR %

I/We direct my/our proxy to vote in respect of the resolution to be considered as indicated with an "X" below, and to vote or abstain in respect of any procedural resolution as my/our proxy thinks fit.

RESOLUTION	FOR	AGAINST	ABSTAIN
Financial Statements & Reports	No voting required		
Resolution 1 - Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re-election of Mr Boon Ban Quah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Re-election of Mr Michael Pixley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on the resolutions please tick this box. By marking this box you acknowledge that the chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of a resolution. 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 any resolution and your votes will not be counted in computing the required majority if a poll is called on this Resolution. The chairman of the Meeting intends to vote undirected proxies FOR each of the Resolutions.

Individual or Shareholder 1

Individual/Sole Director and Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Instructions for completing this proxy form

Appointment of proxy

Insert the name of your proxy if your proxy is someone other than the Chairman of the meeting. If you leave the appointment section of this Proxy Form blank or your named proxy is unable to attend, the Chairman of the meeting for the time being will be your proxy to vote your shares. Your proxy need not be a shareholder of the Company.

You may appoint one or two proxies to attend and vote at the Annual General Meeting on your behalf. If you appoint two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes in which case any fraction of votes will be disregarded. Where a shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands. If you require an additional proxy form, the Company will supply it on request.

Voting directions to your proxy

You may direct your proxy how to vote on the item of business by placing an "X" in one of the three boxes opposite the item. Your proxy may decide whether to vote on the item, except where proxies are required by law or the constitution of the Company to vote or abstain in their capacity as proxies. If your proxy votes on an item, all of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights on the item by inserting the number of shares or percentage you wish to vote in the appropriate box. If you do not mark any of the boxes on a given item and your proxy is entitled to vote, your proxy may decide how to vote on that item. If you mark more than one box, your vote may be invalid.

If not directing your proxy

If the Chairman of the meeting is your proxy and you do not direct him how to vote on the item of business please mark the box to confirm that the Chairman should vote on your behalf. If you do not mark the box, the Chairman will not be able to vote on your behalf. **The Chairman intends to vote undirected proxies in favour of each item of business.**

Signature(s)

You must sign this form in the spaces provided as follows:

- **Individual Holding:** The Shareholder must sign in the box.
- **Joint Holding:** If shares are held in joint names, all Shareholders must sign in the boxes.
- **Attorney:** If you are signing as an Attorney, the Power of Attorney must have already been lodged with the Company or, alternatively, a certified copy of it must accompany this proxy form.
- **Companies:** Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided which state the office held by the signatory, i.e. Director and Director, or Company Secretary and Director, or the Sole Director and Sole Company Secretary.

Lodgement of Proxy

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company at least 48 hours before the time for holding the Annual General Meeting. Documents may be sent to the Company by:

- posting or delivering them to Suite 904, 37 Bligh St, Sydney, NSW 2000; or
- faxing to the Company's office on (02) 923303307.