

Fax

THE CHAIRMEN 1


Notice of Change of Interests of Substantial Holder

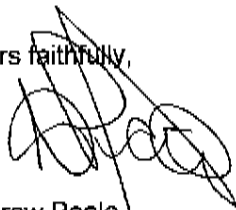
From Andrew Poole
Phone +61 2 4914 5910
Fax +61 2 4925 3505

Pages 3

To ASX Companies Announcements Office
ASX
Fax 1300 135 638

Please see attached a Notice of Change of Interests of Substantial Holder in relation to Guildford Coal Limited.

Yours faithfully,



Andrew Poole

If you are not the intended recipient:

- please phone the sender immediately (reverse charges)
- you must not disclose or use the information

'The Boardwalk' Suite C1, 1 Honeysuckle Drive, Newcastle NSW 2300
Telephone +61 2 4914 5910 Facsimile +61 2 4925 3505
www.thechairmen.com.au

Doc 25388690

For personal use only

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Guildford Coal Limited

ACN/ARSN 143 533 537

1. Details of substantial holder (1)

Name TheChairmen1 Pty Ltd

ACN/ARSN (if applicable) 137 271 642

There was a change in the interests of the substantial holder on 26/11/2013
The previous notice was given to the company on 05/08/2013
The previous notice was dated 05/08/2013

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	249,639,706	39.31% (based on 635,046,899 Ordinary shares outstanding)	221,935,578	34.95% (based on 635,046,899 Ordinary shares outstanding)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
26/11/2013	TheChairmen1 Pty Ltd	Transfer of shares	Redemption of 10,000 convertible notes issued by TheChairmen1 Pty Ltd pursuant to a Deed of Termination and Release between TheChairmen1 Pty Ltd and Super Properties Pty Ltd (as trustee for the Shayne Smyth Trust) dated 22 November 2013	-10,000,000 Ordinary shares	-10,000,000
24/12/2013	TheChairmen1 Pty Ltd	Transfer of shares	1,369,863 ordinary shares in TheChairmen1 Pty Ltd pursuant to a Share Buy-Back Agreement between Mark Konda and TheChairmen1 Pty Ltd dated 14 November 2013	-8,852,064 Ordinary shares	-8,852,064
24/12/2013	TheChairmen1 Pty Ltd	Transfer of shares	1,369,863 ordinary shares in TheChairmen1 Pty Ltd pursuant to a Share Buy-Back Agreement between Paul Henry and TheChairmen1 Pty Ltd dated 14 November 2013	-8,852,064 Ordinary shares	-8,852,064

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
TheChairmen1 Pty Ltd	Equitas Nominees Pty Limited	Equitas Nominees Pty Limited	Beneficial holder of Ordinary shares held by Equitas Nominees Pty Ltd	221,935,578 Ordinary shares	221,935,578

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and applicable	ACN/ARSN (if applicable)	Nature of association
N/A		N/A

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
TheChairmen1 Pty Ltd	'The Boardwalk' Suite C1, 1 Honeysuckle Drive, Newcastle NSW 2300

Signature

print name Andrew Poole

capacity Director

sign here

date

27/12/13

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

For personal use only