

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a meeting of members of County International Limited (the "Company") will be held at Level 4, Plaza Building, Australia Square, 95 Pitt Street, Sydney, NSW 2000 on Wednesday 23<sup>rd</sup> November 2016 at 11.00am AEDT for the purpose of transacting the business set out in this Notice.

### BUSINESS

#### Item 1 – Financial Statements

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30<sup>th</sup> June 2016.

#### Item 2 – Remuneration Report

To adopt the Remuneration Report for the year ended 30<sup>th</sup> June 2016.

#### Item 3 – Election of Director- (Mr Robert Cameron AO)

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

"That Robert Cameron AO being a Director who retires by rotation, in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

#### Appointment of Proxy

- (a) A member who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a member of the Company.
- (b) If a member wishes to appoint a proxy, and is entitled to cast 2 or more votes, then the member may appoint 2 proxies, and may specify the proportion or number of votes each proxy may cast.
- (c) A proxy form (and the power of attorney (if any) under which it is signed) must be received at the registered office of the Company not less than 48 hours before the time of the holding of the meeting:
  - By hand: Boardroom Pty Limited - Level 12 Grosvenor Place, 225 George Street, Sydney NSW 2000
  - By mail: Boardroom Pty Limited - GPO Box 3993, Sydney NSW, 2001
  - By facsimile: (02) 9290 9655

#### Corporate Representatives

Corporate members must either:

- appoint a proxy as set out above; or
- appoint a body corporate representative in accordance with the Corporations Act.

The appointment of a body corporate representative must be produced at the meeting.

#### Entitlement to Vote

For the purpose of the meeting, those members holding shares at 7pm AEDT on 21<sup>st</sup> November 2016 will be voting members at the meeting.

#### Further Information

This Notice should be read in conjunction with the Explanatory Note.

By the Order of the Board of Directors.



T. A. Flitcroft  
Company Secretary  
Dated: 12<sup>th</sup> October 2016

## EXPLANATORY NOTES ON ITEMS OF BUSINESS

### Item 1: Financial Statements

As required by section 317 of the Corporations Act 2001 (Cth) (the "Act"), the Financial Report, the Directors' Report and the Auditor's Report of the Company for the most recent financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

Shareholders will also be provided with the opportunity to ask the representative of the Company's auditor questions about the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

### Item 2: Remuneration Report

The Directors' Report for the year ended 30 June 2016 contains a Remuneration Report, which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for Directors and certain senior executives.

The Act requires that the agenda for this Annual General Meeting include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

Shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

### Item 3: Election of Director

Pursuant to the Company's Constitution, Mr Robert Cameron AO will retire as a Director at the Annual General Meeting and offers himself for re-election.

Bob Cameron holds degrees in mining, mineral economics and business administration and has had more than 37 years of experience in the coal industry. This includes 14 years as a senior manager with Coal & Allied Industries in the Hunter Valley and 21 years as Founder and Managing Director/CEO of Centennial Coal Company Limited. This Company grew from a market capitalisation of \$20 million and was acquired by Banpu PLC in 2010 for approximately \$2.5 billion.

Upon the takeover of Centennial, Bob moved to the role of non-executive Chairman of the Company. Amongst other current positions, Bob is also Chairman of Hunter Valley Training Company Limited and Pacific Smiles Group. He is also a Director of the University of New South Wales Foundation and the Museum of Applied Arts and Sciences.

Bob is past Chairman of the Australian Coal Association, ACA Low Emissions Technology Ltd, NSW Minerals Council and the Australian Japan Coal Conference, and was a Director of Port Kembla Coal Terminal. He was also on numerous other government and industry boards and committees including the Ministerial Minerals Advisory Council and Mining Education Australia.

In 2002 The Australasian Institute of Mining and Metallurgy awarded Bob the Institute Medal in recognition of his outstanding leadership in the coal industry.

In 2005 he received the Hunter Business Person of the Year Award from the Hunter Business Chamber, and in 2010 he received the Australian Mining Prospect Award for Most Outstanding Contribution to Mining.

In 2012 he was awarded an Order of Australia for his contribution to the Australian mining industry, tertiary education and the community of the Hunter Valley.

If re-elected, Robert Cameron will continue as a Director and be subject to retirement by rotation in accordance with the Company's Constitution.

The Board, with exception of Mr Cameron, unanimously recommends that Shareholders vote in favour of the re-election of Mr Cameron.