

# CLAYTON UTZ

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11 October 2007

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Our reference: 60022/14055/80059299

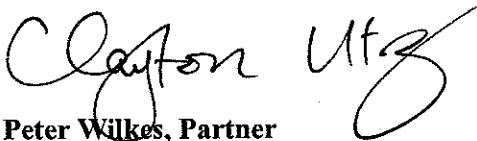
Number of pages - 5

Dear

### Form 604 - Notice of Change of Interests of Substantial Holder

Pursuant to section 671B of the *Corporations Act 2001* (Cth) please find enclosed a Notice of Change of Interests of Substantial Holder (Form 604) concerning a substantial holding in Gloucester Coal Ltd shares held by the Noble Group.

Yours faithfully



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Attachment

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**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Gloucester Coal Ltd ("GCL")

ACN/ARSN 008 881 712

**1. Details of substantial holder (1)**

Name Noble Group Limited and each of the companies listed in Annexure "A" (collectively the "Noble Group")

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

10/10/2007

The previous notice was given to the company on

16/07/2007

The previous notice was dated

13/07/2007

**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	10,527,232	13.32%	12,027,232	14.83%

**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 changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
28/09/2007	Noble Group	On market purchase	\$2,429,850	500,000 ordinary	500,000
		by Noble Group			
10/10/2007	Noble Group	(same as above)	\$4,859,700	1,000,000 ordinary	1,000,000

**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
Noble Group	ANZ Nominees Ltd	ANZ Nominees Ltd	Power to exercise control	1,500,000 ordinary	1,500,000
	(as Custodian of	(as Custodian of	over securities		
	Noble Group)	Noble Group)			

**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:

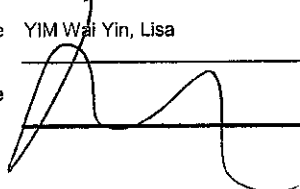
Name and ACN/ARSN (if applicable)	Nature of association
	Not applicable

**6. Addresses**

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

Name	Address
Noble Group	18/F MassMutual Tower, 38 Gloucester Road, Hong Kong
ANZ Nominees Ltd	Level 6, 100 Queen Street, Melbourne, VIC, 3000

**Signature**

print name YIM Wai Yin, Lisa capacity Company Secretary  
 sign here  date 11/10/2007

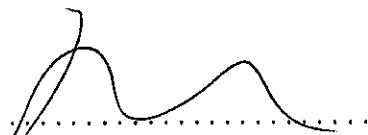
**DIRECTIONS**

- (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.

ANNEXURE "A"

This is Annexure "A" of 2 pages referred to in Form 604 "Notice of change of interests of substantial shareholder".



Yim Wai Yin, Lisa - Company Secretary  
Dated 11 October 2007

**Name**

Baelpa SAIC  
Bonel Commodity Trading Limited  
Chongqing Xinfu Food Company Limited  
Cocaf Ivoire SA  
Coniston Limited  
Crownsea Trading Limited  
Donaldson Coal Pty Limited  
Ebony Ship Management Pte Ltd.  
Evera SAC  
Everkeen Group Limited  
Everzoom Associates Limited  
Finora International Inc  
Fleet Management Limited  
Fleet Ship Management Inc  
Fleet Shipping Co Inc  
Jonesville Limited  
Longkou Xinlong Edible Oil Company Limited  
Min Noble Shipping Inc.  
Newcastle Coal Company Pty Limited  
Noble Americas Corp  
Noble Argentina SA  
Noble Brasil Ltda  
Noble Carbon Credits Limited  
Noble Chartering Inc  
Noble Chartering Limited  
Noble Energy Inc

**Name**

Noble Europe Limited  
Noble Finance Limited  
Noble Grain India Private Limited (formerly Sidharth Soya Products Private Limited)  
Noble Investments S.A.  
Noble Investments Ltd.  
Noble Netherlands BV  
Noble Resources Australia Pty Limited (formerly "Noble Grain Australia Pty Limited")  
Noble Resources Group Limited  
Noble Resources Limited  
Noble Resources Pte Ltd  
Noble Resources S.r.l  
Noble Resources SA  
Noble Trade Finance Hong Kong Limited  
Noble Trade Finance Limited  
Noble Trade Finance S.A.  
Oldham First Limited  
Oxyde Chemicals BV  
Paway Limited  
PT Sanga Coal Indonesia  
Qinzhou Dayang Cereals & Oils Company Limited  
Ramsgate Associates Ltd.  
RawMart.com Inc.  
Siam Agro Trade Limited  
Stelmont Group Limited  
Trade Vest Risk Services Pte. Ltd.  
Tradevest Limited