



GLOUCESTER COAL LTD

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Companies Announcements Office
Australian Stock Exchange

RESULTS OF ANNUAL GENERAL MEETING

The Company advises that the resolutions set out below which were considered by shareholders at the Company's Annual General Meeting held earlier today were passed on a show of hands. The resolutions were as follows:

ORDINARY BUSINESS

1. To receive the financial report in respect of the Company and its controlled entities for the year ended 31 December 2004, together with a Directors' report in relation to that financial year and the auditor's report in respect of that financial report.
2. That Mr Andy John Hogendijk, who was appointed a Director since the previous Annual General Meeting, retires as a Director in accordance with the Company's constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.
3. That Dr John Hamilton Bryan, who was appointed a Director since the previous Annual General Meeting, retires as a Director in accordance with the Company's constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.
4. That Mr Daniel James Buckley, who retires, as a Director in accordance with the Company's Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.

SPECIAL BUSINESS

5. Approval of the Employee Share Option Plan (ESOP)
That for the purposes of Listing Rule 7.2 (exception 9) of the Australian Stock Exchange Limited, the Gloucester Coal Ltd Employee Share Option Plan, as set out in the Explanatory Statement be approved.

6. Participation by Directors in Employee Share Option Plan

That the Company approve the grant of a maximum of 1,500,000 options to Executive Directors pursuant to the Employee Share Option Scheme for nil cash consideration, and subject to the exercise of those options and payment of the Exercise Price, the issue of that number of fully paid ordinary shares of the Company to the Directors as follows:

(a)	Gavin Peter May	1,000,000
(b)	Daniel James Buckley	500,000

7. That shareholders are asked to approve the appointment of KPMG as the Company's auditors.

Valid proxies were received from 94 shareholders with voting instructions as follows:

	For	Against	Abstain
Resolution 1.	22,769,648	1,334	1,222,315
Resolution 2.	23,986,563	4,834	1,900
Resolution 3.	23,986,563	4,834	1,900
Resolution 4.	23,990,063	1,334	1,900
Resolution 5.	22,941,332	899,565	152,400
Resolution 6(a).	22,316,666	1,517,031	159,600
Resolution 6(b).	22,316,666	1,362,481	314,150
Resolution 7.	23,960,163	31,234	1,900

Yours faithfully
Gloucester Coal Ltd

Robert J Waring
 Company Secretary