

# Freehills

Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

26 July 2011  
Matter 81926252  
By fax

Dear Sir/Madam

## **Form 603 - Notice of Initial Substantial Holder**

We act as Australian legal adviser for OZ Management LP (and its managed funds Sculptor Finance (MD) Ireland Ltd, Sculptor Finance (AS) Ireland Ltd and Sculptor Finance (SI) Ireland Ltd).

In accordance with section 671B of the *Corporations Act 2001* (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in relation to the ordinary shares of Coalbank Limited (ASX:CBQ).

Yours faithfully



**Andrew Pike**  
Partner  
Freehills

+61 2 9225 5085  
+61 416 225 085  
andrew.pike@freehills.com

Doc 10002830.1

MLC Centre Martin Place Sydney NSW 2000 Australia  
GPO Box 4227 Sydney NSW 2001 Australia  
Sydney Melbourne Perth Brisbane Singapore

Telephone +61 2 9225 5000 Facsimile +61 2 9322 4000  
www.freehills.com DX 361 Sydney  
Correspondent offices in Hanoi Ho Chi Minh City Jakarta

For personal use only

## Form 603

Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme	Coalbank Limited
ACN/ARSN	075 677 075
<b>1. Details of substantial holder (1)</b>	
Name	Och-Ziff Holding Corporation and Och-Ziff Capital Management Group LLC on behalf of themselves, OZ Management LP and their controlled entities OZ Asia Master Fund, Ltd, OZ Master Fund, Ltd and OZ Global Special Investments Master Fund, LP.
ACN/ARSN (if applicable)	Not applicable

The holder became a substantial holder on 25/7/2011**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	50,000,000	50,000,000	6.85%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Och-Ziff Holding Corporation	Och-Ziff Holding Corporation has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	50,000,000 fully paid ordinary shares
Och-Ziff Capital Management Group LLC	Och-Ziff Capital Management Group LLC has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	50,000,000 fully paid ordinary shares
OZ Management LP	OZ Management LP has a relevant interest in the holdings detailed below by virtue of section 608(3)(b) of the Corporations Act	50,000,000 fully paid ordinary shares
OZ Asia Master Fund, Ltd	As legal owner of the interest, OZ Asia Master Fund, Limited has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	14,845,000 fully paid ordinary shares
OZ Master Fund, Ltd	As legal owner of the interest, OZ Master Fund, Ltd has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	34,235,000 fully paid ordinary shares
OZ Global Special Investments Master Fund, LP	As legal owner of the interest, OZ Global Special Investments Master Fund, LP has a relevant interest by virtue of section 608(1)(a) of the Corporations Act	920,000 fully paid ordinary shares

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
OZ Asia Master Fund, Ltd	HSBC Custody Nominees (Australia) Limited	OZ Asia Master Fund, Ltd	14,845,000 fully paid ordinary shares
OZ Master Fund, Ltd	HSBC Custody Nominees (Australia) Limited	OZ Master Fund, Ltd	34,235,000 fully paid ordinary shares
OZ Global Special Investments Master Fund, LP	HSBC Custody Nominees (Australia) Limited	OZ Global Special Investments Master Fund, LP	920,000 fully paid ordinary shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
OZ Asia Master Fund Ltd	25 July 2011	A\$564,110		Fully Paid Ordinary Shares
OZ Master Fund, Ltd	25 July 2011	A\$1,300,930		Fully Paid Ordinary Shares
OZ Global Special Investments Master Fund, LP	25 July 2011	A\$34,960		Fully Paid Ordinary Shares

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Och-Ziff Holding Corporation	Och-Ziff Holding Corporation is an associate of each other person named in paragraph 3 above by virtue of s.12(a)(ii) of the Corporations Act.
Och-Ziff Capital Management Group LLC	Och-Ziff Capital Management Group LLC is an associate of each other person named in paragraph 3 above by virtue of s.12(a)(ii) or s.12(a)(i) of the Corporations Act.
OZ Management LP	OZ Management LP is an associate of each other person named in paragraph 3 above by virtue of s.12(a)(ii) or s.12(a)(i) of the Corporations Act.
OZ Asia Master Fund Ltd	OZ Asia Master Fund Ltd is an associate of each other person named in paragraph 3 above by virtue of s.12(2)(a)(ii) or s.12(a)(ii) of the Corporations Act.
OZ Master Fund, Ltd	OZ Master Fund, Ltd is an associate of each other person named in paragraph 3 above by virtue of s.12(2)(a)(ii) or s.12(a)(ii) of the Corporations Act.
OZ Global Special Investments Master Fund, LP	OZ Global Special Investments Master Fund, LP is an associate of each other person named in paragraph 3 above by virtue of s.12(2)(a)(ii) or s.12(a)(ii) of the Corporations Act.

**7. Addresses**

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

Name	Address
Och-Ziff Holding Corporation	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
Och-Ziff Capital Management Group LLC	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
Oz Management LP	c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.
OZ Asia Master Fund, Ltd.	c/o Goldman Sachs (Cayman) Trust, Limited, P.O. Box 896, Suite 3307, Gardenia Court, 45 Market Street, Camana Bay, Grand Cayman Cayman Islands, B.W.I.
OZ Master Fund, Ltd.	c/o Goldman Sachs (Cayman) Trust, Limited, P.O. Box 896, Suite 3307, Gardenia Court, 45 Market Street, Camana Bay, Grand Cayman Cayman Islands, B.W.I.
OZ Global Special Investments Master Fund, LP	c/o Goldman Sachs (Cayman) Trust, Limited, P.O. Box 896, Suite 3307, Gardenia Court, 45 Market Street, Camana Bay, Grand Cayman Cayman Islands, B.W.I.

**Signature**

print name Joel M. Frank

Capacity Chief Financial Officer

sign here 

date 25 / 7 / 2011

For personal use only

## 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 7 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 606 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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 of 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.

For personal use only